



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTY FOURTH ANNUAL GENERAL MEETING 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 Tuesday, April 9, 2013 at 9.30 a.m. to transact the following business :-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Profit and Loss Account for the year ended December 31, 2012, the Balance Sheet as at that date together with the Reports of the Directors and Auditors.
2. To declare a Dividend on equity shares for the year ended December 31, 2012.
3. To appoint Auditors for the current year and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED that subject to the approval of the members pursuant to Section 31 of the Companies Act, 1956, any other appropriate authority(ies) and subject to all other applicable provisions, if any, the Articles of Association of the Company be altered in the following manner:

Article 96 of the Articles of Association be deleted and in its place the following new Article be substituted:

"96. The number of Directors of the Company shall not be less than three nor more than ten."

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

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given for the re-appointment of Mr. Ramakrishnan Subramanian as a Whole time Director of the Company for a period of three years with effect from 1 August 2012, on remuneration including perquisites and other terms and conditions of the re-appointment not exceeding the limits as enumerated below:

a) Salary

Basic salary and allowances shall not exceed Rs. 13,75,000/- per month. 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. He shall also be entitled to home loan interest subsidy scheme as per Company's rules.
- ii. Medical Reimbursement: Expenses incurred for Mr. Ramakrishnan Subramanian and his dependent family members as per Company's Rules. He shall also be entitled to post retirement medical benefits to cover him and his spouse.
- iii. Corporate Club Membership: Club Membership of maximum two clubs. Membership of Corporate/Health club and Professional Bodies as per Company's scheme.
- iv. Personal Accident and Life Insurance coverage will be provided in accordance with Company's Rules.
- v. Company maintained car including fuel expenses or allowance in lieu thereof in accordance with the Company's Rules.
- vi. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- vii. Leave with full salary, bonus, allowances and perquisites as applicable in accordance with the Company's Rules.
- viii. Mr. Ramakrishnan Subramanian 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. Ramakrishnan Subramanian as Wholetime 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 Para I of Section II of Part II of Schedule XIII to the Companies Act, 1956 or within such ceilings as may be prescribed under Schedule XIII from time to time or the Companies Act, 1956 and as may be amended from time to time."

Other Terms

"RESOLVED FURTHER THAT Mr. Ramakrishnan Subramanian 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 any other applicable retirement scheme in accordance with the Company's Rules.
- ii. Gratuity, in accordance with the Company's Rules, 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, and
- iii. Any other retirement benefits in accordance with the Company's Rules."

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Ramakrishnan Subramanian shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Ramakrishnan Subramanian as Wholetime Director of the Company 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 remuneration within the limits specified."

6. To appoint Directors in accordance with the provisions of Section 265 of the Companies Act, 1956 and Article 97 of the Articles of Association of the Company by poll.

NOTE: Notices under Section 257 of the Companies Act, 1956 have been received from some members proposing the candidature of Mr. Kunal Kashyap, Mr. P Dwarakanath, Mr. Naresh Dayal, Mr. Mukesh H Butani, Mr. Jaiboy John Phillips, Mr. Ramakrishnan Subramanian and Mr. Subodh Bhargava for appointment as Directors of the Company.

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

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given for the appointment of Mr. Jaiboy John Phillips as the Wholetime Director of the Company, with effect from April 9, 2013 up to the Annual General Meeting to be held in 2016, on remuneration including perquisites and other terms and conditions of the appointment not exceeding the limits as enumerated below:

a) Salary

Basic salary and allowances shall not exceed Rs. 16 Lacs per month. 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: Mr. Jaiboy John Phillips shall be entitled to Company Leased Accommodation for a period till 30th June 2013.
- ii. Housing Loan Interest Subsidy: He shall also be entitled to housing loan interest subsidy as per Company's Rules.
- iii. Medical Reimbursement: Expenses incurred for Mr. Jaiboy John Phillips and his dependent family as per Company's Rules. He shall also be entitled to post retirement medical benefits to cover him and his spouse.
- 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. Jaiboy John Phillips 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. Jaiboy John Phillips as Wholetime 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 Para I of Section II of Part II of Schedule XIII to the Companies Act, 1956 or within such ceilings as may be prescribed under Schedule XIII from time to time or the Companies Act, 1956 and as may be amended from time to time."

