



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 - CORRIGENDUM

In Item No. 3 of the Notice dated May 11, 2017 convening the Fifty Eighth Annual General Meeting of the GlaxoSmithKline Consumer Healthcare Limited to 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., inadvertently the period of office of Statutory Auditors has been indicated as two years instead of five years as required under Section 139 read with Companies (Audit & Auditors) Rules, 2014, as amended.

Members are requested to note the revised Item No. 3 and the explanatory statement attached thereto as under:

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 Sixty Third (63rd) 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 Statutory Auditors of the Company, who shall hold office from the conclusion of this 58th Annual General Meeting for a term of consecutive five years till conclusion of the 63rd Annual General Meeting (subject to ratification of the appointment by the Members at every 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.”

By order of the Board
For GlaxoSmithKline
Consumer Healthcare Limited

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

Place: Gurugram
Date: August 4, 2017

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

Item No. 3:

The resolution of Item No. 3 of the Notice dated May 11, 2017 for the Annual General Meeting had inadvertently mentioned the term of the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company for 2 years. As per Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule 2014, the term of the Statutory Auditors of the Company shall be for 5 years.

On account of this it is proposed to appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 years till the conclusion of the 63rd Annual General Meeting.

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 Ordinary 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.

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: August 4, 2017