

26<sup>th</sup> March 2015

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai -400001

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

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

Tei 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:
  - a) Mr. Rajeshwar R. Bajaaj
  - b) Ms. Anjali Bansal
  - c) Mr. Pradeep Bhide
  - d) Mr. Nihal Kaviratne
  - e) Mr. Pradip Nayak
  - f) Mr. Anami Roy
  - g) 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

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



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Age	Agenda Wise details:		
tem:	Details of Agenda	Resolution required	Mode of Voting
2 -	Appointment of Mr. Rajashwar R. Bajaaj as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
' '	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 Shide as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /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)
20	Appointment of Mr. Pradip V. Nayak as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
Û	Appointment of Mr. Anami N. Roy as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
7	Appointment of Mr. D. Sundaram as an Independent Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
80	Re-appointment of Mr. Mehernosh B. Kapadia as Whole Time Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
6	Appointment of Mr. Andrew Aristidou as Whole Time Director Ordinary Resolution.	Ordinary Resolution	Postal Ballot /E-Voting (Passed with requisite majority)
	The state of the s		

Date of declaration of result of Postal Ballot: 26th March 2015

Resolution: 1 - Appointment of Mr. Rajeshwar R. Bajaaj as an Independent Director Ordinary Resolution.  % of Votes Policy Contract (2) Outstanding (3)	(Antiophil Discussion Dasce)	, Constitution of the cons	Pa	ourstanding shares No. of Votes - against (5) votes polled votes polled
		Charles and an analysis of amount	iwai N. bajaaj as an micepenoene	

1,2939

98.706

98544

7517303 63527262 352782

78,6658

7615847

9681262

2 Promoter and Promoter Group Public Institutional Holders

3 Public-Others

3

outstanding shares (3)=[(7)/(1)]\*100

Shares Held (1)

Promoter / Public

6925

(6)= [(4)/(2)]\*100

(7)=[(5)/(2)]\*100

1,9251

(Passed with requisite majo		
Appointment of Mr. Anglew Arisingou as Wilder Misser Commany incomment	A CANADA CONTRACTOR CO	

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	Leansal de an morpelmen						
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 on   % of Votes against on	% of Votes against or
1 Priblic Institutional Holders	9681262	7615847	78.6658	7615847	0		0
2 promoter and Dromoter Group	63527262	63527262	100	63527262	0	001	
A TIONOLEI MIC TIONOLEI COMP	COALOAT	360950	3.1402	354069	1889	98,0936	1.9063
s rubino-Cuners							
Resolution: 3 - Appointment of Mr. Pradeep Bnide as an independent Director Ordinary Resolution:	sep Bhide as an Independa	ent Director Orginary Ke	solution.				
		( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( )	% 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 votes polled	% of votes against of votes polled
Promoter / Public	Shares Held (1.)	Votes Folled (4)	(3)=[(2)/(1)]*100	(4)		8	8
1 Public Institutional Holders	9681262	7615847	78.6658	7615847	0		0
2 Promoter and Promoter Group	63527262	63527262	100	63527262			
a Public-Others	11494493	361151	3.1419	353783	7368	97.9598	7.040.7
Resolution: 4 Appointment of Mr. Nihal Kaviratne as an Independent Director Ordinary Resolution	Kavirathe as an Independ	lent Director Ordinary Re	solution				
			% of Votes Polled on		,	% of Votes in favour on	% of Votes against on
	Charac Hold (1)	Votes Polied (2)	outstanding shares	No. of Votes - in tavour	No. of Votes - against (5)	votes polled	votes polled
rtomoter) rubiic			(3)=[(1)/(1)]+100	€		(6)=[(4)/(2)]*100	(7)= [(5)/(2)]*100
1 Bublic Institutional Holders	9681262	7615847	78.6558	7615847	0		0
2 promoter and Promoter Group	63527262	63527262	100	63527262	0	100	
a Public-Others	11494493	360800	3.1389	352492	8308	97.6973	2.3026
Pesculption: 5. Appointment of Mr. Pradip V. Navak as an Independent Director Ordi	p V. Navak as an Indepen	dent Director Ordinary R	inary Resolution.				
			% of Votes Polled on	אום הל זיה מה זוה באותוני		% of Votes in favour on % of Votes against on	% of Votes against or
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	78.6658	7615847	0		
2 Promoter and Promoter Group	63527262	63527262	100	63527262			
ערוטיווטיבו פייכון יסיייסיבי. סיכיב	200000000000000000000000000000000000000	2//035	3.1387	351650	9123	97.4712	2.5287