Other Terms

"RESOLVED FURTHER THAT Mr. Jaiboy John Phillips 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 any other applicable retirement scheme in accordance with the Company's Rules.
- ii. Gratuity, as per Payment of Gratuity Act, 1972 i.e. a maximum of Rs. 10 Lacs, or such other sum as may be prescribed in the said Act from time to time.

iii. Any other retirement/post retirement benefits in accordance with the Company's Rules."

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Jaiboy John Phillips shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Jaiboy John Phillips as Wholetime Director of the Company 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 remuneration within the limits specified."

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

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given for the appointment of Mr. Ramakrishnan Subramanian as a Whole time Director of the Company, with effect from April 9, 2013 up to the Annual General Meeting to be held in 2016, on remuneration including perquisites and other terms and conditions of the appointment not exceeding the limits as enumerated below:

a) Salary

Basic salary and allowances shall not exceed Rs. 16 Lacs per month. 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. Ramakrishnan Subramanian shall be entitled to housing loan interest subsidy as per Company's Rules.
- ii. Medical Reimbursement: Expenses incurred for Mr. Ramakrishnan Subramanian and his dependent family members as per Company's Rules. He shall also be entitled to post retirement medical benefits to cover him and his spouse.
- iii. Corporate Club Membership: Club Membership of maximum two clubs. Membership of Corporate/Health club and Professional Bodies as per Company's Rules.
- iv. Personal Accident and Life Insurance coverage will be provided in accordance with Company's Rules.
- v. Company maintained car including fuel expenses.
- vi. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- vii. Leave as applicable in accordance with the Company's Rules.
- viii. Mr. Ramakrishnan Subramanian 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. Ramakrishnan Subramanian as Wholetime 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 Para I of Section II of Part II of Schedule XIII to the Companies Act, 1956 or within such ceilings as may be prescribed under Schedule XIII from time to time or the Companies Act, 1956 and as may be amended from time to time."

Other Terms

"RESOLVED FURTHER THAT Mr. Ramakrishnan Subramanian 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 any other applicable retirement scheme in accordance with the Company's Rules.
- ii. Gratuity, in accordance with the Company's Rules, 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, and
- iii. Any other retirement/post retirement benefits in accordance with the Company's Rules."

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Ramakrishnan Subramanian shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Ramakrishnan Subramanian as Wholetime Director of the Company 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 remuneration within the limits specified."

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

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309 and all other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given for the re-appointment of Mr. Zubair Ahmed as Managing Director of the Company for a period of 4 years i.e. from June 1, 2013 to May 31, 2017, on remuneration including perquisites and other terms and conditions of the appointment not exceeding the limits as enumerated below:

a) Salary

Basic salary and allowances shall not exceed Rs. 35 Lacs per month. 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, expenses incurred by the Company on perquisites shall be restricted to the following:

- i. Housing Loan Interest Subsidy: Mr. Zubair Ahmed shall be entitled to housing loan interest subsidy as per Company's Rules.
- ii. Medical Reimbursement: Expenses incurred for Mr. Zubair Ahmed and his dependent family as per Company's Rules. He shall also be entitled to post retirement medical benefits to cover him and his spouse.
- iii. Corporate Club Membership: Club Membership of maximum two clubs. Membership of Corporate/Health club and Professional Bodies as per Company's Rules.
- iv. Personal Accident and Life Insurance will be provided in accordance with the Company's Rules.
- v. Company maintained car including fuel expenses.
- vi. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- vii. Leave as applicable in accordance with the Company's Rules.
- viii. Mr. Zubair Ahmed 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. Zubair Ahmed as Managing 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 Para I of Section II of Part II of Schedule XIII to the Companies Act, 1956 or within such ceilings as may be prescribed under Schedule XIII from time to time or the Companies Act, 1956 and as may be amended from time to time."

Other Terms

"RESOLVED FURTHER THAT Mr. Zubair Ahmed 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 any other applicable retirement scheme in accordance with the Company's Rules.
- ii. Gratuity, as per Payment of Gratuity Act, 1972 i.e. a maximum of Rs. 10 Lacs, or such other sum as may be prescribed in the said Act from time to time.
- iii. Any other retirement/post retirement benefits in accordance with the Company's Rules.

"RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Mr. Zubair Ahmed shall be subject to Income Tax Act and Rules as applicable from time to time."

"RESOLVED FURTHER THAT the appointment of Mr. Zubair Ahmed as Managing Director of the Company 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 remuneration within the limits specified."

By order of the Board

Gurgaon
February 15, 2013

Surinder Kumar
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no. 4

The Articles of Association of the Company presently allows for a maximum of nine Directors to be appointed by the Company. Considering the nature and size of the business and to bring in more diversity to the Board and varied experience, it is proposed to increase the number of Directors from nine to ten. The proposed resolution is subject to the approval of the members and all other appropriate authorities.

Memorandum of Interest

No Director of the Company is concerned or interested in the resolution.

Item No. 5

Pursuant to a notice received from Horlicks Limited under Article 97 A of the Articles of Association of the Company, the Board of Directors, at its meeting held on August 1, 2012, appointed Mr. Ramakrishnan Subramanian as Wholetime Director, for a period of three years w.e.f. August 1, 2012. The remuneration payable to Mr. Ramakrishnan Subramanian, being subject to the approval of the members, is placed for approval.

Mr. Subramanian joined the Company in 2006 as Deputy CFO and was promoted as Director - Finance effective December, 2007. He brings to the organization a rich 29 years of experience in the FMCG sector. He is responsible for efficient operations of Finance, Treasury, Taxation, Insurance, Internal & Statutory Audit functions. Before joining the Company, he was working for a FMCG company HUL and spent across several positions in Finance & Procurement functions, in varied foods categories.

As member of Indian Sub-Continent Management Team, he contributed towards determination of local business strategy, meeting its sales & operating profit targets, as well as to shape the organisation to meet the challenges for the future.

Mr. Ramakrishnan Subramanian is not holding any shares in the Company.

Mr. Ramakrishnan Subramanian is not a Director in any other Company.

Memorandum of Interest

Mr. Ramakrishnan Subramanian is interested in the resolution to the extent specified therein.

No other Director of the Company is concerned or interested in the resolution.

Item No. 6

As per Article 97 of the Articles of Association of the Company, all Directors of your Company, other than those appointed under Article 97A, 117 and 119, shall be appointed under the system of proportional representation once in every three years. Accordingly, the Directors appointed in the Annual General Meeting held on April 23, 2010, shall vacate office at the conclusion of the Annual General Meeting to be held on 9 April 2013. Seven Directors will be appointed by the Members under the system of proportional representation in this meeting to hold office for a term of three years.

Notices under Section 257 of the Companies Act, 1956 have been received from some Members proposing the candidature of Mr. Kunal Kashyap, Mr. P Dwarakanath, Mr. Naresh Dayal, Mr. Mukesh H Butani, Mr. Jaiboy John Phillips, Mr. Ramakrishnan Subramanian and Mr. Subodh Bhargava for appointment as Directors of the Company. We are hereinbelow giving details of all the persons to be appointed as Directors:-

1. Mr. Kunal Kashyap is a Chartered Accountant by profession and is currently the Chairman and Managing Director of Allegro Capital Advisors Pvt Ltd, a leading Investment Bank. Mr. Kunal Kashyap was also the founder and Executive Director of Celstream Technologies Pvt. Ltd, a leading software product engineering organisation. During the period 1994-2000, he was a global partner at Arthur Andersen responsible for developing the firms' practice in South India. Mr. Kunal Kashyap has also been responsible for managing the treasury and Business Development functions for Asia Pacific at Digital Equipment Corporation.

Mr. Kunal Kashyap is a Director on the Board of Corporate Voice Weber Shandwik P Ltd, Allegro Capital Advisors Pvt Ltd, Allegro Capital Pvt Ltd, Allegro Insurance Brokers Pvt Ltd and Zela Wellness Pvt Ltd. Since March 28, 2001, he has been a Director of this Company.

Mr. Kunal Kashyap is also a Chairman of the Audit Committee of Corporate Voice Weber Shandwik P Ltd.

Mr. Kunal Kashyap is not holding any shares in the Company.

The appointment being subject to the approval of the Members is placed for approval.

