



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

5th September, 2018

To,

BSE LIMITED

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai - 400001

THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Exchange Plaza, 5th 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 of Postal ballot & E-voting

Pursuant to provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended, the Company had conducted the process of Postal Ballot for seeking the consent of the shareholders by means of passing Ordinary Resolution for Issue of Bonus Shares.

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 Postal Ballot, through electronic means (remote e-voting) / Postal Ballot during the period commencing from Tuesday, 7th August 2018 (9.00 a.m.) to Wednesday, 5th September 2018 (5.00 p.m.).

In this Connection, please find enclosed the following:

- A) Details regarding the voting results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- B) Consolidated Report of the Scrutinizer.
- C) Amended Memorandum of association & Article of Association

The resolutions in the postal ballot notice have been deemed to be approved and passed on 5th September, 2018 which is the last date of receipt of postal ballot forms.

The Voting Results along with the Scrutinizer's Report is being displayed on the website of the Company viz. www.gsk-india.com

This is for your information and records please.

Thanking you,

Yours faithfully

For GlaxoSmithKline Pharmaceuticals Limited

Ajay Nadkarni

Vice President – Administration, Real Estate
& Company Secretary

Encl:

Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of Clause 4 of Article of Association of the Company.							
Whether promoter/ promoter group 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	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	63527262	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	10626908	9856757	92.7528	8974371	882386	91.0479	8.9520
	Poll	10626908	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10626908	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10548847	141344	1.3399	141054	290	99.7948	0.2051
	Poll	10548847	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10548847	48802	0.4626	48516	286	99.4139	0.5860
Total		84703017	73574165	86.8613	72691203	882962	98.7999	1.2001



Resolution required: (Ordinary/ Special)	ORDINARY - Approval for the issue of bonus shares							
Whether promoter/ promoter group 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	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	63527262	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	10626908	9856757	92.7528	8974371	882386	91.0479	8.9520
	Poll	10626908	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10626908	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10548847	142698	1.3527	141735	963	99.3251	0.6748
	Poll	10548847	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10548847	49106	0.4655	49087	19	99.9613	0.0386
Total		84703017	73575823	86.8633	72692455	883368	98.7994	1.2006



Resolution required: (Ordinary/ Special)	ORDINARY - Increase in authorized share capital of the Company							
Whether promoter/ promoter group 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	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	63527262	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	10626908	9856757	92.7528	8974371	882386	91.0479	8.9520
	Poll	10626908	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10626908	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10548847	141907	1.3452	141336	571	99.5976	0.4023
	Poll	10548847	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10548847	49166	0.4661	48593	573	98.8345	1.1654
Total		84703017	73575092	86.8624	72691562	883530	98.7991	1.2009



Resolution required: (Ordinary/ Special)	SPECIAL - Alteration of Clause V of Memorandum of Association of the Company.							
Whether promoter/ promoter group 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	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	63527262	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	10626908	9856757	92.7528	8974371	882386	91.0479	8.9520
	Poll	10626908	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10626908	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10548847	141344	1.3399	141054	290	99.7948	0.2051
	Poll	10548847	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10548847	48777	0.4624	48708	69	99.8585	0.1414
Total		84703017	73574140	86.8613	72691395	882745	98.8002	1.1998



Resolution required: (Ordinary/ Special)	SPECIAL - Approval of shareholders to the continuation of Mr. D S. Parekh as a Non-Executive Director of the Company after his attaining the age of seventy five years							
Whether promoter/ promoter group 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	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	63527262	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	10626908	9856757	92.7528	9787256	69501	99.2948	0.7051
	Poll	10626908	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10626908	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10548847	140978	1.3364	140564	414	99.7063	0.2936
	Poll	10548847	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10548847	48502	0.4598	46392	2110	95.6496	4.3503
Total		84703017	73573499	86.8605	73501474	72025	99.9021	0.0979



Resolution required: (Ordinary/ Special)	SPECIAL - Approval of shareholders to the continuation of Mr. N. Kaviratne as an Independent Director of the Company after his attaining the age of seventy five years							
Whether promoter/ promoter group 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	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	63527262	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	10626908	9856757	92.7528	9856757	0	100.0000	0.0000
	Poll	10626908	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10626908	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	10548847	140402	1.3310	139987	415	99.7044	0.2955
	Poll	10548847	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	10548847	48454	0.4593	45722	2732	94.3616	5.6383
Total		84703017	73572875	86.8598	73569728	3147	99.9957	0.0043



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

September 05, 2018

To,
GlaxoSmithKline Pharmaceuticals Limited
GSK House, Dr. Annie Besant Road,
Mumbai 400 030.

