



GlaxoSmithKline Consumer Healthcare Ltd.

24-25 Floor, One Horizon Center
Sector 43, DLF Phase 5, Golf Course Road
Gurugram (Haryana), India - 122002

T +91 124 4336500
F +91 124 4336600
E contact.4.gsk@gsk.com
www.gsk.com

October 07, 2019

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: Voting Results and Scrutinizer's Report of Postal Ballot

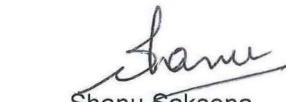
In pursuance to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') and Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, we hereby enclose the voting results of Postal Ballot / e-voting concluded on Sunday October 06, 2019 and the Scrutinizer's Report.

Based on the report of the Scrutinizer, all the resolutions as set out in the Notice of the Postal Ballot have been approved by the Members with requisite majority.

We request you take the same on record.

Thanking You,

Yours faithfully
for GlaxoSmithKline
Consumer Healthcare Limited


Shanu Saksena
Company Secretary
M.No : FCS - 9733

Encl: As above

CIN: L24231PB1958PLC002257
Registered Office
Patiala Road
Nabha (Punjab), India 147201

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

Dated: 07.10.2019.

The Chairman of
GlaxoSmithKline Consumer Healthcare Limited,
Patiala Road, Nabha,
Distt. Patiala,
Nabha, Punjab-147201

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting and Postal Ballot conducted pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014

1. I, Sanjay Chugh, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company in its Board Meeting held on August 01, 2019 pursuant to Section 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, to scrutinize the Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting through postal ballot carried out for the below mentioned resolutions as set out in the Notice dated August 01, 2019.
2. The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposed Ordinary Resolution through physical Postal Ballot Forms, which were required to be sent to us on or before close of working hours on Sunday, October 06, 2019 (5.00 P.M.) or through e-voting facility which was kept open from Saturday, September 07, 2019 (9.00 A.M.) to Sunday, October 06, 2019 (5.00 P.M.)
3. As required under Section 110 and 108 of the Act, Notice dated August 01, 2019 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders. The shareholders holding shares as on the cut-off date (record date) i.e. Friday August 30, 2019 were entitled to vote on the proposed resolutions on Item Nos. 1 as set out in the notice of the Postal Ballot.
3. The Company has availed the e-voting facility offered by Karvy Fintech Pvt. Ltd. (Karvy) for conducting e-voting by shareholders of the Company. The remote e-voting period commenced on Saturday, September 07, 2019 at 9.00 A.M. and ended on Sunday, October 06, 2019 at 5:00 P.M. and the Karvy's e-voting platform was blocked thereafter.
4. The Company has completed on September 05, 2019 the dispatch of postal ballots to its Members whose name(s) appeared on Register of Members as on Friday, August 30, 2019.



- 4.1 Total 65 (Sixty Five) physical Postal Ballot papers have been received and respective entries have been entered in a Register separately maintained for the purpose.
- 4.2 The ballot papers were kept under safe custody in sealed and tamper proof before commencing the scrutiny of such postal ballots.
- 4.3 I have considered electronic votes only recorded from Saturday, September 07, 2019, at 9.00 A.M. and ended on Sunday, October 06, 2019 at 5.00 P.M. being the last date and time fixed by the Company for receipt of e-voting for my scrutiny. There were 65 (Sixty Five) postal ballot papers for my scrutiny.
5. I have scrutinized and reviewed the voting through electronic means and postal ballot papers maintained in register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting through electronic means (remote) e-voting as well as through postal ballot forms:

Consolidated Results of E-Voting & Voting through Postal Ballot

Item No. 1

Approval for Related Party Transactions– Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	57	124	181	7,783	1,816,457	1,824,240	63.66%
Dissent	3	91	94	401	1,041,178	1,041,579	36.34%
Total	60	215	275	8184	2,857,635	2,865,819	100.00%

Accordingly, out of 2,865,819, E- Votes and Postal Ballot Forms; 1,824,240 Votes were cast ASSENTING to the Ordinary Resolution constituting **63.66%** of the votes polled; 1,041,579 Votes were cast DISSENTING to the Ordinary Resolution constituting **36.34%** of the votes polled on the Ordinary Resolution.

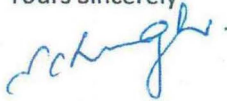
Accordingly **Ordinary Resolution** as contained in Item No. 1 passed with requisite majority.

6. Further note that besides the above, there were 5 (Five) invalid postal ballot paper(s) having 187 (One eighty seven) shares in respect of Resolutions No. 1. However 20 (Twenty) votes were invalid in 1,585,638 cases due to abstain and less voting.
7. Based on the above, resolutions mentioned at item no. 1 have been passed with requisite majority. The results of the aforesaid e-voting and postal ballot papers for the Resolutions No.1 as set out in notice dated August 01, 2019 may accordingly be declared by the Chairman of the Meeting.



8. The Register and all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes.

Thanking you,
Yours Sincerely



Sanjay Chugh
Company Secretary in whole time practice
C.P. 3073
FCS: 3754

General information about company	
Scrip code	500676
NSE Symbol	GSKCONS
MSEI Symbol	NOTLISTED
ISIN	INE264A01014
Name of the company	GlaxoSmithKline Consumer Healthcare Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	06-10-2019
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Sanjay Chugh
Firms Name	Sanjay Chugh
Qualification	CS
Membership Number	3754
Date of Board Meeting in which appointed	01-08-2019
Date of Issuance of Report to the company	07-10-2019

Voting results	
Record date	30-08-2019
Total number of shareholders on record date	56354
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Related Party Transactions				
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	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	30471992	0	0	0	0	0	0
Public- Institutions	E-Voting	4780546	2325634	48.6479	1285130	1040504	55.2593	44.7407
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4780546	2325634	48.6479	1285130	1040504	55.2593	44.7407
Public- Non Institutions	E-Voting	6803000	532001	7.8201	531327	674	99.8733	0.1267
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		8184	0.1203	7783	401	95.1002	4.8998
	Total	6803000	540185	7.9404	539110	1075	99.801	0.199
Total		42055538	2865819	6.8144	1824240	1041579	63.6551	36.3449
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	