



**GLAXOSMITHKLINE
CONSUMER HEALTHCARE LIMITED**

Registered Office: Patiala Road, Nabha-147 201 (Punjab)

CIN: L24231PB1958PLC002257

Tel No.: 01765-306400; Fax No.: 01765-220642; Email id: investor.2.co@gsk.com, Website: www.gsk-ch.in

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTY EIGHTH ANNUAL GENERAL MEETING of GlaxoSmithKline Consumer Healthcare Limited will be held at the Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha – 147 201 (Punjab) on Wednesday, August 9, 2017 at 9.30 a.m. to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 including Audited Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year ended March 31, 2017 together with the Reports of the Directors and Auditors.
2. To consider and approve the declaration of Dividend for the year ended March 31, 2017 of Rs.70 per equity share, as recommended by the Board of Directors.

SPECIAL BUSINESS:

3. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of SIXTIETH (60TH) ANNUAL GENERAL MEETING and to authorize the Board of Directors to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 139, 140(4), 141, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having registration No. 117366W / W-100018 allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Auditors of the Company, who shall hold office from the conclusion of this 58th Annual General Meeting for term of consecutive two years till conclusion of the 60th Annual General Meeting (subject to ratification of the appointment by the Members at the 59th Annual General Meeting) and that the Board be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the statutory audit of the Company."

"RESOLVED FURTHER THAT Mr. Manoj Kumar, Managing Director, Mr. Vivek Anand, Director Finance and CFO and Ms. Shanu Saksena, Company Secretary, be and are hereby severally authorized to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded for the appointment of Mr. Anup Dhingra (holding DIN: 07602670) as an Executive Director of the Company, designated as "Director-Operations", in the casual vacancy created by the resignation of Mr. Jaiboy John Phillips, with effect from September 1, 2016 up to the Annual General Meeting to be held in 2019, on remuneration including perquisites and other terms and conditions of the appointment, not exceeding the limits as enumerated below:

a) Salary

Basic salary: Shall not exceed Rs.2.0 Crores per annum and Allowances shall not exceed Rs.2.0 Crores per annum. In addition to basic salary and allowances, bonus will be paid in accordance with the Company's Rules.

b) Perquisites

In addition to the Basic salary, allowances and Bonus as above, the expenses incurred by the Company on perquisites shall be restricted to the following:

- I. Housing Loan Interest Subsidy: Mr. Anup Dhingra shall also be entitled to housing loan interest subsidy scheme as per Company's Rules.
- II. Superannuation: Company has a contribution of 15% of basic salary for superannuation Membership. He may opt for Superannuation allowance in lieu of Membership.
- III. Medical Reimbursement: Expenses incurred for Mr. Anup Dhingra and his dependent family as per Company's Rules.
- IV. Corporate Club Membership: Club Membership of maximum two clubs. Membership of Corporate / Health club and Professional Bodies as per Company's Rules.
- V. Personal Accident and Life Insurance coverage will be provided in accordance with Company's Rules.
- VI. Company maintained car including fuel expenses.
- VII. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- VIII. Leave as applicable in accordance with the Company's Rules.
- IX. Mr. Anup Dhingra is also entitled to Share Value Plan & Performance Share Plan of the Company or that of GSK plc as per Company's Rules."

MINIMUM REMUNERATION

"RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any financial year, during the tenure of Mr. Anup Dhingra as an Executive Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 or within such ceilings as may be prescribed under Schedule V from time to time or the Companies Act, 2013 and as may be amended from time to time."

OTHER TERMS

"RESOLVED FURTHER THAT Mr. Anup Dhingra shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration here in above stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service i.e. a maximum of Rs. 10 Lacs or such other sum as may be prescribed in the Payment of Gratuity Act, 1972 from time to time."

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Anup Dhingra shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Anup Dhingra as an Executive Director of the Company and Director-Operations can be terminated by either side by giving to the other three months notice in writing or basic salary in lieu thereof."

"RESOLVED FURTHER THAT the Board of Directors has the liberty to fix, alter and vary such terms of appointment and remuneration so as to not exceed the limits specified."

"RESOLVED FURTHER THAT Mr. Vivek Anand, Director Finance and CFO, and Ms. Shanu Saksena, Company Secretary, be and are hereby severally authorized to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities."