2. Mr. P Dwarakanath retired as Director - Human Resource of the Company w.e.f. July 31, 2006. Since his retirement, he has been a Non Executive Director of the Company. Mr. Dwarakanath has over 40 years of experience in Engineering, Chemical, Pharma and Consumer Goods industry in the core functional areas of Legal, Employee Relations, Management Development, Leadership Development and HR Management. He has been actively involved in various professional bodies and currently the Treasurer of All India Management Association (AIMA) and has a successful stint as President of the National Human Resources Development Network, (2005 to 2007) and President of Delhi Management Association (2000/2001).

Mr. P Dwarakanath is a Director on the Board of Pharmax Coporation Ltd., Max Healthstaff International Ltd., Malsi Estates Ltd., ABK Consultants Pvt. Ltd., Grow Talent Company Ltd., Solace Hotels and Hospitality Services Pvt. Ltd. and Max Ventures Pvt. Ltd.

Mr. P Dwarakanath is not holding any shares in the Company.

The appointment being subject to the approval of the Members is placed for approval.

3. Mr. Naresh Dayal, IAS, has worked with the Government of India for 37 years in various positions at the state and national levels. As Secretary, Ministry of Health and Family Welfare, Mr. Dayal has been responsible, among other things, for all policies and programs in Public Health, supervising National Health Authorities, assessing and devising the policies for the country's manpower requirements in health. Mr. Dayal holds a Masters degree in Arts from University of Delhi and also in Professional Studies, Agriculture, from University of Cornell, USA.

Mr. Naresh Dayal is also the Chairman of the Expert Appraisal Committee for Coastal Regulation Zone and Infrastructure Projects for Environment and CRZ clearances by the Ministry of Environment, Government of India.

Mr. Naresh Dayal is a Director of State Trading Corporation of India Limited.

Mr. Naresh Dayal does not hold any shares in the Company.

The appointment being subject to the approval of the Members is placed for approval.

4. Mr. Mukesh H Butani is Chairman of BMR Advisors and Managing Partner of BMR Legal. With a specialisation in international tax and transfer pricing, he has significant experience in advising Fortune 500 multinationals and Indian business houses on a wide range of matters relating to FDI policy, entry strategy, business re-organisations, cross-border tax structuring, tax controversy and regulatory policy across a range of sectors.

A former national tax Director and international tax Partner at two Big Four accounting firms, Mr. Mukesh H Butani currently serves as a member of the board of Taxand, the world's largest independent tax organisation, and as Vice Chairman of the International Chamber of Commerce Commission on Taxation. He is presently serving as member of FICCI's National Executive Committee, Corporate Laws Committee, Council Member of the European Business Group, CII's national committee on dispute resolution, ASSOCHAM's National M&A Council and Corporate Affairs Committee of PHD chambers. Mr. Mukesh H Butani is serving as a member of the International Fiscal Association's Permanent Scientific Committee and OECD-BIAC committee. He was inducted as member of the Advisory Group on International Tax and Transfer Pricing constituted by the Indian Ministry of Finance in 2012. He served as a member of the OECD's Business Restructuring Advisory Group and is presently member of OECD's working party on transfer pricing and intangibles. Mr. Mukesh H Butani is actively associated with Washington D.C. based advocacy bodies, US-India Business Council and US Council for International Business.

Mr. Mukesh H Butani is an acclaimed expert in the areas of international tax, transfer pricing and India tax & regulatory policies. He has several authorships to his credit - including works published by LexisNexis Butterworths and most recently, a treatise on Transfer Pricing Dispute Resolution for the Cambridge University Press. His other authorships include the Wolters Kluwer CCH online guide to Transfer Pricing in Asia and titles on Business Restructurings and Customs Valuation, co-authored for the International Bureau of Fiscal Documentation (IBFD). Mr. Mukesh H Butani participated in the Kelkar task force tax reforms and was a member of the Indian MoF's committee on e-commerce taxation. He is presently representing ICC on the MoF Standing Committee on withholding tax and Foreign Tax Credit. Also Mr. Mukesh H Butani has been ranked as the top Tax Controversy Leader in India 2012 by International Tax Review.

Mr. Mukesh H Butani has consistently featured among the leading international tax and transfer pricing advisors in independent surveys, most notably the International Tax Review, Legal Review Expert Guides, Asia Law Leading Lawyers, Chambers & Partners and Legal Who's Who of Corporate Tax Lawyers. He also featured in the Business Today survey, of 'India's top 50 Managers' in 2004.

