

26th March 2015

National Stock Exchange, Exchange Plaza 5<sup>th</sup> Floor, Plot No. C/1 G Block, Bandra - Kurla Complex, Bandra (East) Mumbai -400051

Ref - Results of the Postal Ballot pursuant to clause 35 A.

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

Tel No: +022 2495 9595 Fax No: +022 2495 9494 Web: www.gsk-india.com Email: askus@gsk.com

This is further to our letter dated 20<sup>th</sup> February 2015, enclosing herewith a Postal Ballot Notice dated 12<sup>th</sup> February 2015, alongwith the explanatory statement for the seeking the consent of the Shareholders by Ordinary Resolutions for the following items:

- 1. Approval to the appointment of the following Directors as Independent Directors for a period of five years from 30<sup>th</sup> March 2015:
  - h) Mr. Rajeshwar R. Bajaaj
  - i) Ms. Anjali Bansal
  - j) Mr. Pradeep Bhide
  - k) Mr. Nihal Kaviratne
  - I) Mr. Pradip Nayak
  - m) Mr. Anami Roy
  - n) Mr. D. Sundaram
- 2. Approval to the re-appointment and remuneration payable to Mr. Mehernosh B. Kapadia as Whole-Time Director of the Company for the period of 1<sup>st</sup> October 2014 to 30<sup>th</sup> November 2014.
- 3. Approval to the appointment and remuneration payable to Mr. Andrew Aristidou as Whole-Time Director of the Company for the period of 1<sup>st</sup> December 2014 to 30<sup>th</sup> June 2017.

Pursuant to clause 35 A of the Listing Agreement, we are attaching herewith the voting results of the aforesaid Postal Ballot and would like to inform you that all the nine resolutions as given in the aforesaid Postal Ballot Notice were passed by the Shareholders of the Company with the requisite majority.

Thanking you,

Yours faithfully, GlaxoSmithKline Pharmaceuticals Limited

Huadicas Ajay Nadkarni

Company Secretary &

General Manager - Administration

Cc: 1. Central Depository Services (India) Ltd.

16<sup>th</sup> – 17<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400023

National Securities Depository Ltd.
 Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound,
 Senapati Bapat Marg, Lower Parel, Mumbai 400013



# Agenda wise details:

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Te a	Details of Agenda	Resolution required	Mode of Voting
2 4	Appointment of Mr. Rajeshwar R. Bajaaj as an Independent Director Ordinary Resolution.	Ordínary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
74	Appointment of Ms. Anjali Bansal as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
m	Appointment of Mr. Pradeep Bhide as an independent Director Ordinary Resolution.	Ordinary Resolution	Postal Baltor /E-Voting (Passed with requisite majority)
4	Appointment of Mr. Nihal Kaviratne as an Independent Director Ordinary Resolution	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
ŧΛ	Appointment of Mr. Pradip V. Nayak as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
φ	Appointment of Mr. Anami N. Roy as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
~	Appointment of Mr. D. Sundaram as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
∞	Re-appointment of Mr. Mehernosh B. Kapadia as Whole Time Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
o.	Appointment of Mr. Andrew Aristidou as Whole Time Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
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oktion : 1 - Appointment of Mr. Rajeshwar R. Bajaaj as an Independent Director	shwar R. Bajaaj as an Indel		Ordinary Resolution.				
Promoter / Public	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 % of Votes against on votes polled votes polled (6)= [(4)/(2)]*1,00 (7)= [(5)/(2)]*1,100	% of Votes against on votes polled (7)= [(5)/(2)]*100
1 Public Institutional Holders	9681262	7615847	78.6658	7517303	98544	98.706	1,2939
2 Promoter and Promoter Group	63527262	63527262	100	63527262	O	100	0
3 Public-Others	11494493	359707	3,1294	352782	6925	98.0748	1.9251



