



**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 THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE SIXTIETH ANNUAL GENERAL MEETING (AGM)** 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 Friday, August 2, 2019 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, 2019 including Audited Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss for the year ended March 31, 2019 together with the Reports of the Directors and Auditors.
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:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Article 125 of the Articles of Association of the Company, Ms. Sangeeta Talwar (DIN 00062478), Independent Director of the Company whose present term is coming to an end at the conclusion of the 60<sup>th</sup> Annual General Meeting and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for another term with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting."

"RESOLVED FURTHER THAT Mr. Navneet Saluja, 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 pursuant to the provisions of Section 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Article 126 of the Articles of Association of the Company, Mr. P. Dwarakanath (DIN: 00231713) in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as the Non-Executive Director of the Company effective July 1, 2018"

"RESOLVED FURTHER THAT Mr. Navneet Saluja, 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."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 read with Schedule IV and other applicable provisions, if any, 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 125 of the Articles of Association of the Company, Mr. S. Madhavan (DIN 06451889), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors w.e.f. September 25, 2018, and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 142 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from September 25, 2018 for a period of 3 years i.e. September 25, 2018 to September 24, 2021."

"RESOLVED FURTHER THAT Mr. Navneet Saluja, 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 read with Schedule IV and other applicable provisions, if any, 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 125 of the Articles of Association of the Company, Mr. P.V. Bhide (DIN 03304262), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors w.e.f. May 10, 2019, and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 142 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company with effect from May 10, 2019 for a period of 3 years i.e. May 10, 2019 to May 9, 2022.”

“RESOLVED FURTHER THAT Mr. Navneet Saluja, 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.”

7. 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 and Article 125 of the Articles of Association of the Company, Mr. Anup Dhingra (DIN: 07602670), Director – Operations whose present term is coming to an end at the conclusion of the 60<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 be and is hereby re-appointed as an Executive Director of the Company, designated as “Director-Operations”, with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting, 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. 2.5 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 hereinabove 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. Navneet Saluja, 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."

8. 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 and Article 125 of the Articles of Association of the Company, Mr. Vivek Anand (DIN: 06891864) Director – Finance & CFO whose present term is coming to an end at the conclusion of the 60<sup>th</sup> Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 be and is hereby re-appointed as an Executive Director of the Company, designated as "Director – Finance & CFO", with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting, 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. 1.4 crore per annum and allowances shall not exceed Rs. 1.3 crore 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 Salary as above, the expenses incurred by the Company on perquisites shall be restricted to the following:

- i. Housing Loan Interest Subsidy: Mr. Vivek Anand shall 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. Vivek Anand and his dependent family members as per Company's Rules.
- iv. Corporate Club Membership: Club Membership of maximum one club. 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. Vivek Anand is also entitled to Share Value 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. Vivek Anand as Whole-time Director & Chief Financial Officer, 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. Vivek Anand shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove 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. Vivek Anand shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Vivek Anand as Whole-time Director of the Company and Chief Financial Officer 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. Navneet Saluja, Managing Director, Mr. Anup Dhingra, Director - Operations 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 10, 2019

