



GlaxoSmithKline Pharmaceuticals Ltd.  
GSK House,  
Dr. Annie Besant Road, Worli,  
Mumbai - 400 030

Tel No: +91 22 2495 9595  
Fax No: +91 22 2495 9494  
Web: www.gsk-india.com  
Email: askus@gsk.com

22<sup>nd</sup> July, 2019

To,

**BSE LIMITED**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400001

**THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400051

Dear Sirs,

**Re: Regulation 44 (3) of Listing Obligations and disclosure Requirement Regulations, 2015 (“LODR”)**

**Sub: Disclosure of Voting Results and Outcome of the 94<sup>th</sup> Annual General Meeting of the Company**

This is with reference to the 94<sup>th</sup> Annual General Meeting of the Company held today i.e. on Monday, 22<sup>th</sup> July 2019 at 2.30 p.m. at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai 400020.

In Compliance with the provisions of Regulations 44(3) of the LODR, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided voting facility to all its members to enable them to cast their vote on all matters listed in the Notice convening the Annual General Meeting through electronic means (remote e-voting) during the period commencing from Friday, 19<sup>th</sup> July 2019 (9.00 a.m.) to Sunday, 21<sup>st</sup> July 2019 (5.00 p.m.).

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

We wish to inform you that all the resolutions contained in the Notice of the Annual General Meeting dated 20<sup>th</sup> May 2019 were approved by the Members.

In this Connection, please find enclosed the following:

- A) Details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B) Details regarding the voting results of the business transacted at the said AGM in the prescribed format pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C) Consolidated Report of the Scrutinizer on remote e-voting and voting through tab e-voting at the AGM.

You are requested to take a note of the same and bring it to the notice of all concerned.

Thanking you,

Yours faithfully

**For GlaxoSmithKline Pharmaceuticals Limited**



Ajay Nadkarni  
Vice President – Administration, Real Estate  
& Company Secretary

**Encl:**

**Brief details of the items deliberated at the annual general meeting held on Monday, 22<sup>nd</sup> July, 2019 and the results**

Sr no	Agenda	Resolution required	Mode of Voting	Results
1	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for financial year ended 31 <sup>st</sup> March 2019 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority
2	To declare Dividend on Equity Shares for the year ended 31 <sup>st</sup> March 2019	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority
3	To appoint a Director in place of Mr. Subesh Williams (DIN: 07786724), who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority
4	Re-appointment of Mr. Annaswamy Vaidheesh (DIN: 01444303), as a Managing Director of the Company	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority
5	Re-appointment of Mr. Raju Krishnaswamy (DIN: 03043004) as Whole-time Director of the Company.	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority
6	Re-appointment of Mr. Pradeep V. Bhide (DIN: 03304262) as an Independent Director	Special Resolution	E-voting and Tab voting at the AGM	Passed with requisite majority
7	Re-appointment of Mr. Nihal Kaviratne CBE (DIN: 00032473), as an Independent Director.	Special Resolution	E-voting and Tab voting at the AGM	Passed with requisite majority
8	Re-appointment of Mr. Anami N. Roy (DIN: 01361110), as an Independent Director.	Special Resolution	E-voting and Tab voting at the AGM	Passed with requisite majority
9	Re-appointment of Mr. D. Sundaram as an (DIN: 00016304) Independent Director	Special Resolution	E-voting and Tab voting at the AGM	Passed with requisite majority
10	Ratification of Remuneration to Cost Auditor	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority



	GLAXOSMITHKLINE PHARMACEUTICALS LTD
Date of the AGM/EGM	22-07-2019
Total number of shareholders on record date	98753
No. of shareholders present in the meeting either in person	
Promoters and Promoter Group:	0
Public:	200
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 together with the Reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	16,944,577	80.4524	16,944,577	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,944,577	80.4524	16,944,577	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	21,289,890	205,993	0.9676	205,904	89	99.9567	0.0432	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		215,066	1.0102	214,977	89	99.9586	0.0414	0	0
Total		169,406,034	144,214,167	85.1293	144,214,078	89	99.9999	0.0001	0	0