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

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	Promoter / Public	Shares Held (1)	Votes Polled (2)	% of Votes Polled on	No. of Votes - in favour	No. of Votes - in favour No. of Votes - against (5)	% of Votes in favour	% of Votes against on
	1 Public Institutional Holders	5921262	7615847	78.6658	7615847	0	100	0
	2 Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	2 Public-Others	11494493	350950	3.1402	354069	6881	98,0936	1,9063
Resol	Recolution: 3 - Appointment of Mr. Pradeep Bhide as an Independent Director Ordinary Resolution.	ep Bhide as an Independe	ent Director Ordinary Re					
	Promoter / Public	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 against on votes against on votes polled votes polled (5)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	Public Institutional Holders	9681262	7615847	78.6658	7615847	0	1,00	0
	2 Promoter and Promoter Group	63527262	63527262	100	63			
	3 Public-Others	11494493	361151	3,1419	353783	7368	97,9598	2.040.2
Resol	Resolution: 4 - Appointment of Mr. Nihal Kavirathe as an Independent Director Ordi	Kavirathe as an Independ	lent Director Ordinary Re	nary Resolution				
		(6) [6] (7)	Votor Bollod (2)	% of Votes Polled on	No. of Votes - in favour	No. of Votes - against (5)	% of Votes in favour on % of Votes against on votes polled	% of Votes against on votes polled
	Promoter / Public	מוומו כם וויים מכום (א)	(-) page .	(3)=[(2)/(1)]*100	(4)		(6)= [(4)/(2)]#100	(7)=[(5)/(5)]*100
	1 Public Institutional Holders	9681262	7615847	78.6658	7615847	0		0
	2 Promoter and Promoter Group	63527262	63527262	100	63527262	O .		
	3 Public-Others	11494493	350800	3,1389	352492	8023	97.6973	2.3026
Resol	Resolution: 5 - Appointment of Mr. Pradip V. Nayak as an Independent Director Ordinary Resolution.	p V. Nayak as an Independ	dent Director Ordinary R	esolution.				
				% of Votes Polled on	No. of Votes - in favour		% of Votes in favour on % of Votes against on	% of Votes against on
-	Promoter / Public	Shares Held (1)	Votes Polled (2)	outstanding shares (3)=[(2)/(1)]*100	(4)	No. of Votes - against (5)	votes polled (6)= [(4)/(2)]*100	votes poned (7)= [(5)/(2)]*100
	1 Public Institutional Holders	9681262	7615847	78.6658	7615847	Ö		
	2 Promoter and Promoter Group	63527262	63527262	100	63527262			
	> Prblic-Others	11494493	360773	3.1337	351650	9123	97,4712	2.5287

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Reso	Resolution: 6-Appointment of Mr. Anami N. Roy as an Independent Director Ordinary Resolution.	i N. Roy as an Independen	t Director Ordinary Resor	lution.				
	Promoter / Public	Shares Heid (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
	1 Public Institutional Holders	9681262	761637	78.6713	7616379	0	OOT	O
_	2 Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
_	3 Public-Others	11494493	360147	3.1332	351501	8646	97.5993	2,4006
Reso	Resolution: 7 - Appointment of Mr. D. Sundaram as an independent Director Ordin	ndaram as an independer	nt Director Ordinary Resolution.	olution.			,	
	Promoter / Public	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
				(3)=[(2)/(1)]*100	( <del>+</del> )		(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	1 Public Institutional Holders	9681262	7615847	78.658	7615847	0	100	0
	2 Promoter and Promoter Group	63527262	63527262		89	0	100	0
	3 Public-Others	11494493	359543	3,128	351868	\$292	97.8653	2.1346
Reso	Resolution: 8 - Re-appointment of Mr. Mehemosh B. Kapadia as Whole Time Direct	ehernosh B. Kapadia as W		or Ordinary Resolution.				
				% of Votes Polled on	No of Votos is found		% of Votes in favour on	% of Votes against on
	Promoter / Public	Shares Held (1)	Votes Polled (2)	outstanding shares	100.01 VOICES - III JAVOUI	No. of Votes - against (5)	votes polled	votes polled
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
	1 Public Institutional Holders	9681262	7615847	78.6658	7615847	0	100	0
	2 Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	0
	3 Public-Others	11494493	360510	3.1364	350949	1956	97.3479	2,652
Reso	Resolution: 9 - Appointment of Mr. Andrew Aristidou as Whole Time Director Ordinary Resolution.	w Aristidou as Whole Tin	ne Director Ordinary Res	colution.				
				% of Votes Polled on	No of Votes is family		% of Votes in favour on % of Votes against on	% of Votes against on
	Promoter / Public	Shares Held (1)	Votes Polled (2)	outstanding shares (3)=[(2)/(1)]*100	(4)	No. of Votes - against (5)	votes polled (5)= [(4)/(2)]*100	votes polled (7)= [(5)/(2)]*100
	1 Public Institutional Holders	9681262	7615847	78.6558	7615847	0	100	0
	2 Promoter and Promoter Group	63527262	63527262	100	63527262	0	100	Q
	3 Public-Others	11494493	360684	3.1379	352969	21/1	97.861	2.1389