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olution: 5-Appointment of Mr. Anami N. Roy as an Independent Director Ordina	i N. Roy as an Independen	t Director Ordinary Resolution.	lution.				
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
1 Public Institutional Holders	9681262	7616379	21.29.87	7615379	0	001	0
2 Promoter and Promoter Group	63527262	63527262	oor	63527262	0	OOT	0
3 Public-Others	11494493	360147	3,1332	351501	8646	855.76	2,4006
olution: 7 - Appointment of Mr. D. Sundaram as an independent Director Ordinary Resolution.	ndaram as an Independer	at Director Ordinary Res	olution,				
:	(4)		% of Votes Polled on	No. of Votes - in favour	No. 26 Vents (2)	% of Votes in favour on	% of
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	(7)=[(5)/(2)]*100
1 Public Institutional Holders	2921395	7615847	78,5658	7615847	0	100	0
2 Promoter and Promoter Group	63527262	63527262	001	63527262	o	100	0
3 Public-Others	11494493	359543	ró ·	351868	7675	97.8653	2.1346
olution:8-Re-appointment of Mr. Mehernosh B. Kapadia as Whole Time Director Ordinary Resolution.	ehernosh B. Kapadia as W	hole Time Director Ordi	nary Resolution.				
Promoter / Public	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes against on votes polled votes polled votes polled votes polled votes polled	% of Votes against on votes polled
1 Dublic Inchibitional Holders	681250	7615847	15)=(2)/(7)]=(5)	7615247	0	1001	-
2 Promoter and Promoter Group	63527262	63527262		9	0	1001	0
3 Public-Others	11494493	360510	3,1364	350949	1926	97.3479	2.652
olution: 9 - Appointment of Mr. Andrew Aristidou as Whole Time Director Ordinary Resolution.	ew Aristidou as Whole Tin	ne Director Ordinary Res	solution.				
			% of Votes Polled on	No of Material in Court	-	% of Votes in favour on   % of Votes against on	% of Votes against on
Promoter / Public	Shares Held (1)	Votes Polled (2)	outstanding shares	mover at - casov to cost	No. of Votes - against (5)	votes polled	votes polled
			(3)=[(2)/(1)]*100	(**)		(6)=[(4)/(2)]*100	(7)= {(5)/(2)]*100
1) Public Institutional Holders	9681262	7615847	78.6658	7615847	O	100	0
2 Promoter and Promoter Group	63527262	63527262	OOT	63527262	0	100	0
3 Public-Others	11494493	360684	3,1379	696258	21/7	198.76	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.

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## (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:

*71	1,05,469	0.15
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	Total number of invotes cast (Shares)	valid
128	10	6,106

<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.



## (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	Number of Votes cast	% of total number of
voted through electronic	(Shares)	valid votes cast
voting system and		
through physical ballot		
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	(Shares)	valid votes cast
voting system and		
through physical ballot		
form		
75	6,881	0.01

Total number of members whose	Total	number	of	invalid
votes were declared invalid	votes c	ast (Shares	s)	
139		<del></del>		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:

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
*81	7,368	0.01

Total number of members whose votes were declared invalid	Total number of votes cast (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:

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

#### (iii) Invalid votes:

Total number of members whose votes were declared invalid	1	number ast (Shares	invalid
141			 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:

		% of total number of
voted through electronic voting system and	(Shares)	valid votes cast
through physical ballot		
form		
*1882	7,14,94,759	99.99

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

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

#### (iii) Invalid votes:

Total number of members whose	Total	number	of	invalid
votes were declared invalid	votes cast (Shares)			
143				15,004

\*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	Number of Votes cast	% of total number of
voted through electronic	(Shares)	valid votes cast
voting system and		
through physical ballot		
form		
85	9.747	
00	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:

voted through electronic voting system and	(Shares)	% of total number of valid votes cast
through physical ballot form		
*1882	7,14,94,977	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
*83	7,675	0.01

#### (iii) Invalid votes:

Total number of members whose votes were declared invalid	ľ	number ast (Shares		invalid
145	votes e		') 	16,420

\*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 Votes cast	% of total number of
(Shares)	valid votes cast
, i	
7,14,94,058	99,99
	(Shares)

### (ii) Voted against the resolution:

*69	9,561	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

#### (iii) Invalid votes:

Total number of members whose	Total	number	of	invalid
votes were declared invalid	votes c	ast (Shares	s)	
136				15,357

\*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	Number of Votes cast (Shares)	% of total number of valid votes cast
voting system and through physical ballot		
form		
1890	7,14,96,078	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
77	7,715	0.01

#### (iii) Invalid votes:

Total number of members whose votes were declared invalid	1	number ast (Shares	invalid
143			 15,133

Place: Mumbai

Dated: March 25, 2015

Name:

Signature:

P. N. Parikh Scrutinizer

FCS: 327

CP; 1228