## NOTES:

1. The Register of Members and the Share Transfer Register of the Company will remain closed from Saturday July 27, 2019 to Friday, August 2, 2019, 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 hereto.
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, 2019, 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 July 26, 2019. Dividend of Rs. 105 per share has been recommended by the Board of Directors for the year ended March 31, 2019 and subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid on or before September 2, 2019.
5. In due compliance with the provisions of Section 124 of Companies Act, 2013 the amount of unclaimed dividend for the period up to April 28, 2019 (final dividend for the year ended December 31, 2011) amounting to Rs. 70,30,590/- (Rupees Seventy lakhs thirty thousand five hundred ninety only) has been transferred to the Investor Education and Protection Fund of the Central Government.
6. Members who wish to claim Dividend(s), which remain unclaimed, are advised to send their requests to Karvy Fintech Private Limited, 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/demand drafts 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 2011, as on the date of the 59<sup>th</sup> Annual General Meeting held on August 8, 2018 and a detailed dividend history and due dates for transfer to IEPF on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the website of the Company viz. [www.gsk-ch.in](http://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 19, 2019, to Karvy Fintech Private Limited.
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 Fintech Private Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 008. 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 Fintech Private Limited 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 Fintech Private Limited or at [investor.2.co@gsk.com](mailto:investor.2.co@gsk.com) or [einward.ris@karvy.com](mailto: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/Karvy.
14. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019. In view of the above, members are advised to dematerialise the shares held by them in physical form.
15. Members may also note that the Notice of the 60<sup>th</sup> Annual General Meeting and the Annual Report for the year ended March 31, 2019 will also be available on the Company's website [www.gsk-ch.in](http://www.gsk-ch.in), from where they can be downloaded.
16. Electronic copy of the Annual Report for the year ended March 31, 2019 including the Notice of the 60<sup>th</sup> 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, which is being sent in the permitted mode. For Members who have not registered their e-mail address, physical copies of the above-mentioned documents are being sent in the permitted mode.
17. Webcast Facility

The Company will be providing live webcast of the proceedings of the Annual General Meeting on the Karvy Website. You may access the same at <https://evoting.karvy.com> by using your remote e-voting credentials. The link will be available in shareholder login where EVEN of the Company will be displayed.

18. Voting through electronic means

Electronic and physical copy of the Notice of the 60<sup>th</sup> 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.

- a. 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 with the facility to exercise their right to vote at the 60<sup>th</sup> 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 Annual General Meeting ("remote e-voting") will be provided by Karvy Fintech Private Limited (Karvy).



- b. The facility for voting through ballot paper shall be made available at the Annual General Meeting 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.
- c. The Members who have cast their votes by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

**19. PROCESS FOR MEMBERS OPTING FOR E-VOTING:**

**A. In case of Member(s) receiving an e-mail from Karvy:**

- i. Launch internet browser by typing the URL: <http://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). 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 must 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](mailto:schughpcs@gmail.com) with a copy marked to [evoting@karvy.com](mailto: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.<xxxx>(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(s) receiving physical copy of the Notice of Annual General Meeting and Attendance Slip:**

- i. User ID and Initial password is provided at the bottom of the Attendance Slip Form.

USER ID	PASSWORD

- ii. Please follow the steps from Sl. No. 19A(i) to 19A(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](mailto: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 remote e-voting period commences on Tuesday, July 30, 2019 (9:00 a.m.) and ends on Thursday, August 1, 2019 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the record date of Friday, July 26, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- E. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the User ID and Password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com).
- F. If Member(s) are already registered with Karvy for remote e-voting, then Member(s) can use their existing User ID and Password for casting the vote. If Member(s) have forgotten their Password, it can be reset by using 'Forgot Password' option available on <https://evoting.karvy.com> or contact Karvy at toll free no. 1-800-3454-001 or e-mail at [evoting@karvy.com](mailto:evoting@karvy.com).
20. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
21. 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 record date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.
22. 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.
23. The Chairman shall, at the Annual General Meeting, 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 Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
24. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, 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 two (2) working days from the conclusion of the Annual General Meeting, 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.
25. 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](http://www.gsk-ch.in) and on the website of Karvy 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.
26. 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.
27. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
28. 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](http://www.gsk-ch.in).

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

**Item No. 3:**

Ms. Sangeeta Talwar (DIN 00062478) is an Independent Director of the Company whose present term is coming to an end at the conclusion of the 60<sup>th</sup> Annual General Meeting. Subject to the approval of members, the Board of Directors in their meeting held on May 10, 2019 re-appointed Ms. Sangeeta Talwar as an Independent Director of the Company for another term with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting.

Ms. Sangeeta Talwar is a member of the Audit Committee of the Company and Chairperson of Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

Ms. Sangeeta Talwar does not hold by herself or for any other person on a beneficial basis, any shares in this Company.

