

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 94th 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 31st 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 31st 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 perso	n
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 re		100							
Whether promoter/ promoter group are interested in the	No									
are interested in the	NO	No of shares	No of votes	% of Votes Polled on outstanding shares	No. of Votes	No. of Votes –	The second secon	% of Votes against on votes	Votes	Votes
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	(3)=[(2)/(1)]* 100	– in favour (4)	(5)	(6)=[(4)/(2) ]*100		And the Control of the Control	Abstained
eutegory	E-Voting	neia (1)	127,054,524	1.74000.000	127,054,524		100.0000			0
	Poll	-	0	0.0000		0	0.0000			0
	Postal Ballot (if	127,054,524		0.0000			0.0000			
Promoter and Promoter Group	applicable)		0	0.0000	O	0	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	September of the second		0
	E-Voting		16,944,577	80.4524	16,944,577	0	100.0000	0.0000	0	0
	Poll	21,061,620	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	21,001,020	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	<b>操作。</b>	16,944,577	80.4524	16,944,577	0	100.0000	0.0000	0	0
	E-Voting		205,993	0.9676	205,904	89	99.9567	0.0432	0	0
	Poll	1 24 200 222	9,073	0.0426	9,073	0	100.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)	- 21,289,890	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	ANAXAD S	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		99.9999	0.0001	0	0



Resolution No.	2							i		
Resolution required: (Ordinary/ Special)	ORDINARY - To d	eclare Dividend	on Equity Share:	s for the financi	alyear ended	31st Ma	rch 2019			
Whether promoter/ promoter group are interested in the	No									
				% of Votes			% of Votes	% of		
				Polled on			in favour	Votes		
				outstanding		No. of	on votes	against		
				shares	No. of Votes	Votes –	polled	on votes		
		No. of shares	No. of votes	(3)=[(2)/(1)]*	– in favour	against	(6)=[(4)/(2)	polled	Votes	Votes
Category	Mode of Voting	held (1)	polled (2)	100	(4)	(5)	]*100	(7)=[(5)/(	Invalid	Abstained
	E-Voting		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
91	Poll	127,054,524	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	127,034,324								
Promoter and Promoter Group	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
	E-Voting		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	Poll	21.061.620	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	21,061,620								
Public- Institutions	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
	E-Voting		205,993	0.9676	205,904	89	99.9567	0.0432	0	0
	Poll	24 200 000	9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if	21,289,890								
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total	A PART OF A	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 a himself for re-ap		r in place of Mr.	Subesh Willian	nsDIN 0778672	24, who re	etires by rota	ntion and, I	peingelig	ible, offers
are interested in the						Bet Car				
agenda/resolution?	No									
				% of Votes			% of Votes	Votes		
				Polled on			in favour	against		
				outstanding		No. of	on votes	on votes		
				shares	No. of Votes	Votes -	polled	polled		
		No. of shares	No. of votes	(3)=[(2)/(1)]*	– in favour	against	(6)=[(4)/(2)	(7)=[(5)/(	Votes	Votes
Category	Mode of Voting	held (1)	polled (2)	100	(4)	(5)	]*100	2)]*100	Invalid	Abstained
	E-Voting		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	Poll	107.054.504	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	127,054,524								
Promoter and Promoter Group	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
	E-Voting		16,950,577	80.4809	16,197,043	753,534	95.5545	4.4454	0	0
	Poll	24 064 600	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	21,061,620								
Public- Institutions	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
	E-Voting		205,993	0.9676	205,855	138	99.9330	0.0669	0	0
	Poll	24 200 000	9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if	21,289,890								
Public- Non Institutions	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-a	ppointment of N	VIr. Annaswamy	Vaidheesh as a	n Managing [	Director				
are interested in the agenda/resolution?	No									
				% of Votes Polled on outstanding shares	No. of Votes		% of Votes in favour on votes polled	Votes against on votes polled		
		No. of shares	No. of votes	(3)=[(2)/(1)]*	– in favour	against	(6)=[(4)/(2)	The second second		Votes
Category	Mode of Voting	held (1)	polled (2)	100	(4)	(5)	]*100	7.4	Invalid	Abstained
	E-Voting		127,054,524		127,054,524	0	100.0000	0.0000	0	0
	Poll	127,054,524	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	127,034,324								
Promoter and Promoter Group	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
	E-Voting		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	Poll	24 064 620	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	21,061,620	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
	E-Voting		205,993	0.9676	205,563	430	99.7912	0.2087	0	0
	Poll	24 200 000	9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if	21,289,890			100					
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	Tors of the last	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



