



GlaxoSmithKline Consumer Private Limited

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August 9, 2018

Corporate Relations (Listing Department)
The Bombay Stock Exchange Ltd.
Stock Exchange Towers
Dalal Street, Fort
Mumbai - 400 023

Manager - Listing Department
National Stock Exchange of India Ltd.
C – 1, Block G, Exchange Plaza
Bandra-Kurla Complex
Bandra (East)
Mumbai - 400 05

Dear Sir,

Subject: Details of results of Remote E-Voting and Voting through Ballot Paper of the 59th Annual General Meeting

In pursuance to Regulation 44 of per SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ('LODR') and in furtherance to our letter dated August 8, 2018, we would like to inform you that we have received the Scrutinizers' Report containing the consolidated results of the remote e-votes received upto the August 7, 2018 (5:00 P.M.) and the voting through ballot paper received till the conclusion of the Annual General Meeting.

The details of voting results, as per the Scrutinizers' Report and as per SEBI LODR, are enclosed in the prescribed format as 'Annexure A'.

Based on the consolidated report of the Scrutinizers, all the resolutions as set out in the Notice of the 59th Annual General Meeting of the Company have been approved by the Members with requisite majority.

Thanking You,

Yours faithfully
for GlaxoSmithKline
Consumer Healthcare Limited

Shanu Saksena
Company Secretary
M.No : FCS - 9733

General information about company	
Scrip code	500676
NSE Symbol	GLAXOCONS
MSEI Symbol	
ISIN	
Name of the company	GLAXOSMITHKLINECONSUMER HEALTHCARE LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	08-08-2018
Start time of the meeting	09:30 AM
End time of the meeting	09:50 AM

Scrutinizer Details

Name of the Scrutinizer	SANJAY CHUGH
Firms Name	SANJAY CHUGH
Qualification	CS
Membership Number	3754
Date of Board Meeting in which appointed	11-05-2018
Date of Issuance of Report to the company	09-08-2018

Voting results	
Record date	01-08-2018
Total number of shareholders on record date	50638
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	48
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2018 including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended March 31, 2018 together with the Reports of the Directors and Auditors					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30471992	30471992	100	30471992	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		30471992	30471992	100	30471992	0	100
Public-Institutions	E-Voting	5302435	4209413	79.3864	4209413	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5302435	4209413	79.3864	4209413	0	100
Public- Non Institutions	E-Voting	6281111	406124	6.4658	405797	327	99.9195	0.0805
	Poll		20277	0.3228	20262	15	99.926	0.074
	Postal Ballot (if applicable)							
	Total		6281111	426401	6.7886	426059	342	99.9198
Total		42055538	35107806	83.4796	35107464	342	99.999	0.001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare Dividend for the year ended March 31, 2018 of Rs. 75/- per equity share, as recommended by the Board of Directors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30471992	30471992	100	30471992	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		30471992	30471992	100	30471992	0	100
Public-Institutions	E-Voting	5302435	4257160	80.2869	4257160	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5302435	4257160	80.2869	4257160	0	100
Public- Non Institutions	E-Voting	6281111	405854	6.4615	405847	7	99.9983	0.0017
	Poll							
	Postal Ballot (if applicable)		20277	0.3228	20262	15	99.926	0.074
	Total		6281111	426131	6.7843	426109	22	99.9948
Total		42055538	35155283	83.5925	35155261	22	99.9999	0.0001
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the appointment of Statutory Auditors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30471992	30471992	100	30471992	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		30471992	30471992	100	30471992	0	100
Public- Institutions	E-Voting	5302435	4257160	80.2869	4257160	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5302435	4257160	80.2869	4257160	0	100
Public- Non Institutions	E-Voting	6281111	405519	6.4562	405417	102	99.9748	0.0252
	Poll		20262	0.3226	20262	0	100	0
	Postal Ballot (if applicable)							
	Total		6281111	425781	6.7788	425679	102	99.976
Total		42055538	35154933	83.5917	35154831	102	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the appointment and remuneration of Mr. Navneet Saluja as Managing Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30471992	30471992	100	30471992	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		30471992	30471992	100	30471992	0	100
Public-Institutions	E-Voting	5302435	4257160	80.2869	4257160	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5302435	4257160	80.2869	4257160	0	100
Public- Non Institutions	E-Voting	6281111	405853	6.4615	405454	399	99.9017	0.0983
	Poll		20262	0.3226	20262	0	100	0
	Postal Ballot (if applicable)							
	Total		6281111	426115	6.7841	425716	399	99.9064
Total		42055538	35155267	83.5925	35154868	399	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve and adopt the new Articles of Association				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30471992	30471992	100	30471992	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		30471992	30471992	100	30471992	0	100
Public-Institutions	E-Voting	5302435	3024838	57.0462	1987341	1037497	65.7007	34.2993
	Poll							
	Postal Ballot (if applicable)							
	Total		5302435	3024838	57.0462	1987341	1037497	65.7007
Public- Non Institutions	E-Voting	6281111	405854	6.4615	402710	3144	99.2253	0.7747
	Poll		20262	0.3226	20262	0	100	0
	Postal Ballot (if applicable)							
	Total		6281111	426116	6.7841	422972	3144	99.2622
Total		42055538	33922946	80.6623	32882305	1040641	96.9323	3.0677
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Sanjay Chugh
B Com (H), F.C.S.
Company Secretary

