



GlaxoSmithKline Consumer Healthcare Ltd.
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June 7, 2019

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

The Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C – 1, Block – G
Bandra Kurla Complex, Bandra
Mumbai – 400 051

Sub: Scrutinizer's report of the business transacted at the National Company Law Tribunal convened meeting of the equity shareholders of GlaxoSmithKline Consumer Healthcare Limited held on June 1, 2019

Dear Sir / Madam,

We hereby submit the revised scrutinizer's report in relation to the business transacted through (i) postal ballot; (ii) e-voting process; and (iii) polling paper at the venue of the meeting of the equity shareholders of GlaxoSmithKline Consumer Healthcare Limited ("Company") convened and held on Saturday, June 1, 2019 at 12:00 Noon at Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha – 147201, Punjab pursuant to an order dated April 12, 2019 in Company Application No. CA (CAA) No. 4/Chd/Pb/2019, passed by the Hon'ble Chandigarh bench of the National Company Law Tribunal, for approving with or without modification(s), the proposed scheme of amalgamation among the Company and Hindustan Unilever Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

The enclosed revised scrutinizer's report dated June 6, 2019 is being submitted as the previously submitted scrutinizer's report dated June 1, 2019 contained an inadvertent typographical error. As may be noted from the revised scrutinizer's report, the proposed resolution approving the Scheme was passed by the requisite majority of the equity shareholders of the Company.

We request you take the above information and the revised scrutinizer's report on record.

Thanking You,

For GlaxoSmithKline Consumer Healthcare Limited


Shanu Saksena
Company Secretary

CIN: L24231PB1958PLC002257
Registered Office
Patiala Road
Nabha (Punjab), India 147201

SCRUTINIZER'S REPORT

To,

1. **Mr. Atul V. Sood, Advocate**
Tribunal appointed Chairperson for the Meeting
2. **Mr. Nishant Anand, Advocate**
Tribunal appointed Alternate Chairperson for the Meeting

Sub: Tribunal convened meeting of the Equity Shareholders of GlaxoSmithKline Consumer Healthcare Limited held on Saturday, June 1, 2019 at 12:00 Noon at Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha – 147201, Punjab.

Respected Sir's,

Pursuant to order dated April 12, 2019 ("**Order**") of the Hon'ble Chandigarh Bench of the National Company Law Tribunal at Chandigarh ("**Tribunal**") passed in Company Application No. CA (CAA) No. 4/CHD/PB/2019, it was directed *inter alia*, to hold the meeting of the equity shareholders of GlaxoSmithKline Consumer Healthcare Limited ("**Company**") for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed scheme of amalgamation amongst the Company and Hindustan Unilever Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Scheme**").

The meeting of the equity shareholders of the Company was accordingly held on Saturday, June 1, 2019 at 12:00 Noon at Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha – 147201, Punjab ("**Meeting**") for the purpose of seeking the consent regarding passing the following resolution as contained in the notice convening the Meeting:-

*"RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**"), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the provisions of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters, both dated February 15, 2019, issued by BSE Limited and the National Stock Exchange of India Limited, and subject to the provisions of the memorandum of association and the articles of association of GlaxoSmithKline Consumer Healthcare Limited ("**Transferor Company**") and subject to the approval of the Chandigarh Bench of the Hon'ble National Company Law Tribunal at Chandigarh ("**Tribunal**") and subject to such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Transferor Company ("**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any*

Amrita Gupta

person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the scheme of amalgamation among the Transferor Company and Hindustan Unilever Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act ("**Scheme**") as enclosed to the notice of the Tribunal convened meeting of the equity shareholders of the Transferor Company and placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the preceding resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required and/ or imposed by the Tribunal while sanctioning the Scheme or by any authorities under applicable law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise"

I, Ankita Uniyal, the undersigned, Company Secretary in practice, appointed by the Hon'ble Tribunal vide the said Order, as Scrutinizer, to scrutinize the voting done through polling paper at the said Meeting, submit my report as under:

I. CONFIRMATION REGARDING DISPATCH OF NOTICES:

Based on the records provided by the management of the Company, I understand as follows

1. Notices relating to the Meeting were dispatched between April 23, 2019 and April 24, 2019 to all those equity shareholders who had not registered their email ID's with the Company and the depository participants, and to whom emails were not delivered, (i.e., 10,311 out of 57,168 equity shareholders as on April 12, 2019) and electronically by email to those equity shareholders who had registered their email ID's with the Company and the depository participants (i.e., 46,857 out of 57,168 equity shareholders as on April 12, 2019).
2. The Company published advertisements in relation to the Meeting on April 24, 2019 in "*Financial Express*" (English), Punjab edition and on April 25, 2019 in "*Punjabi Tribune*" (Punjabi), Chandigarh edition, indicating the day, date, place and time of the Meeting.
3. The Company had provided the equity shareholders with the facility for casting their vote by way of postal ballot or by way of e-voting using facility through Karvy Fintech Private Limited ("**Karvy**") and voting by way of polling papers at the Meeting for the equity shareholders attending the Meeting and who have not cast their vote by postal ballot or e-voting.
4. The equity shareholders of the Company holding equity shares as on Friday, April 12, 2019 ("**cut-off date**") were entitled to vote on the resolution as contained in the Notice of the Meeting.
5. The postal ballot and e-voting in connection with the resolution proposed in the Notice of the Meeting commenced on Thursday, May 2, 2019 at 9:00 A.M. and ended on Friday, May 31, 2019 at 5:00 P.M. and the Karvy e-voting platform was disabled thereafter.
6. Karvy has confirmed that the persons who have voted through e-voting process, postal ballot and polling paper at the venue of the Meeting are the equity shareholders of the Company as on the cut-off date.