The other details of Ms. Sangeeta Talwar, 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	May 5, 1956
2.	Nationality	Indian
3.	First date of appointment on the Board	August 6, 2014 (August 5, 2016 - appointed in this capacity)
4.	Qualifications	MBA from IIM Kolkata and Economics Honours graduate from Lady Shri Ram College, Delhi

5.	Experience	She started her career with Nestle and was instrumental in creating, launching and establishing the 'Maggi' phenomenon, the first instant food product in the country and subsequently headed the Marketing Function in Nestle. Subsequently she joined Mattel, the world's largest Toy Company in India as CEO and Managing Director. She was appointed as Executive Director for Tata Tea Limited in 2004 and later as President-South Asia for the Tata Global Beverages Group. In Sep 2010, she was appointed as a Managing Director of NDDB Dairy Services. She holds a few distinctions: Business Today has selected her as one of the 30 Most Powerful Women in Indian Business - 2007, 2009 and 2010; India Today Woman in the Corporate World - 2010 and Women Super Achievers Award for Outstanding Contribution to Social Marketing.
6.	Expertise in specific functional area	Marketing and Sales
7.	Number of shares held in the Company	NIL
8.	Number of Board Meetings attended during the financial year 2018 - 19	7(7)
9.	Directorship held in other public companies	HCL Infosystems Limited, Sembcorp Green Infra Limited, Mahindra First Choice Wheels Limited, TCNS Clothing Company Limited, Sembcorp Energy India Limited and Castrol India Limited
10.	Chairman/ Member in the Committees of the Board of companies in which she is Director	<ul style="list-style-type: none"> <li>▪ Corporate Social Responsibility Committee</li> <li>▪ Stakeholders' Relationship Committee</li> <li>▪ Nomination and Remuneration Committee</li> <li>▪ Audit Committee</li> </ul>
11.	Last approved remuneration	Being an Independent Director, Ms. Sangeeta Talwar would be entitled to Sitting Fees/ Commission as approved by Board of Directors of the Company from time to time.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

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.

A notice under Section 160 of the Companies Act, 2013 had been received for candidature of re-appointment of Ms. Sangeeta Talwar as Director.

Ms. Sangeeta Talwar has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Sangeeta Talwar fulfills the conditions for her appointment as an Independent Director of the Company as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent of the management. Copy of the draft letter for appointment of Ms. Sangeeta Talwar as an Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal hours on any working days excluding Saturday.

Ms. Sangeeta Talwar and her relatives are interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise set out at Item No. 3.

The approval of the Members is being sought and your Board recommends passing of the resolution(s).

#### Item No. 4:

Mr. P. Dwarakanath (DIN: 00231713) ceased to be the Independent Director of the Company effective June 30, 2018. Mr. P. Dwarakanath was appointed by the Board of Directors at their Meeting held on June 30, 2018 as the Nominee Director of the Company based on the nomination received from Horlicks Limited in terms of Article 126 of the Articles of Association of the Company. In the same meeting, the Board of Directors of the Company also appointed Mr. P. Dwarakanath as the Non-Executive Chairman of the Board.

Mr. P. Dwarakanath is the Member of the Corporate Social Responsibility Committee and Nomination and Remuneration Committee of the Company.

Mr. P. Dwarakanath does not either by himself or through any other person on a beneficial basis hold any shares in this Company.

The other details of Mr. P. Dwarakanath, as required to be given pursuant to the "Secretarial Standards" in respect of item no.4 of the Notice are as follows:

S.No.	Particulars	Details
1.	Date of Birth	September 27,1947
2.	Nationality	Indian
3.	First date of appointment on the Board	April 9, 2013 (July 1, 2018 - appointed in this capacity)



