

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company:

GlaxoSmithKline Consumer Healthcare Limited

Quarter ending on:

March 31, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & disclosure	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	Affirmation of compliance with the Code of Conduct for the year ending March 31, 2015 will be obtained in April 2015.
(F) Whistle Blower Policy	49 (IIF)	YES	The Policy is available on Company's website - gsk-ch.in and relevant disclosures will be made in the Annual Report for the year ended March 31, 2015.
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	N.A.	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transaction	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Relevant disclosures will be made in the Annual Report for the year ended March 31, 2015.
(C) Remuneration of Directors	49 (VIII C)	Yes	Relevant disclosures will be made in the Corporate Governance Report forming part of the Annual Report for the year ended March 31, 2015.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis report will form part of the Annual Report for the year ended March 31, 2015.
(E) Shareholders	49 (VIII E)	Yes	Relevant disclosures will be made in the Annual Report for the year ended March 31, 2015.
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	CEO/CFO Certification will be obtained and form part of the Annual Report for the year ended March 31, 2015.
X. Report on Corporate Governance	49 (X)	Yes	Corporate Governance Report will form part of the Annual Report for the year ended March 31, 2015.
XI. Compliance	49 (XI)	Yes	Certificate regarding Compliance will form part of the Annual Report for the year ending March 31, 2015. Disclosures of the compliance with mandatory requirements and adoption of the non-mandatory requirements will be made in the Corporate Governance Report for the year ended March 31, 2015.

