



GlaxoSmithKline Consumer Healthcare Ltd.
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December 21, 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: 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 Thursday December 20, 2018 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

SCRUTINIZER'S REPORT

Dated: 21.12.2018.

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 November 01, 2018 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 November 01, 2018.
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 Resolutions through physical Postal Ballot Forms, which were required to be sent to us on or before close of working hours on December 20, 2018 (5.00 P.M.) or through e-voting facility which was kept open from Wednesday, November 21, 2018 (9.00 A.M.) to Thursday, December 20, 2018 (5.00 P.M.)
3. As required under Section 110 and 108 of the Act, Notice dated November 01, 2018 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. November 09, 2018 were entitled to vote on the proposed resolutions on Item Nos. 1 to 3 as set out in the notice of the Postal Ballot.
3. The Company has availed the e-voting facility offered by Karvy Computershare Pvt. Ltd. (Karvy) for conducting e-voting by shareholders of the Company. The remote e-voting period commenced on Wednesday, November 21, 2018 at 9.00 A.M. and ended on Thursday, December 20, 2018 at 5.00 P.M. and the Karvy's e-voting platform was blocked thereafter.
4. The Company has completed on November 20, 2018 the dispatch of postal ballots to its Members whose name(s) appeared on Register of Members as on November 09, 2018.



- 4.1 Total 76 (Seventy Six) 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 Wednesday, November 21, 2018 , at 9.00 A.M. and ended on Thursday, December 20, 2018 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 76 (Seventy Six) 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

Revision in the terms of payment of remuneration to Mr. Navneet Saluja, Managing Director (DIN: 02183350) – Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	61	182	243	11160	33915718	33926878	99.71
Dissent	5	15	20	550	96561	97111	0.29
Total	66	197	263	11710	34012279	34023989	100.00

Accordingly, out of 34023989, E- Votes and Postal Ballot Forms; 33926878 Votes were cast ASSENTING to the Ordinary Resolution constituting 99.71% of the votes polled; 97111 Vote were cast DISSENTING to the Ordinary Resolution constituting 0.29% of the votes polled on the Ordinary Resolution.

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

Item No. 2-

Revision in the terms of payment of remuneration to Mr. Vivek Anand, Director Finance and Chief Financial Officer (DIN: 06891864) - Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	62	181	243	11217	33915566	33926783	99.71
Dissent	4	16	20	493	96713	97206	0.29
Total	66	197	263	11710	34012279	34023989	100.00



Accordingly, out of 34023989, E- Votes and Postal Ballot Forms; 33926783 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.71% of the votes polled; 97206 Vote were cast **DISSENTING** to the Ordinary Resolution constituting 0.29% of the votes polled on the **Ordinary Resolution**.

Accordingly **Ordinary Resolution** as contained in Item No. 2 passed with requisite majority.

Item No. 3-

Revision in the terms of payment of remuneration to Mr. Anup Dhingra, Director – Operations (DIN: 07602670) - Ordinary Resolution:

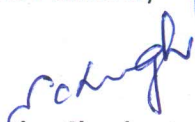
Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	62	182	244	11217	33915718	33926935	99.71
Dissent	4	15	19	493	96561	97054	0.29
Total	66	197	263	11710	34012279	34023989	100.00

Accordingly, out of 34023989 E- Votes and Postal Ballot Forms; 33926935 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.71% of the votes polled; 97054 Vote were cast **DISSENTING** to the Ordinary Resolution constituting 0.29% of the votes polled on the **Ordinary Resolution**.

Accordingly **Ordinary Resolution** as contained in Item No.3 passed with requisite majority.

6. Further note that besides the above, there were 10 (Ten) invalid postal ballot paper(s) having 937 shares in respect of Resolutions No. 1-3. However 99807 votes were invalid in seven cases due to abstain and less voting.
7. Based on the above, resolutions mentioned at item no. 1 to 3 have been passed with requisite majority. The results of the aforesaid e-voting and postal ballot papers for the Resolutions No.1 to 3 as set out in notice dated November 01, 2018 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
C.P. 3073
FCS: 3754



General information about company	
Scrip code	500676
NSE Symbol	GLAXOCONS
MSEI Symbol	NA
ISIN	INE264A01014
Name of the company	GlaxoSmithKline Consumer Healthcare Limited
Type of meeting	Postal Ballot
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	21-12-2018
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	01-11-2018
Date of Issuance of Report to the company	21-12-2018

Voting results	
Record date	09-11-2018
Total number of shareholders on record date	54303
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
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	3
Disclosure of notes on voting results	Textual Information(1)

Text Block	
Textual Information(1)	Since the voting of shareholders were done by way of Postal Ballot and evoting and there was no physical meeting, hence the number of shareholders who attended the meeting (both physcially and through video conference) is NIL.

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision in the terms of payment of remuneration to Mr. Navneet Saluja, Managing Director (DIN: 02183350)				
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	0
Public- Institutions	E-Voting	5202796	3078039	59.1612	2985304	92735	96.9872	3.0128
	Poll							
	Postal Ballot (if applicable)							
	Total	5202796	3078039	59.1612	2985304	92735	96.9872	3.0128
Public- Non Institutions	E-Voting	6380750	462248	7.2444	458422	3826	99.1723	0.8277
	Poll							
	Postal Ballot (if applicable)		11710	0.1835	11160	550	95.3032	4.6968
	Total	6380750	473958	7.4279	469582	4376	99.0767	0.9233
Total		42055538	34023989	80.9025	33926878	97111	99.7146	0.2854
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	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision in the terms of payment of remuneration to Mr. Vivek Anand, Director Finance and Chief Financial Officer (DIN: 06891864)				
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	0
Public- Institutions	E-Voting	5202796	3078039	59.1612	2985304	92735	96.9872	3.0128
	Poll							
	Postal Ballot (if applicable)							
	Total	5202796	3078039	59.1612	2985304	92735	96.9872	3.0128
Public- Non Institutions	E-Voting	6380750	462248	7.2444	458270	3978	99.1394	0.8606
	Poll							
	Postal Ballot (if applicable)		11710	0.1835	11217	493	95.7899	4.2101
	Total	6380750	473958	7.4279	469487	4471	99.0567	0.9433
Total		42055538	34023989	80.9025	33926783	97206	99.7143	0.2857
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	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Revision in the terms of payment of remuneration to Mr. Anup Dhingra, Director – Operations (DIN: 07602670)				
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	0
Public- Institutions	E-Voting	5202796	3078039	59.1612	2985304	92735	96.9872	3.0128
	Poll							
	Postal Ballot (if applicable)							
	Total	5202796	3078039	59.1612	2985304	92735	96.9872	3.0128
Public- Non Institutions	E-Voting	6380750	462248	7.2444	458422	3826	99.1723	0.8277
	Poll							
	Postal Ballot (if applicable)		11710	0.1835	11217	493	95.7899	4.2101
	Total	6380750	473958	7.4279	469639	4319	99.0887	0.9113
Total		42055538	34023989	80.9025	33926935	97054	99.7147	0.2853
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	