4.	Qualifications	B.Sc., B.L. and P.G.D. (P.M., I.R. & L.W.)
5.	Experience	Mr. P Dwarakanath retired as Director - Human Resource w.e.f. July 31, 2006. Since his retirement, he has been associated as Non-Executive Director till June 30, 2018 and now Nominee Director of the Company. He has been actively involved in various professional bodies and formely the Treasurer of All India Management Association (AIMA) and had successful stint as the President of the National Human Resources Development Network (2005 to 2007) and President of Delhi Management Association (2000/2001).
6.	Expertise in specific functional area	He has over 45 years of experience in Engineering, Chemical, Pharma and Consumer Goods industry in the core functional areas of Legal, Employee Relations, Management Development, Leadership Development & HR Management.
7.	Number of shares held in the Company	NIL
8.	Number of Board Meetings attended during the financial year 2018 - 19	7(7)
9.	Directorship held in other public companies	Pharmax Corporation Limited
10.	Chairman/ Member in the Committees of the Board of companies in which he is Director	Stakeholders' Relationship Committee
11.	Last approved remuneration	Being a Nominee Director, Mr P. Dwarakanath would be entitled to Sitting Fees/ Commission as approved by Board of Directors of the Company from time to time.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

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.

A notice under Section 160 of the Companies Act, 2013 had been received for candidature of appointment of Mr. P. Dwarakanath as Director.

Mr. P. Dwarakanath and his relatives are interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise set out at Item No. 4.

The approval of the Members is being sought and your Board recommends passing of the resolution(s).

#### Item No. 5:

Subject to the approval of members, the Board of Directors of the Company via Circular Resolution dated September 25, 2018 appointed Mr. S. Madhavan (DIN: 06451889) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. September 25, 2018, and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 142 of the Articles of Association of the Company.

Mr. S. Madhavan is a member of the Audit Committee and Corporate Social Responsibility Committee of the Company.

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

The other details of Mr. S. Madhavan, as required to be given pursuant to the "Secretarial Standards" in respect of item no.5 of the Notice are as follows:

S.No.	Particulars	Details
1.	Date of Birth	October 27, 1956
2.	Nationality	Indian
3.	First date of appointment on the Board	September 25, 2018 (appointed in this capacity)
4.	Qualifications	Chartered Accountant and MBA from Indian Institute of Management, Ahmedabad
5.	Experience	During 1998-2012, he was with Price Waterhouse Coopers & last position held was Senior Partner & Executive Director, Tax and Regulatory Services. In the past he has also been designated as the President North Region, Indo-American Chamber of Commerce and Co-Chairman, Taxation Committee, ASSOCHAM. He is presently acting as a Co-Chairman of the GST Task Force, constituted by FICCI.
6.	Expertise in specific functional area	Finance, Tax
7.	Number of shares held in the Company	NIL

8.	Number of Board Meetings attended during the financial year 2018 - 19	4(7) (appointed during the year)
9.	Directorship held in other public companies	UFO Moviez India Limited, HCL Technologies Limited, Scrabble Entertainment Limited, Transport Corporation of India Limited and ICICI Bank Limited.
10.	Chairman/ Member in the Committees of the Board of companies in which he is Director	<ul style="list-style-type: none"> <li>▪ Audit Committee</li> <li>▪ Finance Committee</li> <li>▪ Corporate Social Responsibility Committee</li> <li>▪ Nomination and Remuneration Committee</li> <li>▪ Stakeholder's Relationship Committee</li> </ul>
11.	Last approved remuneration	Being an Independent Director, Mr. S. Madhavan would be entitled to Sitting Fees/ Commission as approved by Board of Directors of the Company from time to time.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

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.

A notice under Section 160 of the Companies Act, 2013 had been received for candidature of re-appointment of Mr. S. Madhavan as Director. Mr. S. Madhavan has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. S. Madhavan fulfills the conditions for his appointment as an Independent Director of the Company as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. Copy of the draft letter for appointment of Mr. S. Madhavan as an Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal hours on any working days excluding Saturday.

Mr. S. Madhavan and his relatives are interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise set out at Item No. 5.

The approval of the Members is being sought and your Board recommends passing of the resolution(s).

