



GLAXOSMITHKLINE CONSUMER HEALTHCARE LIMITED

Office: Patiala Road, Nabha -147201(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 POSTAL BALLOT

**To,
The Members of the Company**

NOTICE IS HEREBY GIVEN THAT pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to pass the following Resolutions by way of Postal Ballot and electronic voting (e-voting) :-

1. Revision in the terms of payment of remuneration to Mr. Navneet Saluja, Managing Director (DIN: 02183350)

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification to the resolution passed by the Members at the Annual General Meeting (AGM) of the Company held on August 08, 2018 and in addition to the resolution passed by the Members through Postal Ballot on December 20, 2018 and pursuant to Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment to Mr. Navneet Saluja, Managing Director, (DIN: 02183350) a retention bonus upto a maximum amount of INR 3,02,65,000 (Rupees three crore two lakh and sixty five thousand) to be paid within thirty days from December 31, 2019 or the effective date of the ongoing Amalgamation of GlaxoSmithKline Consumer Healthcare Limited with Hindustan Unilever Limited, whichever is earlier and will be paid in accordance with the Performance Matrix as set out by the Company's Retention Bonus Program."

"RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved earlier by the Members shall remain unaltered."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorized to take necessary steps to give effect to this resolution."

2. Revision in the terms of payment of remuneration to Mr. Anup Dhingra, Director – Operations (DIN: 07602670)

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT in partial modification to the resolution passed by the Members at the Annual General Meeting (AGM) of the Company held on August 09, 2017 and in addition to the resolution passed by the Members through Postal Ballot on December 20, 2018 and pursuant to Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment to Mr. Anup Dhingra, Director – Operations (DIN: 07602670) a retention bonus upto a maximum amount of INR 1,63,35,000 (Rupees one crore sixty three lakh and thirty five thousand) to be paid within thirty days from December 31, 2019 or the effective date of the ongoing Amalgamation of GlaxoSmithKline Consumer Healthcare Limited with Hindustan Unilever Limited, whichever is earlier and will be paid in accordance with the Performance Matrix as set out by the Company's Retention Bonus Program."

“RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved earlier by the Members shall remain unaltered.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorized to take necessary steps to give effect to this resolution.”

3. Revision in the terms of payment of remuneration to Mr. Vivek Anand, Director Finance and Chief Financial Officer (DIN: 06891864)

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification to the resolution passed by the Members at the Annual General Meeting (AGM) of the Company held on August 05, 2016 and in addition to the resolution passed by the Members through Postal Ballot on December 20, 2018 and pursuant to Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for payment to Mr. Vivek Anand, Director Finance and Chief Financial Officer, (DIN: 06891864) a retention bonus upto a maximum amount of INR 1,36,06,000 (Rupees one crore thirty six lakh and six thousand) to be paid within thirty days from December 31, 2019 or the effective date of the ongoing Amalgamation of GlaxoSmithKline Consumer Healthcare Limited with Hindustan Unilever Limited, whichever is earlier and will be paid in accordance with the Performance Matrix as set out by the Company’s Retention Bonus Program.”

“RESOLVED FURTHER THAT all other terms and conditions of appointment, as approved earlier by the Members shall remain unaltered.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee thereof) be and is hereby authorized to take necessary steps to give effect to this resolution.”

By order of the Board
For GlaxoSmithKline
Consumer Healthcare Limited

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

Place: Gurugram
Date: February 14, 2019

NOTES:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 in respect of the business specified above along with the material facts is annexed hereto.
2. The Board of Directors have appointed Mr. Sanjay Chugh, Company Secretary in Practice (Membership No.: FCS 3754/CP No.: 3073) as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Beneficial Ownership statements maintained by the depositories as on the close of business hours on Friday, March 01, 2019.