Mr. Mukesh H Butani is a graduate in Commerce from the University of Bombay and holds a bachelor's degree in law. He qualified as a Chartered Accountant in 1985 and is enrolled as an Advocate with the Bar Council of Delhi and practices in Supreme Court of India.

Mr. Mukesh H Butani is a Director on the Board of Hindustan Oil & Exploration Co. Ltd, BMR Business Solutions Pvt Ltd., BMR Managed Services Pvt Ltd., Taxand Advisors Pvt Ltd and BMR Advisors Pte Limited.

Mr. Mukesh H Butani is also a Chairman of the Audit Committee of Hindustan Oil & Exploration Co. Ltd.

Mr. Mukesh H Butani holds 239 shares in the Company.

The appointment being subject to the approval of the Members is placed for approval.

5. Mr. Jaiboy John Phillips joined the Company w.e.f. January 2, 2012 from Cadbury India Ltd. (now Mondelez International) where his career has spanned more than 30 years. He joined Cadbury as a management trainee and held roles in procurement, customer services & logistics, manufacturing, external supply, R&D, sales development and general management. For the last nine years he was Director - Supply Chain for Cadbury India Ltd. and led the successful implementation of the end-to-end Supply Chain transformation programme. He was also instrumental in setting up the strategic framework for Procurement, Customer Service & Logistics, Manufacturing, Projects, Quality, Sustainability and Safety. Between 2008 and 2009, Mr. Phillips was also Supply Chain Leader for Asia (China, South East Asia, India) on Cadbury's Global Supply Chain Leadership Team.

Mr. Jaiboy John Phillips is not holding any shares in the Company.

Mr. Jaiboy John Phillips is not a Director in any other Company.

The appointment being subject to the approval of the Members is placed for approval.

6. Mr. Ramakrishnan Subramanian joined the Company in 2006 as Deputy CFO and was promoted as Director - Finance effective December, 2007. He brings to the organization a rich 29 years of experience in the FMCG sector. He is responsible for efficient operations of Finance, Treasury, Taxation, Insurance, Internal & Statutory Audit functions. Before joining the Company, he was working for an FMCG company HUL and spent across several positions in Finance & Procurement functions, in varied foods categories.

As member of Indian Sub-Continent Management Team, he contributed towards determination of local business strategy, meeting its sales & operating profit targets, as well as to shape the organisation to meet the challenges for the future.

He was nominated by Horlicks Limited as a Director on the Board of the Company as per the provision of Article 97A of the Article of Association which has been withdrawn.

Mr. Ramakrishnan Subramanian is not holding any shares in the Company.

Mr. Ramakrishnan Subramanian is not a Director in any other Company.

The appointment being subject to the approval of the Members is placed for approval

7. Mr. Subodh Bhargava holds a Degree in Mechanical Engineering from IIT (Roorkee). He started his career with Balmer Lawrie & Co., Kolkata before joining the Eicher group of companies in Delhi in 1975. On March 31, 2000, he retired as the Group Chairman and Chief Executive and is now the Chairman Emeritus, Eicher group. He is the past President of the Confederation of Indian Industry (CII) and the Association of Indian Automobile Manufacturers; and the Vice President of the Tractor Manufacturers Association. Over several years, he was a key spokesperson for Indian industry, contributing to and influencing government policy while simultaneously working with industry to evolve new responses to the changing environment. Mr. Subodh Bhargava was a member of the Insurance Tariff Advisory Committee, the Economic Development

Board of the government of Rajasthan. He was also the chairman of the National Accreditation Board for Certifying Bodies (NABCB) under the aegis of the Quality Council of India (QCI). Mr. Subodh Bhargava has been closely associated with technical and management education in India. He was the Chairman of the Board of Apprenticeship Training and Member of the Board of Governors of IIT Roorkee, The Indian Institute of Foreign Trade, New Delhi; Indian Institute of Management, Indore; Indian Institute of Management, Lucknow; and the Entrepreneurship Development Institute of India, Ahmedabad.