Resolution No.	2									
Resolution required: (Ordinary/Special)	ORDINARY - To declare Dividend on Equity Shares for the financial year ended 31st March 2019									
Whether promoter/ promoter group are interested in the	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	21,289,890	205,993	0.9676	205,904	89	99.9567	0.0432	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		215,066	1.0102	214,977	89	99.9586	0.0414	0	0
Total		169,406,034	144,220,167	85.1328	144,220,078	89	99.9999	0.0001	0	0



Resolution No.	3									
Resolution required: (Ordinary/Special)	ORDINARY - To appoint a Director in place of Mr. Subesh WilliamsDIN 07786724, who retires by rotation and, being eligible, offers himself for re-appointment									
are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	16,950,577	80.4809	16,197,043	753,534	95.5545	4.4454	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,950,577	80.4809	16,197,043	753,534	95.5545	4.4455	0	0
Public- Non Institutions	E-Voting	21,289,890	205,993	0.9676	205,855	138	99.9330	0.0669	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		215,066	1.0102	214,928	138	99.9358	0.0642	0	0
Total		169,406,034	144,220,167	85.1328	143,466,495	753,672	99.4774	0.5226	0	0



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Annaswamy Vaidheesh as an Managing Director									
are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	21,289,890	205,993	0.9676	205,563	430	99.7912	0.2087	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		215,066	1.0102	214,636	430	99.8001	0.1999	0	0
Total		169,406,034	144,220,167	85.1328	144,219,737	430	99.9997	0.0003	0	0





Resolution No.	5									
Resolution required: (Ordinary/Special)	ORDINARY - Re-appointment of Mr. Raju Krishnaswamy as an Whole-time Director									
are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	21,289,890	205,993	0.9676	205,462	531	99.7422	0.2577	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		215,066	1.0102	214,535	531	99.7531	0.2469	0	0
Total		169,406,034	144,220,167	85.1328	144,219,636	531	99.9996	0.0004	0	0



Resolution No.	6									
Special)	SPECIAL - Re-appointment of Mr. Pradeep Bhide as an Independent Director									
are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	6,467,933	30.7096	6,446,242	21,691	99.6646	0.3353	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,467,933	30.7096	6,446,242	21,691	99.6646	0.3354	0	0
Public- Non Institutions	E-Voting	21,289,890	25,294	0.1188	24,716	578	97.7148	2.2851	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		34,367	0.1614	33,789	578	98.3182	1.6818	0	0
Total		169,406,034	133,556,824	78.8383	133,534,555	22,269	99.9833	0.0167	0	0



Resolution No.	7									
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Mr. Nihal Kaviratne CBE as an Independent Director									
are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	6,467,933	30.7096	6,434,767	33,166	99.4872	0.5127	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,467,933	30.7096	6,434,767	33,166	99.4872	0.5128	0	0
Public- Non Institutions	E-Voting	21,289,890	25,294	0.1188	24,716	578	97.7148	2.2851	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		34,367	0.1614	33,789	578	98.3182	1.6818	0	0
Total		169,406,034	133,556,824	78.8383	133,523,080	33,744	99.9747	0.0253	0	0



Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Anami N. Roy as an Independent Director									
are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	6,467,933	30.7096	6,467,933	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,467,933	30.7096	6,467,933	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	21,289,890	25,294	0.1188	24,716	578	97.7148	2.2851	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		34,367	0.1614	33,789	578	98.3182	1.6818	0	0
Total		169,406,034	133,556,824	78.8383	133,556,246	578	99.9996	0.0004	0	0



Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. D. Sundaram as an Independent Director									
are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	6,467,933	30.7096	6,435,933	32,000	99.5052	0.4947	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,467,933	30.7096	6,435,933	32,000	99.5053	0.4947	0	0
Public- Non Institutions	E-Voting	21,289,890	25,294	0.1188	24,615	679	97.3155	2.6844	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		34,367	0.1614	33,688	679	98.0243	1.9757	0	0
Total		169,406,034	133,556,824	78.8383	133,524,145	32,679	99.9755	0.0245	0	0