4. Members who have registered their e-mail addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Postal Ballot Notice by e-mail and others are being sent through the permitted mode along with the Postal Ballot Form and postage pre-paid self-addressed business reply envelope in accordance with the provisions of Section 101 of the Companies Act, 2013 read with rule 18 and 22 of the Companies (Management and Administration) Rules, 2014 . Members who have received Notice by e-mail and who wish to vote through Physical Postal Ballot Form may download the Postal Ballot Form from the link <https://evoting.karvy.com> or from the 'investor' section on the Company's website www.gsk-ch.in.
5. There will be one Postal Ballot Form / e-voting for every folio no. / client id no. irrespective of the number of joint holders. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
6. Voting rights in the Postal Ballot Form / e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
7. In Compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all the Members of the Company. The Company has entered into an agreement with Karvy Fintech Private Limited (Karvy) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is an optional facility available to Members.
8. Members can opt for only one mode of voting either by Postal Ballot or through e-voting. If the Member decides to vote through Postal Ballot, they are advised not to vote through e-voting and vice versa. In case of voting by both the modes, e-voting of such member will be considered and counted and the votes casted through Postal Ballot Form of such member will be treated as invalid.
9. The period for voting through Physical Ballot Form and e-voting starts from Wednesday, March 13, 2019 at 09:00 A.M. (IST) and ends on Thursday, April 11, 2019 at 05:00 P.M. (IST) and any Physical Ballot Form received after the said date shall not be considered. E-voting shall be disabled by Karvy at 05:00 P.M. (IST) on Thursday, April 11, 2019.
10. The Scrutinizer's decision on the validity of a Postal Ballot / e-voting will be final.
11. The said results along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, hosted at the Company's website i.e. www.gsk-ch.in and on the website of Karvy i.e. <https://evoting.karvy.com>. The results will be intimated to the Stock Exchanges where the Company's shares are listed within prescribed timelines.
12. Resolutions passed by the Members through Postal Ballot / e-voting is deemed to have been passed as on the last day for receipt of Postal Ballot i.e., on Thursday, April 11, 2019.
13. All the documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company without any fee on all working days (Monday to Friday) between 11.00 A.M. (IST) and 1.00 P.M. (IST) from the date of dispatch of Notice upto the date of declaration of results of Postal Ballot / e-voting.

14. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT FORM

- i. Members are requested to carefully read the instructions before casting their vote and return the form duly completed in all respect and signed, in the attached postage pre-paid self-addressed business reply envelope, so as to reach the Scrutinizer at Karvy Fintech Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad 500032, Telangana not later than the closing hours on Thursday, April 11, 2019. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post or by speed post at the expense of the registered member will also be accepted. The Postal Ballot Form(s) may also be deposited personally. The Postal Ballot Forms received after this date will be treated as if reply from the Member has not been received.
- ii. The votes should be casted either in favor or against the resolution by putting the tick (√) mark in the column provided for Assent or Dissent. Postal Ballot Form bearing tick (√) mark in both the column will render the form invalid.
- iii. Please convey your assent / dissent in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- iv. The Postal Ballot Form should be completed and signed by the sole / first named member or his / her duly authorized attorney registered with the Company. In the absence of the first named Member in a joint holding, the Form may be completed and signed by the next named Member. (However, where the Form is sent separately by the first named Member and the joint holder(s), the vote of the first named Member would be treated as valid).
- v. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution / authority letter, with specimen signatures of authorized signatory(ies), duly attested.
- vi. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be subject to rejection by the Scrutinizer.
- vii. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- viii. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed business reply envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
- ix. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 14(i) above.

15. PROCESS FOR MEMBERS OPTING FOR E-VOTING:

A. In case of member receiving the Ballot Form by e-mail:

- I. Launch internet browser by typing the URL: <http://evoting.karvy.com>.

- II. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No. / DP ID No. / Client ID No. will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- III. After entering these details appropriately, click on “LOGIN”.
- IV. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- V. You need to login again with the new credentials.
- VI. On successful login, the system will prompt you to select the e-Voting Event Number for GlaxoSmithKline Consumer Healthcare Limited.
- VII. On the voting page enter the number of shares (which represents number of votes) as on the cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to resolution and “AGAINST” implies dissent to resolution.
- VIII. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- IX. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- X. You may then cast your vote by selecting any appropriate option and click on “Submit”.
- XI. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- XII. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the board resolution / authority letter etc. together with attested specimen signature of the duly authorized representative(s), to the Scrutinizer at email: schughpcs@gmail.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_EVENT No.<xxxxx>(please fill the EVENT no.)”
- XIII. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