Mr. Subodh Bhargava is a trustee on various government/ semi government and charitable organizations and is also on the Board of Governors of Indian Institute of Management Kashipur and other Institutions for Graduate Engineering and Bachelor's and Master's Degree programmes in Business Management. He has been conferred with the Distinguished Alumnus Award by Indian Institute of Technology, Roorkee and by Agra University.

Mr. Subodh Bhargava is a Director on the Board of following Companies:

Tata Communications Ltd., Tata Steel Ltd., TRF Ltd., Carborundum Universal Ltd., Batliboi Ltd., Larsen & Toubro Ltd., Tata Motors Ltd., Tata Communications International Pte. Ltd., Tata Communications Services (International) Pte Ltd., SunBorne Energy Holdings LLC

Mr. Subodh Bhargava is also a Chairman/member of the Committee of Directors in following Companies:

Carborundum Universal Ltd. - Chairman - Audit Committee, Tata Steel Ltd. - Chairman - Audit Committee, Tata Communication Ltd. - Member - Audit Committee, TRF Ltd. - Member - Executive Committee & Remuneration Committee, Batliboi Ltd. - Member Audit Committee, Tata Motors Limited - ECOB- Member.

Mr. Subodh Bhargava is not holding any shares in the Company.

The appointment being subject to the approval of the Members is placed for approval.

Memorandum of Interest

Mr. Kunal Kashyap, Mr. P Dwarakanath, Mr. Naresh Dayal, Mr. Mukesh H Butani, Mr. Jaiboy John Phillips, Mr. Ramakrishnan Subramanian and Mr. Subodh Bhargava are interested in the resolution to the extent specified therein. No other Director of the Company is concerned or interested in the resolution.

Item No. 7

The Board of Directors at a meeting held on February 6, 2012, appointed Mr. Jaiboy John Phillips as a Wholetime Director in the casual vacancy caused due to the resignation of Mr. Praveen K Gupta from the Board, who resigned w.e.f. January 31, 2012. His appointment in casual vacancy was approved by the shareholders at the Annual General Meeting held on March 22, 2012.

For details of Mr. Jaiboy John Phillip's qualifications and experience please refer to Item No 5 of the Explanatory Statement in this Notice.

This may be taken as intimation under Section 302 of the Companies Act, 1956.

Mr. Jaiboy John Phillips is not holding any shares in the Company.

Mr. Jaiboy John Phillips is not a Director in any other Company.

Memorandum of Interest

Mr. Jaiboy John Phillips is interested in the resolution to the extent specified therein.

No other Director of the Company is concerned or interested in the resolution.

Item No. 8

For details of Mr. R Subramanian's qualifications and experience please refer to Item No 6 of the Explanatory Statement in this Notice.

This may be taken as an intimation under Section 302 of the Companies Act, 1956.

Mr. Ramakrishnan Subramanian is not holding any shares in the Company.

Mr. Ramakrishnan Subramanian is not a Director in any other Company.

Memorandum of Interest

Mr. Ramakrishnan Subramanian is interested in the resolution to the extent specified therein.

No other Director of the Company is concerned or interested in the resolution.

Item No. 9

Upon nomination by Horlicks Ltd., Mr. Zubair Ahmed was appointed as Managing Director of the Company for a period of five years w.e.f. January 1, 2007. Mr. Zubair Ahmed was then re- appointed as the Managing Director of the Company for a period of one year and five months i.e. from January 1, 2012 to May 31, 2013. The appointment was approved by the shareholders in their meeting held on March 22, 2012. Mr. Zubair Ahmed's term as Managing Director expires on May 31, 2013. Horlicks Ltd. vide letter dated 4 February, 2013, nominated Mr. Zubair Ahmed as Director for a further term of 4 years w.e.f. June 1, 2013. The Board of Directors at its meeting held on February 15, 2013, has resolved to re-appoint Mr. Zubair Ahmed as Managing Director of the Company for a period of 4 years i.e. from 1st June, 2013 to 31st May, 2017. The remuneration payable to Mr. Zubair Ahmed, being subject to the approval of the members, is placed for approval.

