



Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Adoption of the Audited Financial Statements of the Company for the fifteen months period ended on 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.								
Resolution No 1	Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	Public – Institutional Holders	9741372	8096327	83.1128	8096327	3000	99.9629	0.037
	Public-Others	11434383	98193	0.8588	98145	48	99.9511	0.0488
Total		84703017	71721782		71718734	3048		
Declaration of dividend for the fifteen months period ended 31 <sup>st</sup> March, 2015.								
Resolution No 2	Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	Public – Institutional Holders	9741372	8096327	83.1128	8096327	0	100	0
	Public-Others	11434383	98195	0.8588	98147	48	99.9511	0.0488
Total		84703017	71721784		71721736	48		
Re-appointment of M/s Price Waterhouse & Co Bangalore LLP, the retiring Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company and approve their remuneration.								
Resolution No 3	Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	Public – Institutional Holders	9741372	8096327	83.1128	8096327	0	100	0
	Public-Others	11434383	98195	0.8588	98147	48	99.9511	0.0488
Total		84703017	71721784		71721736	48		
To appoint a Director in place of Mr. V. Thyagarajan (DIN No 00017541) who retires by rotation and being eligible, offers himself for re-appointment.								
Resolution No 4	Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	Public – Institutional Holders	9741372	8096327	83.1128	7253732	842595	89.5928	10.4071
	Public-Others	11434383	98195	0.8588	98133	62	99.9368	0.0631
Total		84703017	71721784		70879127	842657		
Appointment of Mr. Regis Simard (DIN No. 07186737) as a Director of the Company.								
Resolution No 5	Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	Public – Institutional Holders	9741372	8096327	83.1128	8096327	0	100	0
	Public-Others	11434383	98145	0.8583	98097	48	99.951	0.0489
Total		84703017	71721734		71721686	48		
Approval of the Amendment to the Articles of Association of the Company.								
Resolution No 6	Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	Public – Institutional Holders	9741372	8096327	83.1128	8064128	32199	99.6023	0.3976
	Public-Others	11434383	98145	0.8583	98097	48	99.951	0.0489
Total		84703017	71721734		71689487	32247		
Ratification of remuneration payable to Messrs. R Nanabhoy & Company, Cost Accountants for the fifteen months period ending 31st March, 2015.								
Resolution No 6	Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	Public – Institutional Holders	9741372	8096327	83.1128	8096327	0	100	0
	Public-Others	11434383	98145	0.8583	98097	48	99.951	0.0489
Total		84703017	71721734		71721686	48		

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
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Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
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parikh.associates@rediffmail.com

To,  
The Chairman  
GlaxoSmithKline Pharmaceuticals Limited  
Dr. Annie Besant Road,  
Mumbai - 400 030

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited held on Friday, July 31, 2015 at 3.00p.m.**

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of GlaxoSmithKline Pharmaceuticals Limited pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited held on Friday, July 31, 2015 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process through Ballot at the said Annual General Meeting held on July 31, 2015.

The Notice dated May 18, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting through Ballot and who had not cast their vote earlier through remote e-voting facility.



The shareholders of the company holding shares as on the "cut-off" date of July 24, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Tuesday, July 28, 2015 at 09:00 a.m. (IST) and ended on Thursday, July 30, 2015 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.



**Resolution 1: Ordinary Resolution**

Adoption of the Audited Financial Statements of the Company for the fifteen months period ended on 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
146	7,17,18,734	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	3,048	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
9	1,105



**Resolution 2: Ordinary Resolution****Declaration of dividend for the fifteen months period ended 31<sup>st</sup> March, 2015.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
148	7,17,21,736	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	48	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
8	1,103



**Resolution 3: Ordinary Resolution**

**Re-appointment of M/s Price Waterhouse & Co Bangalore LLP, the retiring Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company and approve their remuneration.**

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
148	7,17,21,736	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	48	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
8	1,103



**Resolution 4: Ordinary Resolution**

To appoint a Director in place of Mr. V. Thyagarajan (DIN No 00017541) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
113	7,08,79,127	98.83

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
40	8,42,657	1.17

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
8	1,103



**Resolution 5: Ordinary Resolution**

**Appointment of Mr. Regis Simard (DIN No. 07186737) as a Director of the Company.**

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
147	7,17,21,686	100.00(Rounded off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	48	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
9	1,153





**Resolution 6 : Special Resolution****Approval of the Amendment to the Articles of Association of the Company.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
142	7,16,89,487	99.96

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	32,247	0.04

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
9	1,153



**Resolution 7: Ordinary Resolution**

**Ratification of remuneration payable to Messrs. R Nanabhoy & Company, Cost Accountants for the fifteen months period ending 31<sup>st</sup> March, 2015.**

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
147	7,17,21,686	100.00(Rounded off)

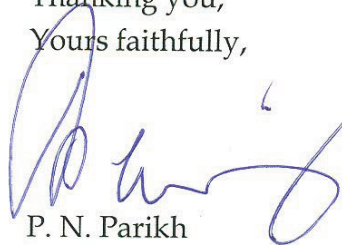
(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	48	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
9	1,153

Thanking you,  
Yours faithfully,




P. N. Parikh

**Parikh & Associates**

**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111,11<sup>th</sup> Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp.Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053

Place: Mumbai

Dated: July 31, 2015