B. In case of Member receiving the Postal Ballot Form by Post:

- (i) User ID and Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow the steps from Sl. No. 15A(i) to 15A(xiii) above, to cast your vote.
- C. In case of any query and / or grievance, pertaining to e-voting, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. Prem Kumar Nair (Unit: GlaxoSmithKline Consumer Limited) of Karvy Fintech Private Limited or at evoting@karvy.com or phone no. 040 – 671615252 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

- D. The period for e-voting starts on Wednesday, March 13, 2019 at 09:00 A.M. (IST) and ends on Thursday, April 11, 2019 at 05:00 P.M (IST). E-voting shall be disabled by Karvy on Thursday, April 11, 2019 at 05:00 P.M. (IST).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1:

The Members at the Annual General Meeting held on August 08, 2018 had appointed Mr. Navneet Saluja (DIN: 02183350), as the Managing Director of the Company till October 31, 2021 and had also fixed the remuneration including perquisites and other terms and conditions of appointment.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee and subject to the approval of shareholders have approved payment to Mr. Navneet Saluja retention bonus upto a maximum amount of INR 3,02,65,000 (Rupees three crore two lakh and sixty five thousand) to be paid within thirty days from December 31, 2019 or the effective date of the ongoing Amalgamation of GlaxoSmithKline Consumer Healthcare Limited with Hindustan Unilever Limited, whichever is earlier and will be paid in accordance with the Performance Matrix as set out by the Company's Retention Bonus Program ("Program"). The program is designed as a combination of fixed payout linked to stay of the individual with the Company and performance payout linked to delivery of net sales for India for 2019. Further, if the effective date of aforesaid amalgamation happens before December 31, 2019, the payouts will be prorated accordingly.

Apart from the retention bonus, other terms and conditions of the appointment or remuneration shall remain same. Mr. Navneet Saluja and his relatives are interested in the Resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution as set out at Item No. 1. The other details of Mr. Navneet Saluja, as required to be given pursuant to the "Secretarial Standards" in respect of item no.1 of the Notice are as follows:

S.No.	Particulars	Details
1.	Date of Birth	October 20, 1961
2.	Nationality	Indian
3.	Date of Appointment on the Board	January 01, 2018
4.	Qualifications	Alumnus of Jamnalal Bajaj Institute of Management Studies (JBIMS)
5.	Experience	31 years
6.	Expertise in specific functional area	General Management
7.	Number of shares held in the Company	NIL
8.	Number of Board Meetings attended during the financial year 2018 - 19	6(6)
9.	Directorship held in other public companies	NIL
10.	Chairman/ Member in the Committees of the Board of companies in which he is Director	NIL
11.	Last approved remuneration	The Members at the Annual General Meeting held on August 08, 2018 had approved the Basic Salary Limit of upto INR 5,60,00,000 /- (Rupees five crore sixty lakh only) per annum along with other terms of remuneration. The Members also approved a payment of one-time special payout of INR 90,00,000 / -(Rupees ninety lakh), through Postal Ballot on December 20, 2018.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

The Board recommends this Resolution for your approval.

Item No. 2:

The Members at the Annual General Meeting held on August 09, 2017 had appointed Mr. Anup Dhingra (DIN: 07602670), as the Director – Operations of the Company till the Annual General Meeting to be held in 2019 and had also fixed the remuneration including perquisites and other terms and conditions of appointment.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee and subject to the approval of shareholders have approved payment to Mr. Anup Dhingra retention bonus upto a maximum amount of INR 1,63,35,000 (Rupees one crore sixty three lakh and thirty five thousand) to be paid within thirty days from December 31, 2019 or the effective date of the ongoing Amalgamation of GlaxoSmithKline Consumer Healthcare Limited with Hindustan Unilever Limited, whichever is earlier and will be paid in accordance with the Performance Matrix as set out by the Company's Retention Bonus Program ("Program"). The program is designed as a combination of fixed payout linked to stay of the individual with the Company and performance payout linked to delivery of net sales for India for 2019. Further, if the effective date of aforesaid amalgamation happens before December 31, 2019, the payouts will be prorated accordingly.