During his tenure as Managing Director of GlaxoSmithKline Consumer Healthcare Limited, Mr. Zubair Ahmed has been responsible for doubling the turnover of the Company in a span of five years despite overall recessionary trends. Prior to joining GlaxoSmithKline Consumer Healthcare Limited in 2007, Mr. Zubair Ahmed was the Managing Director of Gillette India Limited where he was credited with turning the company's business onto a profitable growth path as well as spearheading Gillette's clear value leadership in its product categories in India. A graduate from St. Stephen's College, Delhi University, Mr. Zubair Ahmed was associated with Gillette for over fourteen years where his leadership competencies in the areas of strategic planning, strategic relationship building and result orientation led him to work on prestigious assignments in the Company's operations in the Middle East and India. Mr. Zubair Ahmed has also worked with leading companies like Voltas and Unilever in the past.

This may be taken as an intimation under Section 302 of the Companies Act, 1956.

Mr. Zubair Ahmed is not holding any shares in the Company.

Mr. Zubair Ahmed is also a Non Executive Director in Raheja Developers Ltd. and Carlsberg India Pvt. Ltd.

Memorandum of Interest

Mr. Zubair Ahmed is interested in the resolution to the extent specified therein.

No other Director of the Company is concerned or interested in the resolution.

NOTES:

1. The Register of Members of the Company will remain closed from March 21, 2013 to April 9, 2013, both days inclusive.
2. Dividend on equity shares, as recommended by the Board for the year ended December 31, 2012, 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 March 20, 2013.
3. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and on a poll only to vote instead of himself. Proxy need not be a Member of the Company. In order to be effective, Proxy Form (enclosed) duly completed, must be received at the Registered Office of the Company not less than 48 hours before the meeting.
4. In due compliance with the provisions of Section 205A (5) read with Section 205 C of Companies Act, 1956, the amount of unclaimed dividend for the period up to October 21, 2005 (interim dividend for the year ended December 31, 2005) has been transferred to the Investor Education and Protection Fund.
5. Members who wish to claim Dividends, which remain unclaimed, are advised to send their requests to Karvy Computershare Pvt. Ltd. (Karvy), Company's Registrars and Share Transfer Agents, at their office address at Plot No. 17-24 Vittal Rao Nagar, Near Image Hospital, Madhapur, Hyderabad - 500 081. 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 205A (5) read with Section 205C of the Companies Act, 1956. Accordingly, members are advised to send all unencashed dividend warrants pertaining to these years for revalidation and encash them before the due dates.

Information in respect of such unclaimed Dividend when due for transfer to the Investor Education and Protection Fund is given below:

Details of Dividend & Percentage	Date of declaration	Last date of claiming unpaid Dividend
Interim dividend (100%)	26.10.2006	25.10.2013
Interim dividend (120%)	23.10.2007	22.10.2014
Interim dividend (100%)	24.10.2008	23.11.2015
Final dividend (50%)	24.04.2009	23.04.2016
Final dividend (180%)	23.04.2010	21.04.2017
Final dividend (250%) and a Special dividend (250%)	29.03.2011	28.03.2018
Final dividend (350%)	22.03.2012	21.03.2019

6. 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 code of the branch, type of account and account number latest by March 20, 2013 to Karvy Computershare Pvt. Ltd.
7. All requests for transfer, change of address, dividend mandate etc. may please be sent to Karvy Computershare Pvt. Ltd. at address mentioned above. 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 (DP). These changes will be automatically reflected in Karvy/ Company's records.
8. In an effort to improve the service level to our shareholders, Karvy Computershare Pvt. Ltd. has launched an ONLINE SERVICE through its website, <http://karisma.karvy.com>, for redressal of shareholder's queries. Shareholders can visit the said website and click on "Investors" option to register themselves. Once registered, shareholder can submit the 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, shareholder can use the same number at the option "View Reply" after 24 hours. Shareholders can put additional queries till they get a satisfactory response from Karvy.
9. To enable the Company to send various communications electronically under Green Initiative of the Ministry of Corporate Affairs, Members are requested to register their e-mail IDs with Karvy Computershare Pvt. Ltd. or send an e-mail request at investor.2.co@gsk.com or igkcpl@karvy.com by clearly mentioning their Name and Folio No. For shares held in dematerialized form, the Members are requested to get e-mail IDs registered with their respective Depository Participants.



GlaxoSmithKline

GLAXOSMITHKLINE CONSUMER HEALTHCARE LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED DECEMBER 31, 2012



To help more people to
Do more,
Feel better and
Live longer

