



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

25<sup>th</sup> July, 2017

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 92<sup>nd</sup> Annual General Meeting of the Company**

This is with reference to the 92<sup>nd</sup> Annual General Meeting of the Company held today i.e. on Tuesday, 25<sup>th</sup> July 2017 at 3.00 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 Saturday, 22<sup>th</sup> July 2017 (9.00 a.m.) to Monday, 24<sup>th</sup> July 2017 (5.00 p.m.).

The Company had also provided voting facility to the members present at the Annual General Meeting through Tab e-voting facility 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 19<sup>th</sup> May 2017 were approved by the Members. In this Connection we enclose herewith the Scrutinizer's Report and a report in the format as prescribed under Regulation 44 (3) of LODR.

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:**



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

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Sr no	Agenda	Resolution required	Mode of Voting	Results
1	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statement) of the Company for year ended on 31 <sup>st</sup> March 2017 together with the Reports of the Board of Directors and the 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 2017	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority
3	To appoint a Director in place of Mr. Andrew Aristidou (DIN No:07034424) 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	To appoint a Director in place of Mr. Marc Jones (DIN No.07788549) 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
5	Appointment of Deloitte Haskins and Sells LLP, Chartered Accountants as Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the 97 <sup>th</sup> AGM of the Company and approve their remuneration.	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority
6	Re-appointment & remuneration of Mr. Andrew Aristidou (DIN 07034424) as a Whole-time Director.	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority
7	Ratification of Remuneration to Cost Auditor.	Ordinary	E-voting and Tab voting at the AGM	Passed with requisite majority



**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 - 400030

Dear Sir,

**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 92<sup>nd</sup> Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited held on Tuesday, July 25, 2017 at 3.00 p.m.**

I, P. N. Parikh, of M/s. Parikh & Associates, Practising Company Secretaries, had been 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 92<sup>nd</sup> Annual General Meeting (AGM) of GlaxoSmithKline Pharmaceuticals Limited on Tuesday, July 25, 2017 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 25, 2017.

The notice dated May 19, 2017 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 Computershare 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 18, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Saturday, July 22, 2017 at 09:00 a.m. (IST) and ended on Monday, July 24, 2017 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 year ended 31st March 2017 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
205	7,30,32,045	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	51	0.00

(iii) **Invalid** votes:

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



**Resolution 2: Ordinary Resolution**

To declare Dividend for the year ended 31st March 2017.

(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
206	7,30,35,045	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	51	0.00

(iii) **Invalid** votes:

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



**Resolution 3: Ordinary Resolution****Re-appointment of Mr. Andrew Aristidou as a 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
203	7,30,35,010	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	86	0.00

(iii) **Invalid** votes:

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



**Resolution 4: Ordinary Resolution****Re-appointment of Mr. Marc Jones as a 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
202	7,30,34,754	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	342	0.00

(iii) **Invalid** votes:

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





**Resolution 5: Ordinary Resolution**

Appointment of Deloitte Haskins and Sells LLP, Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the 97<sup>th</sup> AGM of the Company and approve their remuneration.

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

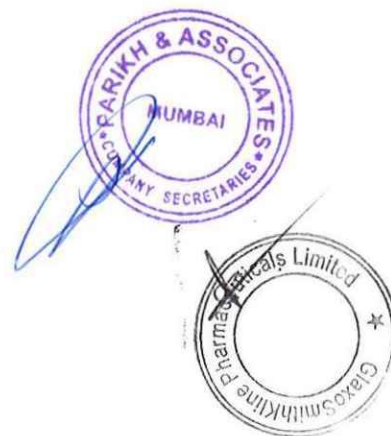
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
204	7,30,35,029	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	67	0.00

(iii) **Invalid** votes:

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



**Resolution 6: Ordinary Resolution**

**Re- appointment & remuneration of Mr. Andrew Aristidou as a Whole-time Director.**

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

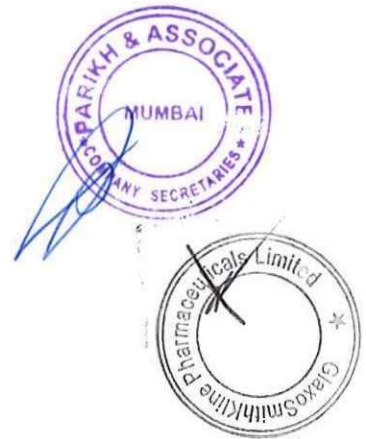
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
201	7,30,34,714	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	382	0.00

(iii) **Invalid** votes:

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



**Resolution 7: 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
204	7,30,35,029	100.00 (Rounded Off)

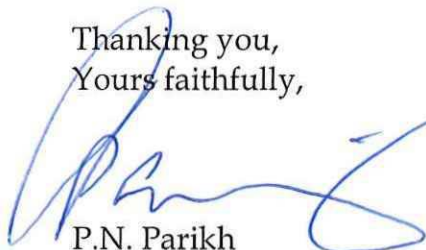
(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	67	0.00