By order of the Board
For GlaxoSmithKline
Consumer Healthcare Limited

Shanu Saksena
Company Secretary &
Area Ethics and
Compliance Officer, ISC

Place : Gurugram

Date : May 11, 2017

NOTES:

1. The Register of Members and the Share Transfer Register of the Company will remain closed from, Friday, August 4, 2017 to Wednesday, August 9, 2017, both days inclusive.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed here to.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND ON A POLL ONLY TO VOTE INSTEAD OF HIMSELF/HERSELF. PROXY NEED NOT BE A Member OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy (enclosed), in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted by an authorized representative of companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
4. Dividend on equity shares, as recommended by the Board for the year ended March 31, 2017, if declared at the meeting, will be paid to all those Members whose names appear in the Company's Register of Members and to those persons whose names appear as beneficial owners (as per the details to be furnished by the Depositories in respect of the shares held in dematerialised form) as at the close of business hours on August 3, 2017. Dividend of Rs.70 per share has been recommended by the Board of Directors for the year ended March 31, 2017 and subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid on or before September 8, 2017.
5. In due compliance with the provisions of Section 124 of Companies Act, 2013 the amount of unclaimed dividend for the period up to May 14, 2009 (interim dividend for the year ended December 31, 2009) amounting to Rs. 8,86,785/- (Rupees Eight Lacs Eighty Six Thousand and Seven Hundred Eighty Five only) has been transferred to the Investor Education and Protection Fund of the Central Government.
6. Members who wish to claim Dividends, which remain unclaimed, are advised to send their requests to Karvy Computershare Pvt. Ltd., Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 008. Members are requested to note that the dividends not encashed or claimed within seven years will be transferred to the Investor Education and Protection Fund of Government of India in due compliance with the provisions of Section 124 of the Companies Act, 2013. Accordingly, Members are advised to send all unencashed dividend warrants pertaining to these years for revalidation and encash them before the due dates.
7. The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the Members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof, by post, etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the Financial Years from 2009, as on the date of the 57th Annual General Meeting (AGM) held on August 5, 2016 and a detailed dividend history and due dates for transfer to IEPF on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.gsk-ch.in.
8. Members holding shares in physical form are advised to submit particulars of their bank account viz. name and address of the branch of the bank, MICR/IFSC code of the branch, type of account, account no. and any changes therein, latest by July 24, 2017, to Karvy Computershare Pvt. Ltd.
9. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the Members.
10. All requests for transfer, change of address, dividend mandate, etc. may please be sent to Karvy Computershare Pvt. Ltd. at the address mentioned above. The Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name, etc. to their Depository Participant. These changes will be automatically reflected in Karvy's/Company's records. Members are also advised not to leave their demat account(s) dormant for a long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. In an effort to improve the service level to our Members, Karvy Computershare Pvt. Ltd. has launched an ONLINE SERVICE through its website, <https://karisma.karvy.com>, for redressal of Member's queries. Members can visit the said website and click on "Investors" option to register themselves. Once registered, Member can submit the Members query in the "Queries" option provided on the website which would give the grievance registration number. For accessing the status/response to the said query, Members can use the same number at the option "View Reply" after 24 hours. Members can put additional queries till they get a satisfactory response from Karvy.
12. To enable the Company to send various communications electronically, Members are requested to register their e-mail ID(s) with Karvy Computershare Pvt. Ltd. or at investor.2.co@gsk.com or einward.ris@karvy.com by clearly mentioning their Name and Folio No. For shares held in dematerialized form, the Members are requested to get e-mail ID(s) registered with their respective Depository Participants.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
14. SEBI has also mandated that for registration of transfer securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
15. Members may also note that the Notice of the 58th Annual General Meeting and the Annual Report for the year ended March 31, 2017 will also be available on the Company's website www.gsk-ch.in, from where they can be downloaded.
16. Electronic copy of the Annual Report for the year ended March 31, 2017 including the Notice of the 58th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip, Proxy Form and Route Map is being sent to all the Members whose e-mail ID(s) are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copies of the above mentioned documents is being sent in the permitted mode.
17. Voting through electronic means

Electronic and physical copy of the Notice of the 58th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the Members.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS 2) as issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members, facility to exercise their right to vote at the 58th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are as follows:
 - A. In case a Member receives an e-mail from NSDL (for Members whose e-mail ID(s) are registered with the Company/Depository Participant(s)):
 - (i) Open e-mail and open PDF file viz; "GlaxoSmithKline Consumer Healthcare remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password/PIN for remote e-voting. Please note that the password is just an initial password.
 - (ii) Launch internet browser by typing the following URL: <http://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put User ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "REVEN" of GlaxoSmithKline Consumer Healthcare Limited. Members can cast their vote online from August 6, 2017 (9:00 a.m.) till August 8, 2017 (5:00 p.m.)

