

17^h May 2024

To,

BSE LIMITED Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001 **THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED** Exchange Plaza, 5th Floor, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (East) Mumbai - 400051

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the financial year ended <u>31st March, 2024</u>

With reference to the above-mentioned subject and in compliance with the provisions of Regulation 24A of SEBI LODR Amendment Regulations, 2018, read with SEBI Circular dated February 08, 2019, please find enclosed Annual Secretarial Compliance Report of the Company for the financial year ended 31st March 2024.

This is for your information and record.

Yours faithfully For GlaxoSmithKline Pharmaceuticals Limited

Ajay Nadkarni Vice President – Administration, Real Estate & Company Secretary

CIN: L24239MH1924PLC001151



Secretarial Compliance Report of GlaxoSmithKline Pharmaceuticals Limited for the year ended March 31, 2024

To,

The Board of Directors GlaxoSmithKline Pharmaceuticals Limited Dr. Annie Besant Road, Mumbai 400 030

We have examined:

- all the documents and records to the extent made available to us and explanations and representations provided by GlaxoSmithKline Pharmaceuticals Limited ("the listed entity"/"Company"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the company during the review period)
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the review period)

Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri (West), Mumbai-400 053 Tel.: 26301232/26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1988MH009800

Continuation Sheet

- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

We hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, <u>except</u> in respect of matters specified below:-

Sr.	Complia	Regulat	Deviatio	Acti	Type of	Details	Fine	Observatio	Managem	Remar
No.	nce	ion/	ns	on	Action	of	Amou	ns/	ent	ks
	Require	Circula		Take	(Advisory	Violati	nt	Remarks	Response	
	ment	r No.	, î	n by	/	on		of the	1002	
	(Regulat				Clarificati			Practicin		ŝ
	ions/				on/ Fine			g		
	circulars				/Show			Company		
	1				Cause			Secretary		
	guidelin				Notice/					
	es				Warning,					
	includin				etc.)					
	g					~				
	specific		2							
	clause)									
	NIL									

b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.	Observations/	Observations	Compliance	Details of	Remedial	Comments	
No.	Remarks of	made in the	Requirement	violation/	actions,	of the PCS	
	the Practicing	secretarial	(Regulations/circulars/	deviations and	if any,	on the	
	Company	compliance	guidelines including	actions taken /	taken by	actions	
	Secretary in	report for the	specific clause)	penalty	the listed	taken by	
	the previous year ended			imposed, if any,	entity	the listed	
	reports (the years are		E.	on the listed	~	entity	
		to be		entity			
		mentioned)		579			
NOT APPLICABLE							

(c) we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status	Observations /Remarks by PCS*
		(Yes/No/NA)	j
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	YES	
	 Maintenance and disclosures on Website: The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	YES	
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	YES	
5.	Details related to Subsidiaries of listed entities: (a)Identification of material subsidiary companies (b)Requirements with respect to disclosure of material as well as other subsidiaries	YES	

Continuation Sheet

6.	Preservation of Documents:	YES	
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	Performance Evaluation:	YES	
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations		
8.	Related Party Transactions:(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	YES	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	Prohibition of Insider Trading:The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	

ĺ

			Continuation Sheet
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of statutory auditors from the Company or its subsidiary
13.	No Additional Non-compliances, if any: No any additional non-compliance observed for any of the SEBI regulations/circular/guidance note etc. except as reported above.	YES	

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

- 1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Mumbai

Date: 17.05.2024

Company Secretaries Pravinchandra Signature: Nahalchand Parikh Name of the Practicing Company Secretary: P. N. Parikh Partner FCS No.: 327 C P No.: 1228 UDIN: F000327F000387802 PR No.: 1129/2021

For Parikh & Associates