



**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

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTY SIXTH ANNUAL GENERAL MEETING of GlaxoSmithKline Consumer Healthcare Limited will be held at the Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha – 147 201 (Punjab) on Thursday, August 6, 2015 at 9.30 a.m. to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015 including Audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended March 31, 2015, together with the Reports of the Directors and Auditors.
2. To declare a Dividend on equity shares for the year ended March 31, 2015.
3. To appoint Statutory Auditors and to authorise the Board of Directors to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office until the conclusion of the 57th Annual General Meeting on such remuneration, terms and conditions as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded for the appointment of Mr. Vivek Anand (holding DIN: 06891864) as a Whole-time Director of the Company, in casual vacancy, designated as “Director-Finance and Chief Financial Officer” with effect from 1st June, 2015 up to the Annual General Meeting to be held in 2016, on remuneration including perquisites and other terms and conditions of the appointment, not exceeding the limits as enumerated below:

a) Salary

Basic salary: Shall not exceed Rs. 1.1 crore per annum and Allowances shall not exceed Rs. 1.3 crore per annum. In addition to basic salary and allowances, bonus will be paid in accordance with the Company's Rules.

b) Perquisites

In addition to Salary as above, the expenses incurred by the Company on perquisites shall be restricted to the following:

- I. Housing Loan Interest Subsidy: Mr. Vivek Anand shall be entitled to housing loan interest subsidy scheme as per Company's Rules.
- II. Superannuation: Company has a contribution of 15% of basic salary for superannuation membership. He may opt for Superannuation allowance is lieu of membership.
- III. Medical Reimbursement: Expenses incurred for Mr. Vivek Anand and his dependent family members as per Company's Rules.
- IV. Corporate Club Membership: Club Membership of maximum one club. Membership of Corporate/Health club and Professional Bodies as per Company's scheme.
- V. Personal Accident and Life Insurance coverage will be provided in accordance with Company's Rules.
- VI. Company maintained car including fuel expenses.
- VII. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- VIII. Leave as applicable in accordance with the Company's Rules.
- IX. Mr. Vivek Anand is also entitled to Share Value Plan of the Company or that of GSK plc as per Company's Rules.

MINIMUM REMUNERATION

“RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year, during the tenure of Mr. Vivek Anand as Wholetime Director & CFO, the Company has no profits or its profits are inadequate, it may pay him remuneration by way

of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended from time to time.”

OTHER TERMS

“RESOLVED FURTHER THAT Mr. Vivek Anand shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service i.e. a maximum of Rs. 10 Lacs or such other sum as may be prescribed in the Payment of Gratuity Act, 1972 from time to time.

“RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Vivek Anand shall be subject to Income Tax Act and Rules as applicable from time to time.”

“RESOLVED FURTHER THAT the appointment of Mr. Vivek Anand as Wholtime Director of the Company and Chief Financial Officer can be terminated by either side by giving to the other three months notice in writing or basic salary in lieu thereof.”

“RESOLVED FURTHER THAT a letter of appointment incorporating the above remuneration, perquisites, terms and conditions to be issued to Mr. Vivek Anand by the Managing Director.”

“RESOLVED FURTHER THAT the Board of Directors has the liberty to fix, alter and vary such terms of appointment and remuneration so as to not exceed the limits specified.”

“RESOLVED FURTHER THAT Mr. Jaiboy Phillips, Director – Operations and Ms. Sonali Khanna, Company Secretary, be and are hereby severally authorised to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and subject to requisite approval of the Central Government, the consent of the Company be and is hereby accorded for the appointment of Mr. Manoj Kumar (holding DIN: 07177262) as the Managing Director of the Company for a period of 5 (Five) years with effect from 1st June, 2015, on remuneration including perquisites and other terms and conditions of the appointment not exceeding the limits as enumerated below:

a) Salary

Basic salary and allowances shall not exceed Rs. 4.5 crore per annum. In addition to Basic Salary and Allowances, Bonus will be paid in accordance with the Company's Rules.

b) Perquisites

In addition to Salary as above, expenses incurred by the Company on perquisites shall be restricted to the following:

- i. Housing Loan Interest Subsidy: Mr. Manoj Kumar shall be entitled to housing loan interest subsidy as per Company's Rules.
- ii. Medical Reimbursement: Expenses incurred for Mr. Manoj Kumar and his dependent family as per Company's Rules.
- iii. Corporate Club Membership: Club Membership of maximum two clubs. Membership of Corporate/Health club and Professional Bodies as per Company's Rules.
- iv. Personal Accident and Life Insurance will be provided in accordance with the Company's Rules.
- v. Company maintained car including fuel expenses.
- vi. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- vii. Relocation benefits at the time of joining.
- viii. Any awards as per GSK Recognition program.
- ix. Leave as applicable in accordance with the Company's Rules.
- x. Mr. Manoj Kumar is also entitled to Share Value Plan, Performance Share Plan and Deferred Investment Plan of the Company or that of GSK plc as per Company's Rules.

