



August 10, 2017

Manager - Listing Department
National Stock Exchange of India Ltd.
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Bandra-Kurla Complex
Bandra (East)
Mumbai - 400 05

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Dear Sirs,

Subject: Details of results of Remote E-Voting and Voting through Ballot Paper of the 58th Annual General Meeting

This is in furtherance to our letter dated August 9, 2017, 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 8, 2017 (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 (Listing Obligations & Disclosure Requirements) Regulations 2015, 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 and corrigendum to the Notice of the 58th 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: ACS-13405

Enclosure: As above

Annexure A: DETAILS OF VOTING RESULTS AS PER REQUIREMENTS OF SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

Date of the AGM: **August 9, 2017**

Total number of shareholders on record date: **40928**

No. of Shareholders present in the meeting either in person or through proxy: **47**

Promoters and Promoter Group: **2**
Public: **45**

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: **Nil**
Public: **Nil**

Detail of the Agenda:

1. Approved the Audited Financial Statements of the Company for the financial year ended March 31, 2017 including audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the financial year ended March 31, 2017, together with the Reports of the Directors and Auditors.

Resolution required: (Ordinary/Special) – **Ordinary**

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) – Remote e-voting & Voting through Ballot Paper

2. Approved and declared a dividend of Rs. 70/- per equity share of Rs. 10 each for the financial year ended March 31, 2017.

Resolution required: (Ordinary/Special) – **Ordinary**

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) – Remote e-voting & Voting through Ballot Paper

3. Appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, as the Auditors of the Company upto the conclusion of the 63rd Annual General Meeting of the Company subject to ratification of the appointment by the Members at every Annual General Meeting.

Resolution required: (Ordinary/Special) – **Ordinary**

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) – Remote e-voting & Voting through Ballot Paper

4. Approved the terms and conditions of appointment and remuneration of Mr. Anup Dhingra as a Wholtime Director of the Company, in the casual vacancy with effect from September 1, 2016 up to the Annual General Meeting to be held in 2019.

Resolution required: (Ordinary/Special) – **Ordinary**

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting) – Remote e-voting & Voting through Ballot Paper



Accordingly, out of total 34,886,535, E- Votes and Votes Polled at AGM; 34,886,498 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 37 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. 70/- per equity share of Rs. 10/- each for the financial year ended March 31, 2017:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	195	35	230	35,110,402	31,928	35,142,330	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	195	35	230	35,110,402	31,928	35,142,330	100.00%

Accordingly, out of total 35,142,330, E- Votes and Votes Polled at AGM; 35,142,330 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% and NIL Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0.00% 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 appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having registration No. 117366W / W-100018 as Statutory Auditors of the Company from the conclusion of the 58th Annual General Meeting till the conclusion of 63rd Annual General Meeting at such remuneration as may be fixed by the Board of Directors as determined by Audit Committee:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	182	33	215	34,855,572	31,833	34,887,405	99.99%
Dissent	6	1	7	185	80	265	0.01%
Total	188	34	222	34,855,757	31,913	34,887,670	100.00%

Accordingly, out of total 34,887,670, Remote E- Votes and Votes Polled at AGM; 34,887,405 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 265 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 Corrigendum Notice of the Annual General Meeting passed with requisite majority.



Item No. 4

Ordinary Resolution for the appointment of Mr. Anup Dhingra (holding DIN: 07602670) as an Executive Director of the Company, designated as "Director-Operations", in the casual vacancy created by the resignation of Mr. Jaiboy John Phillips, with effect from September 1, 2016 up to the Annual General Meeting to be held in 2019:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	185	32	217	35,069,979	31,433	35,101,412	99.99%
Dissent	6	1	7	223	400	623	0.01%
Total	191	33	224	35,070,202	31,833	35,102,035	100.00%

Accordingly, out of total 35,102,035, E- Votes and Votes Polled at AGM; 35,101,412 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99% and 623 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.