#### Item No. 6:

Subject to the approval of members, the Board of Directors of the Company in their meeting held on May 10, 2019 appointed Mr. P.V. Bhide (DIN 03304262) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. May 10, 2019, and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and Article 142 of the Articles of Association of the Company.

Mr. P.V. Bhide is a not a member of any of the Committees of the Board.

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

The other details of Mr. P.V. Bhide, as required to be given pursuant to the "Secretarial Standards" in respect of item no.6 of the Notice are as follows:

S.No.	Particulars	Details
1.	Date of Birth	January 8, 1950
2.	Nationality	Indian
3.	First date of appointment on the Board	May 10, 2019 (appointed in this capacity)
4.	Qualifications	IAS (Retd.) [1973 batch – Andhra Pradesh Cadre] B.Sc. (Chemistry – Hons.), LLB and MBA
5.	Experience	Served various Government of India positions such as Secretary, Department of Revenue, Ministry of Finance, (June 2007 – January 2010); Secretary (February – June 2007) and Joint Secretary (2002-04), Department of Disinvestment, Ministry of Finance; Additional Secretary /Spl. Secretary Ministry of Home Affairs Government of India (August 2004 – January 2007); Deputy Secretary / Director (1983-88) in the Department of Economic Affairs, Ministry of Finance; Director Fund-Bank Division of the Department and thereafter served as Advisor (May 1988 - February 1992) to India's Executive Director to the International Board for Reconstruction and Development (IBRD), Washington D.C. Served various State Government (Andhra Pradesh) positions such as Secretary, Department of Finance; Secretary, Department of Energy; Managing Director (1997-2002) of the Godavari Fertilisers and Chemicals Limited, a State Govt. promoted undertaking.
6.	Expertise in specific functional area	Finance, Law
7.	Number of shares held in the Company	NIL
8.	Number of Board Meetings attended during the financial year 2018 - 19	Not Applicable (appointed post financial year 2018-19)

9.	Directorship held in other public companies	L&T Finance Limited, Tube Investments of India Limited, Glaxosmithkline Pharmaceuticals Limited, NOCIL Limited, L&T Finance Holdings Limited, Vst Industries Limited, L&T Housing Finance Limited
10.	Chairman/ Member in the Committees of the Board of companies in which he is Director	<ul style="list-style-type: none"> <li>▪ Audit Committee</li> <li>▪ Nomination and Remuneration Committee</li> <li>▪ Stakeholder's Relationship Committee</li> <li>▪ Risk Management Committee</li> <li>▪ Corporate Social Responsibility Committee</li> </ul>
11.	Last approved remuneration	Being an Independent Director, Mr. P.V. Bhide would be entitled to Sitting Fees/ Commission as approved by the Board of Directors of the Company from time to time.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

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.

A notice under Section 160 of the Companies Act, 2013 had been received for candidature of re-appointment of Mr. P.V. Bhide as Director.

Mr. P.V. Bhide has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. P.V. Bhide fulfills the conditions for his appointment as an Independent Director of the Company as specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the management. Copy of the draft letter for appointment of Mr. P.V. Bhide as an Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal hours on any working days excluding Saturday.

Mr. P.V. Bhide and his relatives are interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise set out at Item No. 6.

The approval of the Members is being sought and your Board recommends passing of the resolution(s).

#### Item No. 7:

Subject to the approval of the members, the Board of Directors in their meeting held on May 10, 2019 re-appointed Mr. Anup Dhingra (DIN: 07602670), Director – Operations whose present term is coming to an end at the conclusion of the 60<sup>th</sup> Annual General Meeting with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting on the remuneration including perquisites and other terms and conditions of the appointment, not exceeding the limits as mentioned in the resolution.

Mr. Anup Dhingra is a member of the Risk Management Committee 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.