MINIMUM REMUNERATION

“RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year, during the tenure of Mr. Manoj Kumar as Managing Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended from time to time.”

OTHER TERMS

"RESOLVED FURTHER THAT Mr. Manoj Kumar shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service i.e. a maximum of Rs. 10 Lacs or such other sum as may be prescribed in the Payment of Gratuity Act, 1972 from time to time.

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Manoj Kumar shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Manoj Kumar as Managing Director of the Company can be terminated by either side by giving to the other three months notice in writing or basic salary in lieu thereof."

"RESOLVED FURTHER THAT the Board of Directors has the liberty to fix, alter and vary such terms of appointment and remuneration so as to not exceed the limits specified."

"RESOLVED FURTHER THAT a letter of appointment incorporating the above remuneration, perquisites, terms and conditions to be issued to Mr. Manoj Kumar by the Chairman."

"RESOLVED FURTHER THAT Mr. Jaiboy Phillips, Director – Operations and Ms. Sonali Khanna, Company Secretary, be and are hereby severally authorised to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities."

By order of the Board

Place : Gurgaon
Date : May 8, 2015

Sonali Khanna
Company Secretary

NOTES:

1. The Register of Members and the Share Transfer Register of the Company will remain closed from Wednesday, July 29, 2015 to Thursday, August 6, 2015, both days inclusive.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIMSELF/HERSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy (enclosed), in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted by an authorized representative of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Dividend on equity shares, as recommended by the Board for the year ended March 31, 2015, if declared at the meeting, will be paid to all those Members whose names appear in the Company's Register of Members and to those persons whose names appear as beneficial owners (as per the details to be furnished by the Depositories in respect of the shares held in dematerialised form) as at the close of business hours on July 28, 2015. Dividend of Rs. 55 per share has been recommended by the Board of Directors for the year ended March 31, 2015 and subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid on or before September 4, 2015.
5. In due compliance with the provisions of Section 205A (5) read with Section 205C of the Companies Act, 1956, the amount of unclaimed dividend for the period up to October 23, 2007 (interim dividend for the year ended December 31, 2007) amounting to Rs. 17, 04,324/- (Rupees Seventeen Lacs Four Thousand Three Hundred and Twenty Four only) has been transferred to the Investor Education and Protection Fund of the Central Government.
6. Members who wish to claim Dividends, which remain unclaimed, are advised to send their requests to Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 008. Members are requested to note that the dividends not encashed or claimed within seven years will be transferred to the Investor Education and Protection Fund of Government of India in due compliance with the provisions of Section 205A (5) read

with Section 205C of the Companies Act, 1956. Accordingly, members are advised to send all unencashed dividend warrants pertaining to these years for revalidation and encash them before the due dates.

Information in respect of such unclaimed Dividend when due for transfer to the Investor Education and Protection Fund is given below:

Details of Dividend & Percentage	Date of Declaration	Last date of claiming unpaid Dividend
Interim Dividend (100%)	24.10.2008	23.10.2015
Final Dividend (50%)	24.04.2009	23.04.2016
Final Dividend (180%)	23.04.2010	21.04.2017
Final Dividend (250%) & Special Dividend (250%)	29.03.2011	28.03.2018
Final Dividend (350%)	22.03.2012	21.03.2019
Final Dividend (450%)	09.04.2013	08.04.2020
Final Dividend (450%)	06.08.2014	05.08.2021

7. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the Members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof, by post, etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial Years from 2007, as on the date of the 55th Annual General Meeting (AGM) held on August 7, 2014, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.gsk-ch.in.
8. Members holding shares in physical form are advised to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account, account no. and any changes therein, latest by July 27, 2015, to Karvy Computershare Pvt. Ltd.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the Members.
10. All requests for transfer, change of address, dividend mandate, etc. may please be sent to Karvy Computershare Pvt. Ltd. at the address mentioned above. The Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name, etc. to their Depository Participant. These changes will be automatically reflected in Karvy's/Company's records. Members are also advised not to leave their demat account(s) dormant for a long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. In an effort to improve the service level to our Members, Karvy Computershare Pvt. Ltd. has launched an ONLINE SERVICE through its website, <https://karisma.karvy.com>, for redressal of Member's queries. Members can visit the said website and click on "Investors" option to register themselves. Once registered, Member can submit the Members query in the "Queries" option provided on the website which would give the grievance registration number. For accessing the status/response to the said query, Members can use the same number at the option "View Reply" after 24 hours. Members can put additional queries till they get a satisfactory response from Karvy.
12. **To enable the Company to send various communications electronically, Members are requested to register their e-mail ID(s) with Karvy Computershare Pvt. Ltd. or send an e-mail request at investor.2.co@gsk.com or einward.ris@karvy.com by clearly mentioning their Name and Folio No. For shares held in dematerialized form, the Members are requested to get e-mail ID(s) registered with their respective Depository Participants.**
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. Members may also note that the Notice of the 56th Annual General Meeting and the Annual Report for the year ended March 31, 2015 will also be available on the Company's website www.gsk-ch.in, from where they can be downloaded.

15. Electronic copy of the Annual Report for the year ended March 31, 2015 including the Notice of the 56th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail ID(s) are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the above mentioned documents is being sent in the permitted mode.
16. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment.

17. Voting through electronic means

Electronic copy of the Notice of the 56th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members, facility to exercise their right to vote at the 56th Annual General Meeting by electronic means and the business may be transacted through e-Voting services. The facility of casting votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for members whose e-mail ID(s) are registered with the Company/Depository Participant(s)):

- (i) Open e-mail and open PDF file viz; "GlaxoSmithKline Consumer Healthcare remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password/PIN for remote e-voting. Please note that the password is just an initial password.
- (ii) Launch internet browser by typing the following URL: <http://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "REVEN" of GlaxoSmithKline Consumer Healthcare Limited.
- (viii) Now you are ready for remote e-voting as "Cast Vote" page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to schughpcs@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of the Annual General Meeting (for members whose e-mail ID(s) are not registered with the Company/Depository Participant(s) or requesting physical copy):

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- V. In case of any queries, you may prefer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and password/PIN for casting your vote.

- VII. You can also update your mobile no. and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The remote e-voting period commences on August 3, 2015 (9:00 a.m.) and ends on August 5, 2015 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 29, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IX. Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. July 29, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- X. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of July 29, 2015.
- XI. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Sanjay Chugh, Company Secretary in Practice (Membership No.: FCS 3754/CP No.: 3073) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least in the presence of at least two (2) witnesses, not in the employment of the Company and shall make, not exceeding three (3) working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gsk-ch.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, Mumbai.
18. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days except Saturdays, upto and including the date of the Annual General Meeting of the Company.
19. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is already hosted along with the Notice on the website of the Company i.e. www.gsk-ch.in.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors at a meeting held on May 8, 2015, appointed Mr. Vivek Anand as a Wholetime Director, in the casual vacancy, caused due to the resignation of Mr. Ramakrishna Subramanian from the Board, who resigned w.e.f. June 1, 2015. Mr. Vivek Anand is a finance professional with a degree in Chartered Accountancy and intensive experience of 21 years primarily with FMCG industry in India, Singapore and Bangladesh. Mr. Vivek Anand also had an opportunity to work in the telecommunications sector (with Telenor, India) hence adding the dynamism of this fast changing and highly competitive industry to his diversified experience across geographies. Mr. Vivek Anand has performed various roles across different businesses and geographies. He has been the Chief Financial Officer, Telenor India (Uninor), Gurgaon, Chief Financial Officer, Unilever Bangladesh Limited (UBL), Dhaka, Regional Finance Director - Process lead for U2K2 Program based in Singapore (the biggest change management program in Unilever covering AACEE-Asia, Africa, Middle East, Turkey & Central Eastern Europe, National Commercial Manager, Sales & Customer Development (CD), Hindustan Unilever Limited, Mumbai, Commercial Manager Beverages Shared services, Hindustan Unilever Ltd, Kolkata Commercial Manager, Popular Tea business, Hindustan Unilever Limited, Bangalore, Factory Commercial Manager, Hyderabad.

