

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

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9810770237 (M), 011-41443668

SCRUTINIZER'S REPORT

Date: 07.08.2015

The Chairman of the 56th Annual General Meeting of
GlaxoSmithKline Consumer Healthcare Limited
Patiala Road, Nabha,
Distt. Patiala,
Nabha, Punjab-147203

Dear Sir,

The Board of Directors of the Company at their meeting held on 8th May, 2015 had appointed me as a scrutinizier to conduct the e-voting process and to scrutinize the physical ballot forms in respect of the resolutions set out in the notice dated 8th May, 2015 to be passed at 56th Annual General Meeting of GlaxoSmithKline Consumer Healthcare Limited held on 6th August, 2015 at the Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha - 147 201 (Punjab).

Arrangements of e-voting through electronic means were made with NSDL and voting was kept open for three days, from Monday, August 3, 2015 (9:00 am IST) to Wednesday, August 5, 2015 (5:00 pm).

The shareholders holding shares as on July 29, 2015 were entitled to vote on the proposed resolutions as set out in the notice of Annual General Meeting of GlaxoSmithKline Consumer Healthcare Limited.

The e-votes were duly unblocked in the presence of two witnesses and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on July 29, 2015.

All the e-votes received up to the close of working hours on August 5, 2015 (5:00 pm), the last date and time fixed by the Company to the cast the e-vote were considered for my scrutiny.

Further poll through ballot papers on the resolutions contained in notice of 56th Annual General Meeting held on August 6, 2015 at Punjab Public School Auditorium, the Punjab Public School (Senior Wing), Nabha - 147 201 (Punjab) were also considered for my scrutiny.

Thereby submit my report of e-voting as well as poll through physical ballot as under:



Sanjay Chugh

Consolidated Results of E-Voting & Poll at the AGM

Item No. 1 - Adoption of the financial statements of the Company for the period ended 31 March, 2015 together with the reports of the Directors' and Auditors thereon - Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	32	252	284	30496569	3986690	34483259	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	32	252	284	30496569	3986690	34483259	100.00%

Accordingly, out of 34483259, E- Votes and Poll Polled; 34483259 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 0 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0 % of the votes polled on the **Ordinary Resolution**.

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

Item No. 2 - Confirmation of declaration and payment of dividend on equity shares for the period ended March 31, 2015-Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	32	258	290	30496569	4187938	34684507	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	32	258	290	30496569	4187938	34684507	100.00%

Accordingly, out of 34684507, E- Votes and Poll Polled; 34684507 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 0 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0 % of the votes polled on the **Ordinary Resolution**.

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

Item No. 3 - Appointment of M/s Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) as Statutory Auditors of the Company - Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	32	252	284	30496569	2827564	33324133	99.92%
Dissent	0	5	5	0	26351	26351	0.08%
Total	32	257	289	30496569	2853915	33350484	100.00%

Accordingly, out of 33350484, E- Votes and Poll Polled; 33324133 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.92 % of the votes polled; 26351 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.08 % of the votes polled on the **Ordinary Resolution**.

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



Item No. 4- Appointment of Mr. Vivek Anand (holding DIN: 06891864) as a Whole-Time-Director of the Company w.e.f. 01.06.2015-Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	32	258	290	30496569	4187936	34684505	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	32	258	290	30496569	4187936	34684505	100.00%

Accordingly, out of 34684505, E- Votes and Poll Polled; 34684505 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 0 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0 % of the votes polled on the **Ordinary Resolution**.

Accordingly Ordinary Resolution as contained in item No.4 passed with requisite majority:

Item No. 5- Appointment of Mr. Manoj Kumar (holding DIN: 07177262) as a Managing Director of the Company for a period of 5 years w.e.f. 01.06.2015-Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	32	259	291	30496571	4187939	34684510	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	32	259	291	30496571	4187939	34684510	100.00%

Accordingly, out of 34684510, E- Votes and Poll Polled; 34684510 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 0 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0 % of the votes polled on the **Ordinary Resolution**.

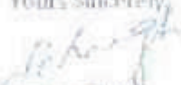
Accordingly Ordinary Resolution as contained in Item No.5 passed with requisite majority:

Further note that besides the above, there were 8 (Eight) invalid postal ballot papers with 86964 shares.

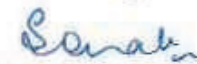
Based on the above resolutions mentioned at Serial no. 1 to 5 have been passed with requisite majority.

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 Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Results of the above may accordingly be declared by the Chairman of the Company.

Thanking you,
Yours Sincerely,

Sanjay Chugh
Company Secretary
C.P. 3073



Countersigned

Sanat
GENERAL MANAGER - LEGAL
& COMPANY SECRETARY
August 7, 2015