Ankita Uniyal

II. REPORT IN RESPECT OF THE MATTERS BEFORE THE COMMENCEMENT OF THE MEETING:

The undersigned Scrutinizer checked and verified the following documents:

1. The Proxy Register and the Attendance Register maintained in respect of the Meeting and the closure of the Proxy Register 48 hours prior to the scheduled time of the Meeting.
2. Identify proof issued by a statutory authority (i.e. a PAN Card/ Aadhaar Card/ Passport/ Driving License/ Voter ID Card), etc.

III. REPORT IN RESPECT OF THE MATTERS AFTER COMMENCEMENT OF THE MEETING AND VOTING ON POLL

1. In terms of the directions contained in the Order, the quorum for the Meeting was fixed as 30 shareholders/members personally present. Further, it was directed that if the aforesaid quorum for the Meeting is not present, then the Meeting shall be adjourned by 30 minutes and thereafter, the equity shareholders, present and voting, shall be deemed to constitute the quorum. The requisite quorum was present at the scheduled time. Hence, the meeting was called to order.
2. Polling papers duly signed by the Chairpersons and the undersigned were handed over to the equity shareholders or to the authorized representatives along with proxy holders of the equity shareholders to cast their votes.
3. Upon the conclusion of the voting on the resolution, the locked ballot box containing the filled-in polling papers, was opened in my presence. Thereafter, the polling papers were arranged and diligently scrutinized. The polling papers were also reconciled against the valid proxy forms and authorizations that were received by the Company and also against the records and registers maintained by the Company.
4. Thereafter, the votes cast through e-voting were unblocked by me after completion of the Meeting.
5. The summary of votes cast is as under:

Particulars	No. of Valid Votes			Total	Percentage (%)
	Poll at Meeting	E-voting	Postal Ballot		
For	20	217	131	368	99.99
Against	Nil	3	2	5	0.01
Invalid	1	Nil	7	8	negligible
Total	21	220	140	381	100.00
Abstained	Nil	2	Nil	2	Negligible

i) Voting through Poll Papers at the Meeting:

Particulars	No. of Voters	No. of Equity Shares
a) Votes with assent	20	8,239
b) Votes with dissent	Nil	Nil
c) Invalid votes	1	5
d) Total votes received	21	8,244
e) Abstained	Nil	Nil

Arushi Kulkarni

ii) Voting through e-voting:

Particulars	No. of Voters	No. of Equity Shares
a) Votes with assent	217	3,49,84,233
b) Votes with dissent	3	3,143
c) Invalid votes	Nil	Nil
d) Total votes received	220	3,49,87,376
e) Abstained	2	3,119


iii) Voting through Postal Ballot:

Particulars	No. of Voters	No. of Equity Shares
a) Votes with assent	131	15,110
b) Votes with dissent	2	1,320
c) Invalid votes	7	381
d) Total votes received	140	16,811
e) Abstained	Nil	Nil

6. The above results of e-voting have been compiled by Karvy, which has been relied upon by the undersigned, while reporting.
7. Accordingly, the proposed resolution approving the Scheme has been approved by the requisite majority of the equity shareholders of the Company.
8. The polling papers and other records were handed over to the Chairperson of the Meeting after its conclusion.

Thanking you,

Yours truly,


(ANKITA UNİYAL)

Company Secretary in Practice
Scrutinizer Appointed by the Hon'ble Tribunal
Membership No. 32515

Date: June 6, 2019

Place: Chandigarh

Enclosures:

1. Attendance Register for the Meeting as Annexure 1.
2. Polling papers of the equity shareholders who voted at the Meeting as Annexure 2
3. Proxy Register closed 48 hours prior to the Meeting as Annexure 3.
4. Register showing proxies attending the Meeting as Annexure 4.
5. Authorizations, Forms of Proxy and Attendance Slips along with supporting documents as Annexure 5
6. Postal Ballot Forms as Annexure 6.
7. Detailed report received from Karvy's website as Annexure 7.

M. K. Talwar

Revised Scrutinizer's Report
for submission to Stock
Exchanges.

J. K. Talwar
7/6/19
(CHAIRMAN OF
THE MEETING)

General information about company	
Scrip code	500676
NSE Symbol	GSKCONS
MSEI Symbol	NOTLISTED
ISIN	INE264A01014
Name of the company	GlaxoSmithKline Consumer Healthcare Limited
Type of meeting	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	01-06-2019
Start time of the meeting	12:00 PM
End time of the meeting	01:30 PM

Scrutinizer Details	
Name of the Scrutinizer	Ankita Uniyal
Firms Name	Ankita Uniyal
Qualification	CS
Membership Number	A32515
Date of Board Meeting in which appointed	12-04-2019
Date of Issuance of Report to the company	01-06-2019

Voting results	
Record date	12-04-2019
Total number of shareholders on record date	57168
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	29
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of the scheme of amalgamation among GlaxoSmithKline Consumer Healthcare Limited and Hindustan Unilever Limited and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act,2013 and other matters incidental thereto				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	30471992	30471992	100	30471992	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		30471992	30471992	100	30471992	0	100
Public-Institutions	E-Voting	4854582	3903921	80.4172	3903921	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		4854582	3903921	80.4172	3903921	0	100
Public- Non Institutions	E-Voting	6728964	611463	9.087	608320	3143	99.486	0.514
	Poll		8239	0.1224	8239	0	100	0
	Postal Ballot (if applicable)		16430	0.2442	15110	1320	91.9659	8.0341
	Total		6728964	636132	9.4536	631669	4463	99.2984
Total		42055538	35012045	83.2519	35007582	4463	99.9873	0.0127
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