The appointment of Mr. Vivek Anand is in the best interest of the Company and the remuneration is commensurate with the position held by Mr. Vivek Anand. The approval of the Members is being sought to the terms, conditions and remuneration payable to Mr. Vivek Anand as the Whole-time Director & CFO of the Company.

Mr. Vivek Anand is not holding any shares in the Company.

Mr. Vivek Anand is not a Director in any other Company.

Memorandum of Interest:

Mr. Vivek Anand is interested in the resolution to the extent specified therein.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

The Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No.5:

The Board of Directors at their meeting held on May 8, 2015 appointed Mr. Manoj Kumar as the Managing Director with effect from June 1, 2015 for the period of five years in place of Mr. Zubair Ahmed, who has been appointed as the Head of Asia Pacific, Middle East and Africa operations of GSK Consumer Healthcare Limited.

In accordance with Article 97 A of the Article of Association of the Company, nomination for appointing Mr. Manoj Kumar as a Director on the Board of the Company was made by Horlicks Ltd. His appointment is subject to the approval of Central Government, since he has not been staying in India for a continuous period of not less than twelve months immediately preceding the date of his appointment as the Managing Director.

Mr. Manoj Kumar is an alumnus of IIM Ahmedabad. He started his career with Unilever as a Management Trainee and moved to Gillette in 1991. During his stint there, he worked across a robust portfolio including Gillette Grooming Blades, Batteries and Oral Care. Then in 2001, he was appointed as the Regional Business Director first for the Battery Business then for Grooming and Personal Care. Three years later, he moved to Switzerland as the Marketing Director - Blades and Razors.

Post the acquisition of Gillette by Procter & Gamble, his Marketing mandate for Blades and Razors spanned Central Eastern Europe, Middle East and Africa (CEEMEA). In 2009, he moved into General Management role as Managing Director, Nigeria & Vice President, West Africa. He was responsible for Nigeria and 22 other West/Central African countries. In 2013, he moved to Sydney as Managing Director/Vice President, Australia & New Zealand.

During his 28 year long career, he has worked with leading FMCG companies like Unilever, Gillette and Procter & Gamble, across Sales, Marketing and General Management roles. He also has robust work experience across India, Asia, Africa, Europe, Australia and New Zealand. His last assignment was as Managing Director/Vice President with Procter & Gamble, Australia & New Zealand.

The Board considers that the appointment of Mr. Manoj Kumar is in the best interest of the Company keeping in view his past experience and knowledge and the remuneration is commensurate with the important position of Managing Director held by Mr. Manoj Kumar. The approval of the Members is being sought to the terms, conditions and remuneration payable to Mr. Manoj Kumar as the Managing Director of the Company.

Mr. Manoj Kumar is not holding any shares in the Company.

Mr. Manoj Kumar is not a Director in any other Company.

Memorandum of Interest:

Mr. Manoj Kumar is interested in the resolution to the extent specified therein.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

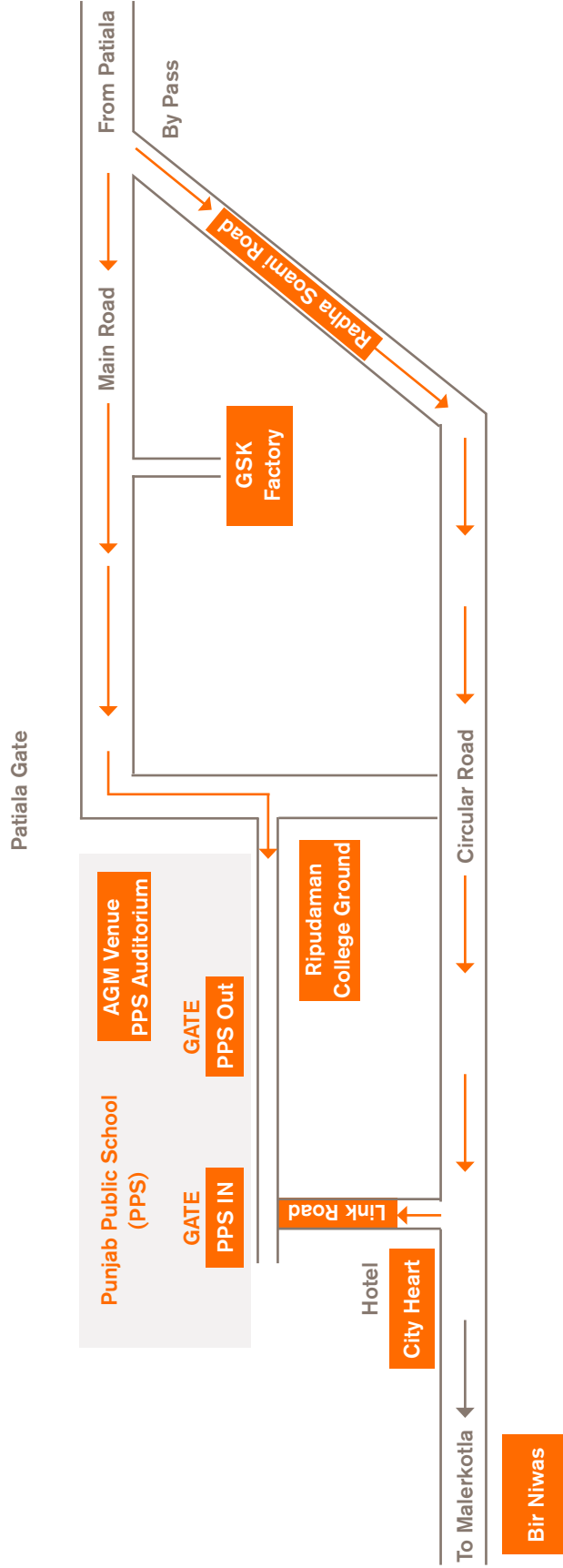
The Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