Kind Attn: Mr. Ajay Nadkarni

Sub. : Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following resolutions:

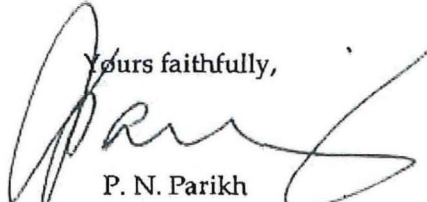
1. Ordinary Resolution for increase in authorized share capital of the Company.
2. Special Resolution for alteration of Clause V of Memorandum of Association of the Company.
3. Special Resolution for alteration of Clause 4 of Articles of Association of the Company.
4. Ordinary Resolution for approval for the issue of bonus shares.
5. Special Resolution for approval of shareholders to the continuation of Mr. D.S. Parekh as a Non-Executive Director of the company after his attaining the age of seventy five years.
6. Special Resolution for approval of shareholders to the continuation of Mr. N. Kaviratne as an Independent Director of the company after his attaining the age of seventy five years.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical mode and e-voting done through electronic mode.
- b) The register showing the particulars of the physical postal ballots received and processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Karvy Computershare Private Limited (Karvy) e-voting system in respect of the said Resolutions.

Thanking you.



Yours faithfully,

P. N. Parikh
Parikh & Associates

Encl.: As above.

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
GSK House, Dr. Annie Besant Road,
Mumbai 400 030.

Report of Scrutinizer

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, 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 by the Company to conduct the postal ballot process in respect of the following resolutions:

1. Ordinary Resolution for increase in authorized share capital of the Company
2. Special Resolution for alteration of Clause V of Memorandum of Association of the Company.
3. Special Resolution for alteration of Clause 4 of Articles of Association of the Company.
4. Ordinary Resolution for approval for the issue of bonus shares.
5. Special Resolution for approval of shareholders to the continuation of Mr. D.S. Parekh as a Non-Executive Director of the company after his attaining the age of seventy five years.
6. Special Resolution for approval of shareholders to the continuation of Mr. N. Kaviratne as an Independent Director of the company after his attaining the age of seventy five years.

The shareholders of the company holding shares as on the "cut-off" date of July 27, 2018 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on Tuesday, August 07, 2018 at 09:00 a.m. (IST) and ended on Wednesday, September 05, 2018 at 05:00 p.m. (IST) and the Karvy Computershare Private Limited (Karvy) e-voting module was disabled thereafter.

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. Votes cast through Physical ballot forms received up to Wednesday, September 05, 2018 at 05:00 p.m. (IST) were also considered.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the Karvy Computershare Private Limited (Karvy) e-voting system and the votes cast through physical ballot forms received respectively. I have also reviewed register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.



The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the resolution contained in the notice of postal ballot.

My responsibility as scrutinizer for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution.

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

Resolution 1. Ordinary Resolution

Increase in authorized share capital 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 valid Votes cast (Shares)	% of total number of valid votes cast
609	7,26,91,562	98.80

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
18	8,83,530	1.20

(iii) Invalid/Abstained votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
24	2,343



Resolution 2. Special Resolution

Alteration of Clause V of Memorandum of Association 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 valid Votes cast (Shares)	% of total number of valid votes cast
605	7,26,91,395	98.80

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
15	8,82,745	1.20

(iii) Invalid/ Abstained votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
31	3,295



Resolution 3. Special Resolution**Alteration of Clause 4 of Articles of Association 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 valid Votes cast (Shares)	% of total number of valid votes cast
602	7,26,91,203	98.80

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
17	8,82,962	1.20

(iii) Invalid/Abstained votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
32	3,270



Resolution 4. Ordinary Resolution**Approval for the issue of bonus shares.**

i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
616	7,26,92,455	98.80

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
14	8,83,368	1.20

(iii) Invalid/ Abstained votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
21	1,612



Resolution 5. Special Resolution

Special Resolution for approval of shareholders to the continuation of Mr. D.S. Parekh as a Non-Executive Director of the company after his attaining the age of seventy five years.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
560	7,35,01,474	99.90

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
52	72,025	0.10

(iii) Invalid/ Abstained votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
39	3,936



Resolution 6. Special Resolution

Approval of shareholders to the continuation of Mr. N. Kaviratne as an Independent Director of the company after his attaining the age of seventy five years.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
565	7,35,69,728	100.00(Rounded-Off)

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical ballot form	Number of valid Votes cast (Shares)	% of total number of valid votes cast
44	3,147	0.00

(iii) Invalid/ Abstained votes:

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
42	4,560



Place: Mumbai

Dated: September 05, 2018

Signature:
Name:

P. N. Parikh
Scrutinizer

FCS: 327 CP: 1228