# PARIKH & ASSOCIATES COMPANY SECRETARIES

Office:

111, 11th Floor, Sai-Dwar CHS Ltd, Sab TV Lane, Opp Laxmi Industrial Estate Off Link Road, Above Shabari Restaurant, Andheri (W), Mumbai: 400 053

Tel.: 26301232 / 26301233 / 26301240 Email: cs@parikhassociates.com

parikh.associates@rediffmail.com

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

#### Report of Scrutinizer

I, P. N. Parikh, Company Secretary in Whole time practice, having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai- 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the following ordinary resolutions:

- (a) Appointment of Mr. Rajeshwar R. Bajaaj as an Independent Director of the company.
- (b) Appointment of Ms. Anjali Bansal as an Independent Director of the company.
- (c) Appointment of Mr. Pradeep Bhide as an Independent Director of the company.
- (d) Appointment of Mr. Nihal Kaviratne as an Independent Director of the company.
- (e) Appointment of Mr. Pradip V. Nayak as an Independent Director of the company.
- (f) Appointment of Mr. Anami N. Roy as an Independent Director of the company.
- (g) Appointment of Mr. D. Sundaram as an Independent Director of the company.
- (h) Re-appointment of Mr. Mehernosh B. Kapadia as Whole-time Director of the company.
- (i) Appointment of Mr. Andrew Aristidou as Whole-time Director of the company.

I have scrutinized the ballot papers and e-voting and votes tendered therein and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

Contd...2

# (a) Ordinary resolution for appointment of Mr. Rajeshwar R. Bajaaj as an Independent Director of the company.

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

Number of members voted through electronic voting system and through physical ballot form	(Shares)	% of total number of valid votes cast
*1911	7,13,97,347	99.85

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

Number of members voted through electronic voting system and through physical ballot	(Shares)	% of total number of valid votes cast
form *71	1,05,469	0.15

#### (iii) Invalid votes:

Total number of members whose votes were declared invalid	number ast (Shares		invalid
128		···	16,106

\*One shareholder has voted partially for assent and partially for dissent. While her votes are counted, as cast, for the sake of number of shareholder she is counted only once, in assent.



# (b) Ordinary Resolution for appointment of Ms. Anjali Bansal as an Independent Director of the company.

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

Number of members voted through electronic voting system and through physical ballot		% of total number of valid votes cast
form 1897	7,14,97,178	99,99

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

Number of members	Number of Votes cast	% of total number of
voted through electronic		valid votes cast
voting system and		:
through physical ballot		
form		
nr	4.004	
75	6,881	0.01

Total number of members whose votes were declared invalid	E	number ast (Shares	invalid
139			 14,721



# (c) Ordinary Resolution for appointment of Mr. Pradeep Bhide as an Independent Director of the company.

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

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
*1889	7,14,96,892	99,99

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

*81	7,368	0.01
form		
through physical ballot		
voting system and		
voted through electronic	(Shares)	valid votes cast
Number of members	Number of Votes cast	% of total number of

Total number of members whose votes were declared invalid	number ast (Shares	-	invalid
140			14,820

<sup>\*</sup>One shareholder has voted partially for assent and partially for dissent. While her votes are counted, as cast, for the sake of number of shareholder she is counted only once, in assent.



