



**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 FIFTH 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 7, 2014 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 15 months period ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the 15 months period ended March 31, 2014, together with the Reports of the Directors and Auditors.
2. To declare a Dividend on equity shares for the 15 months period ended March 31, 2014.
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 56th Annual General Meeting on such remuneration, terms and conditions as may be fixed by the Board of Directors of the Company.”

By order of the Board

Place : Gurgaon
Date : May 9, 2014

Sonali Khanna
Company Secretary

NOTES:

1. The Register of Members of the Company will remain closed from July 31, 2014 to August 7, 2014, both days inclusive.
2. **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. In order to be effective, Proxy Form (enclosed) duly completed, must be received at the Registered Office of the Company, 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.
3. Dividend on equity shares, as recommended by the Board for the 15 months period ended March 31, 2014, 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 30, 2014. Dividend of Rs. 45 per share has been recommended by the Board of Directors for the 15 months period ended March 31, 2014 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on or before September 6, 2014.

4. 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 26, 2006 (interim dividend for the year ended December 31, 2006) amounting to Rs. 12,82,410/- (Rupees Twelve Lacs Eighty Two Thousand Four Hundred and Ten only) has been transferred to the Investor Education and Protection Fund.
5. Members who wish to claim Dividends, which remain unclaimed, are advised to send their requests to Karvy Computershare Pvt. Ltd. (Karvy), Company's Registrars and Share Transfer Agents, at their office address at Plot No. 17-24, Vittal Rao Nagar, Near Image Hospital, Madhapur, Hyderabad – 500 081. 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 (120%)	23.10.2007	22.10.2014
Interim Dividend (100%)	24.10.2008	23.10.2015
Final Dividend (50%)	24.04.2009	22.04.2016
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

6. 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 shareholders 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 2006, as on the date of the 54th Annual General Meeting (AGM) held on April 9, 2013, 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
7. 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 28, 2014, to Karvy Computershare Pvt. Ltd.
8. 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.
9. 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.
10. In an effort to improve the service level to our shareholders, Karvy Computershare Pvt. Ltd. has launched an ONLINE SERVICE through its website, <https://karisma.karvy.com>, for redressal of shareholder's queries. Shareholders can visit the said website and click on "Investors" option to register themselves. Once registered, shareholder can submit the 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, shareholder can use the same number at the option "View Reply" after 24 hours. Shareholders can put additional queries till they get a satisfactory response from Karvy.

11. To enable the Company to send various communications electronically under Green Initiative of the Ministry of Corporate Affairs (MCA), **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 igkcpl@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.**

12. 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.

13. Members may also note that the Notice of the 55th Annual General Meeting and the Annual Report for the 15 months period ended March 31, 2014 will also be available on the Company's website www.gsk-ch.in, from where they can be downloaded.

14. Electronic copy of the Annual Report for the 15 months period ended March 31, 2014 including the Notice of the 55th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email 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 email address, physical copies of the above mentioned documents is being sent in the permitted mode.

15. Voting through electronic means

Electronic copy of the Notice of the 55th Annual General Meeting of the Company inter alia indicating the process and manner of 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, the Company is pleased to provide members, with the facility to exercise their right to vote at the 55th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

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

- (i) Open email and open PDF file viz; "GlaxoSmithKline Consumer Healthcare e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password/PIN for 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 e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of GlaxoSmithKline Consumer Healthcare Limited.
- (viii) Now you are ready for 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