The other details of Mr. Anup Dhingra, as required to be given pursuant to the "Secretarial Standards" in respect of item no.7 of the Notice are as follows:

S.No.	Particulars	Details
1.	Date of Birth	December 16, 1967
2.	Nationality	Indian
3.	First date of appointment on the Board	September 01, 2016 (appointed in this capacity)
4.	Qualifications	B.Tech, College of Technology, Nainital
5.	Experience	He has over 28 years of intense professional experience and 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. He joined Reckitt Benckiser as Head of Manufacturing – India in 2007 and Joined GSK effective August 1, 2016. In this role, he had the responsibility for managing 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. Prior to Reckitt Benckiser, Anup was associated with Johnson and Johnson - Ethicon Business at their Suture manufacturing plant in Aurangabad for over 4 years as Director Operations. He also had additional responsibility of third party manufacturing at Mumbai and setting up a new plant at Baddi, HP. Earlier he worked with Gillette for over 8 years in Duracell and GEEP businesses in various supply chain roles like – plant management, materials management and production. He worked with Eicher Tractors for over 4 years, where he got acquainted with all modern manufacturing techniques and processes. Anup started his career with CEAT tyres in 1989.
6.	Expertise in specific functional area	Operations - manufacturing, supply chain, projects & engineering, procurement and factory management.
7.	Number of shares held in the Company	NIL

8.	Number of Board Meetings attended during the financial year 2018 - 19	7(7)
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 approved the terms of remuneration of Mr. Anup Dhingra at the Annual General Meeting held on August 09, 2017 and thereafter increased 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 notice dated November 1, 2018 and thereafter, 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 through Postal Ballot notice dated February 14, 2019.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

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.

A notice under Section 160 of the Companies Act, 2013 had been received for candidature of re-appointment of Mr. Anup Dhingra as Director.

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 is concerned or interested, financial or otherwise set out at Item No. 7.

The appointment of Mr. Anup Dhingra is in the best interest of the Company and the remuneration is commensurate with the position held by Mr. Anup Dhingra.

The approval of the Members is sought for re-appointment at the terms, conditions and remuneration payable to Mr. Anup Dhingra as the Whole-time Director and Director - Operations of the Company and your Board recommends passing of the resolution(s).

#### Item No. 8:

Subject to the approval of the members, the Board of Directors in their meeting held on May 10, 2019 re-appointed Mr. Vivek Anand (DIN: 06891864), Director – Operations whose present term is coming to an end at the conclusion of the 60<sup>th</sup> Annual General Meeting with effect from August 02, 2019 till the conclusion of sixty third Annual General Meeting on the remuneration including perquisites and other terms and conditions of the appointment, not exceeding the limits as mentioned in the resolution.

Mr. Vivek Anand is a member of the Investor Grievance and Stakeholder's Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee.

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

The other details of Mr. Vivek Anand, as required to be given pursuant to the "Secretarial Standards" in respect of item no.8 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 (appointed in this capacity)
4.	Qualifications	Chartered Accountant
5.	Experience	He has a wide experience spanning over 24 years. He has been primarily with FMCG industry with companies like HUL in India, Bangladesh and Singapore. He has also had a brief stint with Telecom with Telenor India as their CFO. He has been in leadership position during a large part of his career and was also the Process lead for U2K2 Program based in Singapore (the biggest change management program in Unilever covering AACEE-Asia, Africa, Middle East, Turkey & Central Eastern Europe)
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	7(7)
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 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 notice dated November 1, 2018 and thereafter, 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 vide Postal Ballot notice dated February 14, 2019.
12.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NIL

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.

A notice under Section 160 of the Companies Act, 2013 had been received for candidature of re-appointment of Mr. Vivek Anand as Director.

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 is concerned or interested, financial or otherwise set out at Item No. 8.

The appointment of Mr. Vivek Anand is in the best interest of the Company and the remuneration is commensurate with the position held by Mr. Vivek Anand.

The approval of the Members is sought for re-appointment at the terms, conditions and remuneration payable to Mr. Vivek Anand as the Whole-time Director and Director – Finance & CFO of the Company and your Board recommends passing of the resolution(s).

By order of the Board  
For GlaxoSmithKline  
Consumer Healthcare Limited

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

Place: Gurugram  
Date : May 10, 2019



**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)