Apart from the retention bonus, other terms and conditions of the appointment or remuneration shall remain same. Mr. Anup Dhingra and his relatives are interested in the Resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution as set out at Item No. 2. The other details of Mr. Anup Dhingra, as required to be given pursuant to the "Secretarial Standards" in respect of item no.2 of the Notice are as follows:

S.No.	Particulars	Details
1.	Date of Birth	December 16, 1967
2.	Nationality	Indian
3.	Date of Appointment on the Board	September 01, 2016
4.	Qualifications	B.Tech, College of Technology, Nainital
5.	Experience	29 years
6.	Expertise in specific functional area	Operations
7.	Number of shares held in the Company	NIL
8.	Number of Board Meetings attended during the financial year 2018 - 19	6(6)
9.	Directorship held in other public companies	NIL
10.	Chairman/ Member in the Committees of the Board of companies in which he is Director	NIL
11.	Last approved remuneration	The Members had approved: The terms of remuneration of Mr. Anup Dhingra at the Annual General Meeting held on August 09, 2017 and Basic Salary Limit of upto INR 2,50,00,000/- (Rupees two crore fifty lakh) per annum along with payment of retention bonus of INR 66,00,000 (Rupees sixty six lakh) through Postal Ballot on December 20, 2018.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

The Board recommends this Resolution for your approval.

Item No. 3:

The Members at the Annual General Meeting held on August 05, 2016 had appointed Mr. Vivek Anand (DIN: 06891864), as the Director Finance and Chief Financial Officer of the Company till the Annual General Meeting to be held in 2019 and had also fixed the remuneration including perquisites and other terms and conditions of appointment.

The Board of Directors, on the recommendation of Nomination & Remuneration Committee and subject to the approval of shareholders have approved payment to Mr. Vivek Anand retention bonus upto a maximum amount of INR INR 1,36,06,000 (Rupees one crore thirty six lakh and six thousand) to be paid within thirty days from December 31, 2019 or the effective date of the ongoing Amalgamation of GlaxoSmithKline Consumer Healthcare Limited with Hindustan Unilever Limited, whichever is earlier and will be paid in accordance with the Performance Matrix as set out by the Company's Retention Bonus Program ("Program"). The program is designed as a combination of fixed payout linked to stay of the individual with the Company and performance payout linked to delivery of net sales for India for 2019. Further, if the effective date of aforesaid amalgamation happens before December 31, 2019, the payouts will be prorated accordingly.

Apart from the retention bonus, other terms and conditions of the appointment or remuneration shall remain same. Mr. Vivek Anand and his relatives are interested in the Resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution as set out at Item No. 3. The other details of Mr. Vivek Anand, as required to be given pursuant to the "Secretarial Standards" in respect of item no.3 of the Notice are as follows:

S.No.	Particulars	Details
1.	Date of Birth	October 16, 1969
2.	Nationality	Indian
3.	Date of Appointment on the Board	June 01, 2015
4.	Qualifications	Chartered Accountant
5.	Experience	24 years
6.	Expertise in specific functional area	Finance
7.	Number of shares held in the Company	NIL
8.	Number of Board Meetings attended during the financial year 2018 - 19	6(6)
9.	Directorship held in other public companies	NIL
10.	Chairman/ Member in the Committees of the Board of companies in which he is Director	<ul style="list-style-type: none"> • Investor Grievances and Stakeholders' Relationship Committee • Corporate Social Responsibility Committee
11.	Last approved remuneration	The Members at the Annual General Meeting held on August 05, 2016 had approved the Basic Salary Limit of upto INR 1,40,00,000 /- (Rupees one crore forty lakh) per annum along with other terms of remuneration. The Members also approved a payment of one-time retention bonus of INR 54,98,000 (Rupees fifty four lakh ninety eight thousand), to Mr. Vivek Anand through Postal Ballot on December 20, 2018.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

The Board recommends this Resolution for your approval.

By order of the Board
For GlaxoSmithKline
Consumer Healthcare Limited

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

Place: Gurugram
Date: February 14, 2019