(iii) **Invalid** votes:

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

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

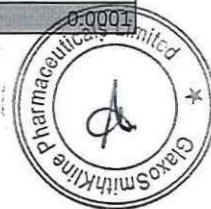


Place: Mumbai

Dated: July 25, 2017

	GLAXOSMITHKLINE PHARMACEUTICALS LTD
Date of the AGM/EGM	25-07-2017
Total number of shareholders on record date	100659
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	213
No. of Shareholders attended the meeting through Video Conferencing	
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 year ended 31st March 2017 together with the Reports of the Board of Directors and the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		63527262	100	63527262	0	100	0
Public- Institutions	E-Voting	10346425	9393256	90.7875	9393256	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9393256	90.7875	9393256	0	100	0
Public- Non Institutions	E-Voting	10829330	105081	0.9703	105080	1	99.9990	0.0009
	Poll		6497	0.0600	6447	50	99.2304	0.7695
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		111578	1.0303	111527	51	99.9543	0.0457
Total		84703017	73032096	86.2214	73032045	51	99.9999	0.0001



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare Dividend for the year ended 31st March 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		63527262	100	63527262	0	100	0
Public- Institutions	E-Voting	10346425	9396256	90.8165	9396256	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9396256	90.8165	9396256	0	100	0
Public- Non Institutions	E-Voting	10829330	105081	0.9703	105080	1	99.9990	0.0009
	Poll		6497	0.0600	6447	50	99.2304	0.7695
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		111578	1.0303	111527	51	99.9543	0.0457
Total		84703017	73035096	86.2249	73035045	51	99.9999	0.0001

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Andrew Aristidou (DIN 07034424) as a Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		63527262	100	63527262	0	100	0
Public- Institutions	E-Voting	10346425	9396256	90.8165	9396256	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9396256	90.8165	9396256	0	100	0
Public- Non Institutions	E-Voting	10829330	105081	0.9703	105045	36	99.9657	0.0342
	Poll		6497	0.0600	6447	50	99.2304	0.7695
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		111578	1.0303	111492	86	99.9229	0.0771
Total		84703017	73035096	86.2249	73035010	86	99.9999	0.0001

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Marc Jones (DIN 07788549) as a Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		63527262	100	63527262	0	100	0
Public- Institutions	E-Voting	10346425	9396256	90.8165	9396256	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9396256	90.8165	9396256	0	100	0
Public- Non Institutions	E-Voting	10829330	105081	0.9703	105045	36	99.9657	0.0342
	Poll		6497	0.0600	6191	306	95.2901	4.7098



Public- Non Institutions	Postal Ballot (if applicable)	10829330	0	0.0000	00	0	0.0000	0.0000
	Total		111578	1.0303	111236	342	99.6935	0.3065
	Total	84703017	73035096	86.2249	73034754	342	99.9995	0.0005

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the 97th AGM of the Company and approve their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		63527262	100	63527262	0	100	0
Public- Institutions	E-Voting	10346425	9396256	90.8165	9396256	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9396256	90.8165	9396256	0	100	0
Public- Non Institutions	E-Voting	10829330	105081	0.9703	105064	17	99.9838	0.0161
	Poll		6497	0.0600	6447	50	99.2304	0.7695
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		111578	1.0303	111511	67	99.94	0.06
	Total	84703017	73035096	86.2249	73035029	67	99.9999	0.0001

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment & remuneration of Mr. Andrew Aristidou (DIN 07034424) as a Whole-time Director.							



Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		63527262	100	63527262	0	100	0
Public- Institutions	E-Voting	10346425	9396256	90.8165	9396256	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9396256	90.8165	9396256	0	100	0
Public- Non Institutions	E-Voting	10829330	105081	0.9703	105005	76	99.9276	0.0723
	Poll		6497	0.0600	6191	306	95.2901	4.7098
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		111578	1.0303	111196	382	99.6576	0.3424
Total		84703017	73035096	86.2249	73034714	382	99.9995	0.0005

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of Remuneration to Cost Auditor.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		63527262	100	63527262	0	100	0





	Total		63527262	100	63527262	0	100	0
Public- Institutions	E-Voting	10346425	9396256	90.8165	9396256	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9396256	90.8165	9396256	0	100	0
Public- Non Institutions	E-Voting	10829330	105081	0.9703	105064	17	99.9838	0.0161
	Poll		6497	0.0600	6447	50	99.2304	0.7695
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		111578	1.0303	111511	67	99.94	0.06
	Total	84703017	73035096	86.2249	73035029	67	99.9999	0.0001