Note: e-voting shall not be allowed beyond said time.
 - (viii) Now you are ready for remote e-voting as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to schughpcs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of the Annual General Meeting (for Members whose e-mail ID(s) are not registered with the Company/Depository Participant(s) or requesting physical copy):
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
 - REVEN (Remote E-Voting Event Number)
 - USER ID
 - PASSWORD/PIN
 - (ii) Please follow all steps, as mentioned from Sl. No. A(i) to Sl. No. A(vii) above, to cast vote.
- V. In case of any queries, you may refer so to the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing User ID and password/PIN for casting your vote.
- VII. You can also update your mobile no. and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The remote e-voting period commences on August 6, 2017 (9:00 a.m.) and ends on August 8, 2017 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 3, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IX. Where a person who is not a Member as on cut-off date should treat this notice for informational purposes only.
- X. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. August 3, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com.
- XI. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of August 3, 2017.
- XII. Any person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Sanjay Chugh, Company Secretary in Practice (Membership No.: FCS 3754/CP No.: 3073) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and shall make, not exceeding three (3) working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gsk-ch.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The result shall also be communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, Mumbai.

18. All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

19. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is already hosted along with the Notice on the website of the Company i.e. www.gsk-ch.in.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3:

The Statutory Auditors, Price Waterhouse, Chartered Accountants who have completed two terms of five years and are due to retire at the conclusion of the 58th Annual General Meeting, cannot be re-appointed as the Auditors of the Company under the provisions of The Companies Act, 2013 under Section 139. It is proposed to appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company in place of the retiring Auditors, Price Waterhouse, Chartered Accountants.

Deloitte Haskins & Sells LLP have confirmed that the appointment, if made, would be acceptable to them and would be in compliance with the statutory requirements under the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 .

The Audit Committee has considered and recommended to the Board of Directors, the appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors, as their qualifications and experience have been found to be commensurate with the size and requirements of the Company.

The Board of Directors considered the matter and has recommended the appointment of Deloitte Haskins & Sells LLP as the Statutory Auditors in place of the retiring Auditors, Price Waterhouse, Chartered Accountants. The Directors recommend the Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in this Resolution.

Item No. 4:

Mr. Anup Dhingra (DIN: 07602670) was appointed as a Director of the Company by the Board at the Meeting held on August 5, 2016 w.e.f. September 1, 2016 up to the Annual General Meeting to be held in 2019, in the casual vacancy caused due to the resignation of Mr. Jaiboy John Phillips from the Board w.e.f. August 31, 2016.

Details on Mr. Anup Dhingra, in respect of the Special Business set out at Item No. 4 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013 are as follows:

Mr. Anup Dhingra joined the Company w.e.f. August 1, 2016 from Reckitt Benckiser and has been appointed as Director Operations w.e.f. September 1, 2016. He has over 27 years of intense professional experience in the areas of manufacturing, supply chain, projects & engineering, procurement and factory management. He also has diverse experience of multiple industries and contract manufacturing operations, setting up green field projects, running international operations and developing long term supply chain strategies. Anup joined Reckitt Benckiser as Head of Manufacturing – India in 2007. In this role he had the responsibility for 8 manufacturing factories producing wide range of FMCG & Pharma products. Post that he moved as Projects Director, European Supply Chain based in UK and in the last role with Reckitt Benckiser he served as the Supply Director – Poland, responsible for the biggest RB operations globally.

The appointment of Mr. Anup Dhingra is in the best interest of the Company and the remuneration is commensurate with the important position held by Mr. Anup Dhingra. The approval of the Members is being sought to the terms, conditions and remuneration payable to Mr. Anup Dhingra as the Executive Director of the Company.

Mr. Anup Dhingra does not hold by himself or for any other person on a beneficial basis, any shares in this Company.

Mr. Anup Dhingra is not a Director in any other Company.

The appointment and remuneration being subject to the approval of the Members is placed for approval.

The Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By order of the Board
For GlaxoSmithKline
Consumer Healthcare Limited

Shanu Saksena
Company Secretary &
Area Ethics and
Compliance Officer, ISC

Place : Gurugram
Date : May 11, 2017

Map Overleaf

ROAD MAP FOR ANNUAL GENERAL MEETING VENUE OF GLAXOSMITHKLINE HEALTHCARE LIMITED
Punjab Public School Auditorium, The Punjab Public School, (Senior Wing), Nabha – 147 201 (Punjab)