Further note that besides the above, there were 4 (Four) invalid postal 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 58th 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

**For GlaxoSmithKline
Consumer Healthcare Limited**


**Shanu Saksena
Company Secretary**

Place: Delhi
Date: August 10, 2017

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
58th 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, 2017, as the Scrutinizer to conduct the remote e-voting, electronic voting and poll process at the Annual General Meeting, in respect of the resolutions contained in the notice dated 11th May, 2017 of 58th Annual General Meeting of the members of the Company and Corrigendum Notice issued on 4th August 2017, held on 9th August, 2017 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 compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and Poll on the resolutions contained in the notice and corrigendum notice to the 58th 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 and corrigendum notice to the 58th 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 58th 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, 2017 in 'Financial Express' (English) and 'Punjabi Tribune' (Punjabi).
- ii) The Corrigendum to Notice of the 58th 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 August 05, 2017 in 'Financial Express' (English) and 'Punjabi Tribune' (Punjabi).
- iii) The e-voting period remained open from Sunday, August 6, 2017 (9:00 am IST) to Tuesday, August 8, 2017 (5:00 pm IST)



- iv) The members of the Company as on the "cut off" date i.e. 3rd August, 2017 were entitled to vote on the resolutions (Items No. 1,2 &4 as set out in the Notice and item no. 3 as set out in the corrigendum notice to the 58th Annual General Meeting of the Company).
- v) The e-voting process was disabled after 5.00 p.m. on Tuesday, 8th August, 2017 by NSDL.
- vi) The votes cast through remote e-voting process were unblocked on 9th August, 2017 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.
- vii) 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>.
- viii) The shareholders holding shares as on August 03, 2017 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 9th August, 2017 the Company has arranged for the Members, the facility to exercise their right to vote by poll 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 4 as set out in the Notice of the 58th 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 in the presence of the aforesaid shareholders.

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.

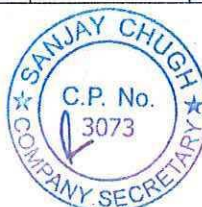
I hereby further report the consolidated results of the votes cast by the shareholders through remote e-voting and by poll (physical) as under:

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, 2017 including Audited Balance Sheet as at March 31, 2017 and Statement of Profit and Loss for the Financial Year ended on that date together with the reports of Board and Auditors thereon:

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	186	36	222	34,852,971	33,527	34,886,498	99.99%
Dissent	1	0	1	37	0	37	0.01%
Total	187	36	223	34,853,008	33,527	34,886,535	100.00%



GlaxoSmithKline Consumer Healthcare Limited
Registered Office: Patiala Road, Nabha 147 201 (Punjab)

CIN: L24231PB1958PLC002257
Tel No.: (01765) 306400 Fax No.: (01765) 220642

email Id: investor.2.co@gsk.com
Website: www.gsk-ch.in

August 10, 2017

Voting Results

[Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of AGM	:	August 9, 2017
Total Number of Shareholders on Cut-off date (Record date)	:	40,928
Number of Shareholders present in the meeting either in person or through proxy	:	47
Promoters and Promoters Group	:	2
Public	:	45
Number of Shareholders attending the meeting through Video Conferencing	:	Nil
Promoters and Promoters Group	:	Nil
Public	:	Nil

Details of the Agenda:

Item Numbers of the AGM Notice	Brief Particulars of the Resolution	Type of Resolutions	Mode of Voting
1	To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017.	Ordinary	Remote E-Voting & Voting through Ballot papers
2	To consider and approve the declaration of Dividend for the year ended March 31, 2017 of Rs. 70/- per equity share, as recommended by the Board of Directors.	Ordinary	Remote E-Voting & Voting through Ballot papers



3	To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W / W-100018), Statutory Auditors and to authorise the Board of Directors to fix their remuneration.	Ordinary	Remote E-Voting & Voting through Ballot papers
4	To approve terms of the appointment and remuneration (including perquisites) of Mr. Anup Dhingra – Executive Director of the Company.	Ordinary	Remote E-Voting & Voting through Ballot papers

In case of E-Voting / Poll: E-Voting- 6th August 2017 (9:00 a.m.) to 8th August 2017 (5:00 p.m.)