317, Vardhman Plaza -I,
J Block Commercial Complex,
Rajouri Garden,
New Delhi-110 027
9810770237 (M), 011-41443668

SCRUTINIZER'S REPORT

The Chairman of
59th Annual General Meeting of the Equity Shareholders of
GlaxoSmithKline Consumer Healthcare Limited (The Company)
Patiala Road, Nabha,
Distt. Patiala,
Nabha, Punjab-147201

Dear Sir,

I Sanjay Chugh, Practicing Company Secretary, New Delhi was appointed by the Board of Directors of GlaxoSmithKline Consumer Healthcare Limited ('the Company') vide Board resolution dated 11th May, 2018, as the Scrutinizer to conduct the remote e-voting, electronic voting and poll process at the Annual General Meeting, (hereinafter called AGM) in respect of the resolutions contained in the notice dated 11th May, 2018 of 59th Annual General Meeting of the members of the Company held on 8th August, 2018 at the Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha - 147 201 (Punjab).

The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and Poll on the resolutions contained in the notice of the 59th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice of the 59th Annual General Meeting (AGM), based on the reports generated from remote e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide remote e-voting facilities, engaged by the Company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents M/s Karvy Computershare Private Limited, Hyderabad at the AGM.

In respect of remote e-voting process conducted under my supervision, I hereby report as under:

- i) In accordance with the notice of the 59th Annual General Meeting was sent to members and in terms of "Advertisement" as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, published on July 12, 2018 in 'Financial Express' (English) and 'Punjabi Tribune' (Punjabi) on July 13, 2018.
- ii) The e-voting period remained open from Sunday, August 5, 2018 (9:00 am IST) to Tuesday, August 7, 2018 (5:00 pm IST)
- iii) The members of the Company as on the "cut off" date i.e. 01st August, 2018 were entitled to vote on the resolutions (Items No. 1 to 5 as set out in the Notice of the 59th Annual General Meeting of the Company).
- iv) The e-voting process was disabled after 5.00 p.m. on Tuesday, 7th August, 2018 by NSDL.
- v) The votes cast through remote e-voting process were unblocked on 8th August, 2018 after the conclusion of Annual General Meeting in the presence of two witnesses who are not in the employment of the Company and who witness to the unblocking of votes.



- vi) Thereafter, the detail containing *inter-alia*, list of equity Shareholders who voted "for", "against" the each resolutions that were put to vote, was generated from e-voting website of National Securities Depository Limited (NSDL) <http://www.evoting.nsdl.com>.
- vii) The shareholders holding shares as on August 01, 2018 were entitled to vote on the proposed resolutions as set out in the notice of Annual General Meeting of GlaxoSmithKline Consumer Healthcare Limited.