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Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-a	ppointment of N	Иr. Raju Krishna:	swamy as an W	hole-time Dire	ector				
are interested in the agenda/resolution?	No									
				% of Votes Polled on outstanding shares	No. of Votes	No. of	% of Votes in favour on votes polled	Votes against on votes polled		
		No. of shares	No. of votes	(3)=[(2)/(1)]*	W. O	against	(6)=[(4)/(2)		Votes	Votes
Category	Mode of Voting	held (1)	polled (2)	100	(4)	(5)	1*100		Invalid	Abstained
	E-Voting		127,054,524		127,054,524		100.0000		0	0
	Poll		0	0.0000		0	0.0000	0.0000	0	0
	Postal Ballot (if	127,054,524								
Promoter and Promoter Group	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
	E-Voting		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	Poll	21,061,620	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	21,061,620	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
	E-Voting		205,993	0.9676	205,462	531	99.7422	0.2577	0	0
	Poll	21 200 000	9,073	0.0426	9,073	0	100.0000	0.0000	C	0
Public- Non Institutions	Postal Ballot (if applicable)	21,289,890	0	0.0000	0	0	0.0000	0.0000	C	0
	Total		215,066			531	99.7531	0.2469	C	0
	Total	169,406,034			144,219,636		99.9996	0.0004	C	0



Resolution No.	6									
Special)	SPECIAL - Re-app	ointment of Mr.	Pradeep Bhide	as anIndepende	ent Director					
are interested in the agenda/resolution?	No									
				% of Votes Polled on outstanding		No. of	% of Votes in favour on votes	Votes against on votes		
		No. of shares	No. of votes	shares (3)=[(2)/(1)]*	No. of Votes  – in favour	against	polled (6)=[(4)/(2)			Votes
Category	Mode of Voting	held (1)	polled (2)	100	(4)	(5)	]*100		Invalid	Abstained
	E-Voting		127,054,524		127,054,524	0	200,000		0	0
	Poll	127,054,524	0	0.0000	0	0	0.0000	0.0000	0	U
Promoter and Promoter Group	Postal Ballot (if applicable)	Action (Control of Control of Con	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
	E-Voting		6,467,933	30.7096	6,446,242	21,691	99.6646	0.3353	0	0
	Poll	21,061,620	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	22,002,020	o	0.0000	О	0	0.0000	0.0000	0	0
	Total		6,467,933	30.7096	6,446,242	21,691	99.6646	0.3354	0	0
	E-Voting		25,294	0.1188	24,716	578	97.7148	2.2851	0	0
	Poll	24 200 200	9,073	0.0426	9,073	0	100.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)	21,289,890		0.0000	0	0	0.0000	0.0000	0	0
T done Non matitutions	Total	AREA FAMILY	34,367							0
ROLL BURNERS	Total	169,406,034								



Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	ointment of Mr.	Nihal Kaviratne	· CBE as an Inde	pendent Dire	ctor				
are interested in the agenda/resolution?	No									
				% of Votes Polled on outstanding shares	No. of Votes		% of Votes in favour on votes polled	Votes against on votes polled		
===		No. of shares	No. of votes	(3)=[(2)/(1)]*	b- 6	against	(6)=[(4)/(2)			Votes
Category	Mode of Voting	held (1)	polled (2)	100	(4)	(5)	]*100	EDITAL STITSTAN	Invalid	Abstained
	E-Voting		127,054,524	100.0000	127,054,524	0	200,000		0	0
	Poll	127,054,524	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	127,034,324								
Promoter and Promoter Group	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
	E-Voting		6,467,933	30.7096	6,434,767	33,166	99.4872	0.5127	0	0
	Poll	24 054 520	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	21,061,620	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
	E-Voting		25,294	0.1188	24,716	578	97.7148	2.2851	0	0
	Poll	24 200 222	9,073	0.0426	9,073	0	100.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)	21,289,890	0	0.0000	0	0	0.0000	0.0000	0	0
. Sans Holl motivations	Total		34,367			578	Cat Source Speed	070000000000000000000000000000000000000		0
	Total	169,406,034			133,523,080	A STATE OF THE STA				0



Resolution No.	8									
Resolution required: (Ordinary/										
Special)	SPECIAL - Re-app	ointment of Mr.	Anami N. Roy a	s anIndependei	nt Director					
are interested in the		ATE SATISFIE							Alles .	
agenda/resolution?	No									
				% of Votes Polled on			% of Votes in favour	Votes against		
				outstanding		No. of	on votes	on votes		
				shares	No. of Votes	(A) (A) (A) (A) (A)	polled	polled		
		No. of shares	No. of votes	(3)=[(2)/(1)]*	AND REAL PROPERTY.	against	(6)=[(4)/(2)	*	Votes	Votes
Category	Mode of Voting	held (1)	polled (2)	100	(4)	(5)	]*100	No. 150 May 1200, 20	1	Abstained
europo, y	E-Voting	neid (1)	127,054,524			(2)		. (10%50)		Abstanieu
	Poll		127,034,324	0.0000		0	0.0000			C
	Postal Ballot (if	127,054,524	0	0.0000	0		0.0000	0.0000	0	
Promoter and Promoter Group	applicable)		0	0.0000	0	О	0.0000	0.0000	0	0
	Total		127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	C
	E-Voting		6,467,933	30.7096	6,467,933	0	100.0000	0.0000	0	C
	Poll	24 064 620	0	0.0000	0	0	0.0000	0.0000	0	C
	Postal Ballot (if	21,061,620								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	C
	Total		6,467,933	30.7096	6,467,933	0	100.0000	0.0000	0	C
	E-Voting		25,294	0.1188	24,716	578	97.7148	2.2851	0	0
	Poll	21,289,890	9,073	0.0426	9,073	0	100.0000	0.0000	0	0
	Postal Ballot (if	21,203,830								
Public- Non Institutions	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-app	ointment of Mr.	D. Sundaram as	an Independer	nt Director					
are interested in the agenda/resolution?	No									
				% of Votes Polled on outstanding shares	No. of Votes	100 MM.S.M.P.420-25	% of Votes in favour on votes polled	Votes against on votes polled	Mata	Votes
Catagoni	Made of Mating	No. of shares	No. of votes	(3)=[(2)/(1)]* 100	– in favour	against	(6)=[(4)/(2) ]*100		Invalid	Abstained
Category	Mode of Voting	held (1)	polled (2)	The second secon	(4) 127,054,524	(5)	W. Alexandro	/ 2	nivanu	Abstanted
	E-Voting Poll	-	127,054,524	0.0000	THE CONTRACTOR OF THE CONTRACTOR	0	0.0000		0	0
	ALCO GOLD	127,054,524	0	0.0000	0	U	0.0000	0.0000	- 0	
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000			0
	Total		127,054,524	100.0000	127,054,524	0	100.0000		0	0
	E-Voting		6,467,933	30.7096	6,435,933	32,000	99.5052	0.4947	0	0
	Poll	21.061.620	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	- 21,061,620	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
	E-Voting		25,294	0.1188	24,615	679	97.3155	2.6844	0	0
	Poll	24 200 000	9,073	0.0426	9,073	0	100.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)	- 21,289,890	0	0.0000	0	0	0.0000	0.0000	0	0
Comprise Annual Control of the Contr	Total	ELLA CONTRACTOR	34,367	PROJECT OF THE PROJEC		679	98.0243	1.9757	C	0
	Total	169,406,034			133,524,145		99.9755	0.0245	C	0