# (d) Ordinary Resolution for appointment of Mr. Nihal Kaviratne as an Independent Director of the company.

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

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
*1889	7,14,95,601	99.99

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

Number of members voted through electronic		% of total number of valid votes cast
voting system and through physical ballot		
form		
*80	8,308	0.01

#### (iii) Invalid votes:

Total number of members whose votes were declared invalid	ĺ	number ast (Shares	invalid
141		<del> </del>	 15,125

\*One shareholder has voted partially for assent and partially for dissent. While her votes are counted, as cast, for the sake of number of shareholder she is counted only once, in assent.



### (e) Ordinary Resolution for appointment of Mr. Pradip V. Nayak as an Independent Director of the company.

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

Number of Votes cast	% of total number of
(Shares)	valid votes cast
7,14,94,759	99.99
	(Shares)

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

Number of members	Number of Votes cast	% of total number of
voted through electronic		valid votes cast
voting system and		
through physical ballot		
form		
*85	0.103	0.04
	9,123	0.01

Total number of members whose votes were declared invalid	Total rotes cas		invalid
143		 	15,004

<sup>\*</sup>One shareholder has voted partially for assent and partially for dissent. While her votes are counted, as cast, for the sake of number of shareholder she is counted only once, in assent.



# (f) Ordinary Resolution for appointment of Mr. Anami N. Roy as an Independent Director of the company.

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

Number of members voted through electronic voting system and through physical ballot form	Number of Votes cast (Shares)	% of total number of valid votes cast
1879	7,14,95,142	99.99

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

Number of members voted through electronic voting system and through physical ballot form	(Shares)	% of total number of valid votes cast
85	8,646	0.01

Total number of members whose votes were declared invalid	i	number ast (Shares	invalid
146			 15,780



# (g) Ordinary Resolution for appointment of Mr. D. Sundaram as an Independent Director of the company.

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

Number of members	Number of Votes cast	% of total number of
voted through electronic	(Shares)	valid votes cast
voting system and	,	
through physical ballot		
form		
*1882	7,14,94,977	99,99
		_

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

Number of members	Number of Votes cast	% of total number of
voted through electronic	(Shares)	valid votes cast
voting system and		
through physical ballot		
form		
*83	7,675	0.01

Total number of members whose votes were declared invalid	number ast (Shares	invalid
145	•	 16,420

<sup>\*</sup>One shareholder has voted partially for assent and partially for dissent. While her votes are counted, as cast, for the sake of number of shareholder she is counted only once, in assent.



# (h) Ordinary Resolution for re-appointment of Mr. Mehernosh B. Kapadia as Whole-time Director of the company.

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

Number of members	Number of Votes cast	% of total number of
voted through electronic	1	valid votes cast
voting system and		
through physical ballot	, i	
form		
*1905	7,14,94,058	99.99

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

Number of members	Number of Votes cast	% of total number of
voted through electronic	(Shares)	valid votes cast
voting system and		
through physical ballot		
form		
*69	0.574	0.04
"69	9,561	0.01

#### (iii) Invalid votes:

Total number of members whose	Total	number	of	invalid
votes were declared invalid	votes cast (Shares)			
136				15,357
<u></u>				

\*One shareholder has voted partially for assent and partially for dissent. While his votes are counted, as cast, for the sake of number of shareholder he is counted only once, in assent.



# (i) Ordinary Resolution for appointment of Mr. Andrew Aristidou as Whole-time Director of the company.

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

Number of members voted through electronic voting system and through physical ballot form	(Shares)	% of total number of valid votes cast
1890	7,14,96,078	99.99

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

77	7,715	0.01
voting system and through physical ballot form		
Number of members voted through electronic	Number of Votes cast (Shares)	% of total number of valid votes cast

#### (iii) Invalid votes:

Total number of members whose votes were declared invalid	number ast (Shares	invalid
143		 15,133

Place: Mumbai

Dated: March 25, 2015

Signature:

Name:

P. N. Parikh

Scrutinizer

FCS: 327

CP: 1228