At the Annual General meeting held on 8th August, 2018 the Company has arranged for the Members, the facility to exercise their right to vote by electronic mode and also the Chairman of the Annual General Meeting (AGM) had provided polling papers to enable those shareholders who had not casted their votes by the e-voting facility in respect of resolutions (Items No. 1 to 5 as set out in the Notice of the 59th Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.

In respect of the voting by poll process conducted under my supervision, I hereby report that:

The ballot box containing the poll papers was unblocked after the conclusion of the AGM in presence of two witnesses who are not employees of the Company. The votes were counted and the results of the poll were prepared.

I hereby state that I have recorded details of all the votes by the shareholders through, e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

I hereby further report the consolidated results of the votes cast by the shareholders through remote e-voting and by poll (physical) as under:

Consolidated Results of E-Voting & Poll held at the Annual General Meeting

Item No. 1

Ordinary Resolution to receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2018 including Audited Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended March 31, 2018 together with the Reports of the Directors and Auditors:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	235	25	260	35,087,202	20,262	35,107,464	99.99%
Dissent	3	1	4	327	15	342	0.01%
Total	238	26	264	35,087,529	20,277	35,107,806	100.00%

Accordingly, out of total 35,107,806, E- Votes and Votes Polled at AGM; 35,107,464 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 342 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice of the Annual General Meeting passed with requisite majority.



Item No. 2

Ordinary Resolution to confirm the payment of dividend of Rs. 75/- per equity share of Rs. 10/- each for the financial year ended March 31, 2018:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	238	25	263	35,134,999	20,262	35,155,261	99.99%
Dissent	2	1	3	7	15	22	0.01%
Total	240	26	266	35,135,006	20,277	35,155,283	100.00%

Accordingly, out of total 35,155,283, E- Votes and Votes Polled at AGM; 35,155,261 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 22 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 3

Ordinary Resolution to ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having registration No. 117366W / W-100018 as Statutory Auditors of the Company to hold the office till the conclusion of 63rd Annual General Meeting:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	235	25	260	35,134,569	20,262	35,154,831	99.99%
Dissent	4	0	4	102	0	102	0.01%
Total	239	25	264	35,134,671	20,262	35,154,933	100.00%

Accordingly, out of total 35,154,933, Remote E- Votes and Votes Polled at AGM; 35,154,831 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 102 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained for the item No. 3 of Notice of the Annual General Meeting passed with requisite majority.



Item No. 4

Ordinary Resolution for the appointment of Mr. Navneet Saluja (holding DIN: 02183350) as the Managing Director of the Company for the period of 3 (three) years and 10 (ten) months from January 1, 2018 to October 31, 2021:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	233	25	258	35,134,606	20,262	35,154,868	99.99%
Dissent	6	0	6	399	0	399	0.01%
Total	239	25	264	35,135,005	20,262	35,155,267	100.00%

Accordingly, out of total 35,155,267, E- Votes and Votes Polled at AGM; 35,154,868 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 399 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 5

Special Resolution to approve and adopt the draft regulations contained in the amended Articles of Association of the Company in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	144	25	169	32,862,043	20,262	32,882,305	96.93%
Dissent	80	0	80	1,040,641	0	1,040,641	3.07%
Total	224	25	249	33,902,684	20,262	33,922,946	100.00%

Accordingly, out of total 33,922,946, E- Votes and Votes Polled at AGM; 32,882,305 Votes were cast **ASSENTING** to the Special Resolution constituting 96.93% and 1,040,641 Votes were cast **DISSENTING** to the Special Resolution constituting 3.07% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 5 of Notice of the Annual General Meeting passed with requisite majority.



Further note that besides the above, there were seven (7) invalid ballot papers.

All the relevant records of remote e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 59th Annual General Meeting and same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,
Yours Sincerely



SANJAY CHUGH
COMPANY SECRETARY
C.P.NO. 3073



Countersigned by

CERTIFIED TRUE COPY
For GlaxoSmithKline
Consumer Healthcare Limited

Place: Delhi
Date: August 09, 2018


Shanu Saksena
Company Secretary