Resolution No.	10									
Resolution required: (Ordinary/ Special)	ORDINARY - Ratif	ication of Remu	neration to Cost	Auditor						
are interested in the agenda/resolution?	No									
agenda/resolution?	INO			% of Votes Polled on outstanding		No. of	% of Votes in favour on votes	Votes against on votes		
				shares	No. of Votes		polled	polled	S000	100
		No. of shares	No. of votes	(3)=[(2)/(1)]*	– in favour	against	(6)=[(4)/(2)	Control of the second	I	Votes
Category	Mode of Voting	held (1)	polled (2)	100	(4)	(5)	]*100	2)]*100	WHAT WOLCA	Abstained
	E-Voting		127,054,524	100.0000	127,054,524	0	200,000			0
	Poll	127,054,524	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if	127,034,324								
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	The Estate Share	127,054,524	100.0000	127,054,524	0	100.0000	0.0000	0	0
	E-Voting		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	Poll	24 064 620	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	- 21,061,620	0	0.0000	0	0	0.0000	0.0000	0	0
(C) = (C)	Total		16,950,577	80.4809	16,950,577	0	100.0000	0.0000	0	0
	E-Voting		205,993	0.9676	205,885	108	99.9475	0.0524	0	C
	Poll		9.073		9,073	0	100.0000	0.0000	0	C
Public- Non Institutions	Postal Ballot (if applicable)	- 21,289,890	0	0.0000	0	0	0.0000	0.0000	0	C
	Total		215,066			108			. 0	C
	Total	169,406,034			144,220,059			0.0001	0	C



# 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 Chairperson GlaxoSmithKline Pharmaceuticals Limited Dr. Annie Besant Road, Mumbai – 400025

Dear Madam,

Sub: Consolidated Scrutinizer's Report on remote e-votingconducted pursuant to the provisions of Section 108 of the Companies Act, 2013read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015and voting throughelectronic voting systemat the 94th Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited held onMonday, 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 94thAnnual 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 processat the said AGM held onJuly 22, 2019.

The notice dated May 20, 2019 along with statement setting out material facts under Section 102 of the Actas 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 throughelectronic 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 offuly 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 unblockedin 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 votestendered 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 though electronic voting systemat 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 systemat 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 systemat 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 31stMarch 2019together with the Reports of the Board of Directors and Auditors thereon.

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

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

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

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

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



## **Resolution 2: Ordinary Resolution**

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

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

Number	of	members	Number of valid votes	% of total number of
voted	ă.	34	cast by them	valid votes cast
		205	14,42,20,078	99.99

## (ii) Voted against the resolution:

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

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

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

## (ii) Voted against the resolution:

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

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

## (ii) Voted against the resolution:

	of	members		
voted			cast by them	valid votes cast
		10	531	0.01

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 Directorfor a second termof five consecutive years.

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

Number voted	of members	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	Number of valid votes	%	of	total	number	of
voted			cast by them	va	lid v	otes c	ast	
		12	22,269				0	.02

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



#### **Resolution 7: Special Resolution**

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

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

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

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



## **Resolution 8: SpecialResolution**

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

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

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

## (ii) Voted against the resolution:

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

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 an Independent Director for a second term of five consecutive years.

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

Number	of	members	Number of valid votes	%	of	total	number	of
voted			cast by them	va	lid v	otes c	ast	
		182	13,35,24,145				99	.97

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

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

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



#### **Resolution 10: Ordinary Resolution**

Ratification of Remuneration to Cost Auditor.

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

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

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

Number of	f members	Number of valid votes	% of total number of
voted		cast by them	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