

**GlaxoSmithKline
Consumer Healthcare Limited**

Registered Office: Patiala Road, Nabha 147201, Punjab



CIN: L24231PB1958PLC002257

PROXY FORM

Tel No. : 01765 306400
Fax No.: 01765 220642

E-mail Id: investor.2.co@gsk.com
Website : www.gsk-ch.in

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/DP ID/Cient Id:

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint:

- 1) Name:.....Address.....
Email-ID:.....Signature.....or falling him
- 2) Name:.....Address.....
Email-ID:.....Signature.....or falling him
- 3) Name:.....Address.....
Email-ID:.....Signature.....or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60th Annual General Meeting of the Company , to be held on Friday, August 2, 2019 at 9:30 a.m. at the Punjab School Auditorium, The Punjab School(Senior Wing), Nabha 147 201(Punjab) and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019.
2. To declare Dividend for the year ended March 31, 2019 of Rs.105/- per equity share, as recommended by the Board of Directors

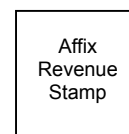
SPECIAL BUSINESS

1. To consider and approve re-appointment of Ms. Sangeeta Talwar (DIN 00062478), Independent Director of the Company for another term with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting
2. To consider and approve appointment of Mr. P. Dwarakanath (DIN: 00231713), Non-Executive Director of the Company effective July 1, 2018
3. To consider and approve appointment of Mr. S. Madhavan (DIN 06451889), Independent Director of the Company for a period of 3 years i.e. September 25, 2018 to September 24, 2021
4. To consider and approve appointment of Mr. P.V. Bhide (DIN 03304262), Independent Director of the Company for a period of 3 years i.e. May 10, 2019 to May 9, 2022
5. To approve re-appointment, remuneration and terms of re-appointment of Mr. Anup Dhingra (DIN: 07602670) as Director - Operations with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting
6. To approve re-appointment, remuneration and terms of re-appointment of Mr. Vivek Anand (DIN: 06891864) as Director - Finance & CFO with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting

Seeking this.....day of.....2019

Signature of the Shareholder(s)_____

Signature of Proxy holder(s)_____



Note:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 60th Annual General Meeting
3. Please complete all details including details of Member(s) in the above box before submission.



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ATTENDANCE SLIP

E-mail Id: investor.2.co@gsk.com
Website : www.gsk-ch.in

60th Annual General Meeting

HOLDER_FOL
HOLDER
HOLDER_ADD
HOLDER_AD1
HOLDER_AD2
HOLDER_AD3
PIN HOLDER_PIN

I/We hereby record my/our presence at the 60th Annual General Meeting of the Company at Punjab School Auditorium, The Punjab Public School(Senior Wing), Nabha 147 201 (Punjab) on Friday, August 2, 2019 at 9.30 a.m

Signature of 1st Holder

Signature of 2nd Holder

Signature of 3rd Holder

Note:

- Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Venue. Attendance Slips shall also be issued at the Venue.
- Electronic copy of the Annual Report for the year ended March 31, 2019 and Notice of the 60th Annual General Meeting(AGM) along with Attendance Slip and Proxy Form is being sent to all the Members whose email address is registered with the Company/Depository Participant unless any Member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- Physical copy of Annual Report for the year ended March 31, 2019 and Notice of the 60th Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all Members whose E-mail Id is not registered or have requested for a hard copy

E-VOTING PARTICULARS

REVEN(Remote E-Voting Event Number)	User ID	Password/PIN
EVENT_NO	USER_ID	PWD

Note:

- Please read complete instructions given at Note No.19 of the Notice of the 60th Annual General Meeting carefully before voting.