For GlaxoSmithKline Consumer Healthcare Limited


 Shanu Saksena
 Company Secretary
 M.No: ACS-13405



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Resolution (Ordinary)			1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017.					
Whether promoter / promoter group are interested in the Resolution			No					
Voting Rights			1 equity share = 1 Vote					
Category	Mode of Voting	Number of shares	Number of Votes Polled	% of Votes Polled on outstanding shares	Number of Votes – in Favour	Number 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	72.46	30471992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		30471992	72.46	30471992	0	100.00	0.00
Public - Institutions	E-Voting	5393178	4162258	9.91	4165978	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4162258	9.91	4165978	0	100.00	0.00
Public – Non Institutions	E-Voting	6190368	218758	0.52	218721	37	99.99	0.01
	Poll		33527	0.07	33527	0	100.00	0.00
	Total		252285	0.59	252248	37	100.00	0.01
Total		42055538	34886535	82.96	34890218	37	100.00	0.00



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Resolution (Ordinary)			2: To consider and approve the declaration of Dividend for the year ended March 31, 2017 of Rs. 70/- per equity share, as recommended by the Board of Directors.					
Whether promoter / promoter group are interested in the Resolution			No					
Voting Rights			1 equity share = 1 Vote					
Category	Mode of Voting	Number of shares	Number of Votes Polled	% of Votes Polled on outstanding shares	Number of Votes – in Favour	Number 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	72.46	30471992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		30471992	72.46	30471992	0	100.00	0.00
Public - Institutions	E-Voting	5393178	4419652	10.51	4419652	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4419652	10.51	4419652	0	100.00	0.00
Public – Non Institutions	E-Voting	6190368	218758	0.52	218758	0	100.00	0.00
	Poll		31928	0.07	31928	0	100.00	0.00
	Total		250686	0.59	250686	0	100.00	0.00
Total		42055538	35142330	83.56	35142330	0	100.00	0.00



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Resolution (Ordinary)			3: To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W / W-100018), as Statutory Auditors and to authorise the Board of Directors to fix their remuneration					
Whether promoter / promoter group are interested in the Resolution			No					
Voting Rights			1 equity share = 1 Vote					
Category	Mode of Voting	Number of shares	Number of Votes Polled	% of Votes Polled on outstanding shares	Number of Votes – in Favour	Number 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	72.46	30471992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		30471992	72.46	30471992	0	100.00	0.00
Public - Institutions	E-Voting	5393178	4165007	9.90	4165007	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4165007	9.90	4165007	0	100.00	0.00
Public – Non Institutions	E-Voting	6190368	218758	0.52	218573	185	87.20	0.01
	Poll		31913	0.07	31833	80	12.70	0.25
	Total		250671	0.59	250406	265	99.90	0.26
Total		42055538	34887670	82.95	34887405	265	99.99	0.00



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Resolution (Ordinary)			4: To approve terms of the appointment and remuneration (including perquisites) of Mr. Anup Dhingra – Executive Director of the Company.					
Whether promoter / promoter group are interested in the Resolution			No					
Voting Rights			1 equity share = 1 Vote					
Category	Mode of Voting	Number of shares	Number of Votes Polled	% of Votes Polled on outstanding shares	Number of Votes – in Favour	Number 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	72.46	30471992	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		30471992	72.46	30471992	0	100.00	0.00
Public - Institutions	E-Voting	5393178	4379479	10.41	4379479	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		4379479	10.41	4379479	0	100.00	0.00
Public – Non Institutions	E-Voting	6190368	218731	0.52	218508	223	87.18	0.11
	Poll		31833	0.07	31433	400	12.54	1.26
	Total		250564	0.59	249941	623	99.75	0.25
Total		42055538	35102035	83.46	35101412	623	99.99	0.01