By order of the Board

Place : Gurgaon
Date : May 8, 2015

Sonali Khanna
Company Secretary
Phone: 0124-4336207
Fax: 0124-4336600

ROAD MAP FOR ANNUAL GENERAL MEETING VENUE OF GLAXOSMITHKLINE HEALTHCARE LIMITED
Punjab Public School Auditorium, The Punjab Public School, (Senior Wing), Nabha – 147 201 (Punjab)





**GlaxoSmithKline
Consumer Healthcare Limited**

Registered Office: Patiala Road, Nabha 147 201 (Punjab)

CIN: L24231PB1958PLC002257

Tel No.: 01765 306400

Fax No.:01765 220642

E-mail : investor.2.co@gsk.com

Website: www.gsk-ch.in

ATTENDANCE SLIP

56th Annual General Meeting

2015

I/We hereby record my/our presence at the 56th Annual General Meeting of the Company at Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha 147 201 (Punjab) on Thursday, August 6, 2015 at 9.30 a.m.

Signature of 1st Holder

Signature of 2nd Holder

Signature of 3rd Holder

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Venue. Attendance Slips shall also be issued at the Venue.
2. Electronic copy of the Annual Report for the year ended March 31, 2015 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for the year ended March 31, 2015 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose E-mail Id is not registered or have requested for a hard copy.

E-VOTING PARTICULARS

REVEN (Remote E-Voting Event Number)	User ID	Password/PIN

Note: Please read instructions given at Note No. 17 of the Notice of the 56th Annual General Meeting carefully before voting electronically.



GlaxoSmithKline Consumer Healthcare Limited

Registered Office: Patiala Road, Nabha 147 201 (Punjab)

E-mail Id: investor.2.co@gsk.com

CIN: L24231PB1958PLC002257

Tel No.: 01765 306400

Fax No.: 01765 220642

PROXY FORM

Website: www.gsk-ch.in

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/DP ID/Client Id:

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint:

- 1) Name:..... Address:.....
Email ID: Signature:..... or failing him;
- 2) Name:..... Address:.....
Email ID:..... Signature:..... or failing him;
- 3) Name: Address:
Email ID:..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company, to be held on Thursday, August 6, 2015 at 9:30 a.m. at the Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha 147 201 (Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015
2. To declare a Dividend on equity shares for the year ended March 31, 2015.
3. To re-appoint M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E), Statutory Auditors and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. Appointment of Mr. Vivek Anand (holding DIN: 06891864) as the Whole-time Director of the Company, in casual vacancy and approval of his remuneration and terms of appointment.
5. Appointment of Mr. Manoj Kumar (holding DIN: 07177262) as the Managing Director of the Company and approval of his remuneration and the terms of appointment.

Signed this day of.....2015

Signature of the Shareholder(s) _____

Signature of Proxy holder(s) _____



Note:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 56th Annual General Meeting.
3. Please complete all details including details of Member(s) in the above box before submission.