Resolution No.	10									
Resolution required: (Ordinary/Special)	ORDINARY - Ratification of Remuneration to Cost Auditor									
are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of 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	Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	127,054,524	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	21,061,620	16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	21,289,890	205,993	0.9676	205,885	108	99.9475	0.0524	0	0
	Poll		9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		215,066	1.0102	214,958	108	99.9498	0.0502	0	0
Total		169,406,034	144,220,167	85.1328	144,220,059	108	99.9999	0.0001	0	0



To,  
The Chairperson  
GlaxoSmithKline Pharmaceuticals Limited  
Dr. Annie Besant Road,  
Mumbai - 400025

Dear Madam,

**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 through electronic voting system at the 94<sup>th</sup> Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited held on Monday, July 22, 2019 at 2.30 p.m. at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400 020.**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, was 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, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 94<sup>th</sup> Annual General Meeting (AGM) of GlaxoSmithKline Pharmaceuticals Limited on Monday, July 22, 2019 at 2.30 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 22, 2019.

The notice dated May 20, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



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

The Company had also provided voting through electronic voting system to the shareholders present at the AGM 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 16, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday, July 19, 2019 at 09:00 a.m. (IST) and ended on Sunday, July 21, 2019 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, 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 AGM, 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 Karvy e-voting system and voting through electronic voting system at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting through electronic voting system at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through electronic voting system at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March 2019 together with the Reports of the Board of Directors and Auditors thereon.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
204	14,42,14,078	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	89	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 2: Ordinary Resolution**

To declare Dividend on Equity shares for the financial year ended 31<sup>st</sup> March 2019.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
205	14,42,20,078	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	89	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Subesh Williams (DIN 07786724), 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 valid votes cast by them	% of total number of valid votes cast
182	14,34,66,495	99.47

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	7,53,672	0.53

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 4: Ordinary Resolution**

Re-appointment of Mr. AnnaswamyVaidheesh(DIN 01444303), as a Managing Director.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
201	14,42,19,737	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	430	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 5: Ordinary Resolution**

Re-appointment of Mr. RajuKrishnaswamy (DIN 03043004) as a Whole-time Director.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
200	14,42,19,636	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	531	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 6: Special Resolution**

Re-appointment of Mr. Pradeep V. Bhide (DIN03304262) as an Independent Director for a second term of five consecutive years.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
182	13,35,34,555	99.98

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	22,269	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 7: Special Resolution**

Re-appointment of Mr. Nihal Kaviratne(DIN 00032473) as an Independent Director for a second term of five consecutive years.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
182	13,35,23,080	99.97

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	33,744	0.03

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 8: Special Resolution**

Re-appointment of Mr. Anami N. Roy (DIN 01361110) as an Independent Director for a second term of five consecutive years.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
184	13,35,56,246	99.99

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	578	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 9: Special Resolution**

Re-appointment of Mr. D. Sundaram(DIN 00016304) as anIndependent Directorfor a second term of five consecutive years.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
182	13,35,24,145	99.97

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	32,679	0.03

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 10: Ordinary Resolution**

Ratification of Remuneration to Cost Auditor.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
203	14,42,20,059	99.99

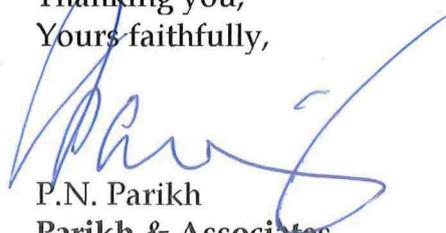
(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	108	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A

Thanking you,  
Yours faithfully,




P.N. Parikh  
Parikh & Associates  
Practising Company Secretaries  
FCS: 327 CP No.: 1228  
111,11th Floor, SaiDwar CHS Ltd  
Sab TV Lane, Opp.LaxmiIndl. Estate,  
Off Link Road, Above Shabari Restaurant,  
Andheri West, Mumbai - 400053

Place: Mumbai  
Dated: July 22, 2019