

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company:

GlaxoSmithKline Consumer Healthcare Limited

Quarter ending on:

June 30, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	<b>Yes</b>	
(B) Non-executive Directors' compensation & disclosure	49 (IB)	<b>Yes</b>	
(C) Other provisions as to Board and Committees	49 (IC)	<b>Yes</b>	
(D) Code of Conduct	49 (ID)	<b>Yes</b>	Affirmation of compliance with the Code of Conduct has been obtained and forms part of the Annual Report for the 15 months period ended March 31, 2014.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	<b>Yes</b>	
(B) Meeting of Audit Committee	49 (IIB)	<b>Yes</b>	
(C) Powers of Audit Committee	49 (IIC)	<b>Yes</b>	
(D) Role of Audit Committee	49 II(D)	<b>Yes</b>	
(E) Review of Information by Audit Committee	49 (IIE)	<b>Yes</b>	
<b>III. Subsidiary Companies</b>	49 (III)	<b>N.A.</b>	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	<b>Yes</b>	
(B) Disclosure of Accounting Treatment	49 (IV B)	<b>N.A.</b>	
(C) Board Disclosures	49 (IV C)	<b>Yes</b>	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	<b>N.A.</b>	
(E) Remuneration of Directors	49 (IV E)	<b>Yes</b>	Relevant disclosures have been made in the Corporate Governance Report forming part of the Annual Report for the 15 months period ended March 31, 2014.
(F) Management	49 (IV F)	<b>Yes</b>	Management Discussion and Analysis Report forms part of the Annual Report for the 15 months period ended March 31, 2014.
(G) Shareholders	49 (IV G)	<b>Yes</b>	
<b>V.CEO/CFO Certification</b>	49 (V)	<b>Yes</b>	CEO/CFO Certification has been obtained and forms part of the Annual Report for the 15 months period ended March 31, 2014.
<b>VI. Report on Corporate Governance</b>	49 (VI)	<b>Yes</b>	Corporate Governance Report forms part of the Annual Report for the 15 months period ended March 31, 2014.
<b>VII. Compliance</b>	49 (VII)	<b>Yes</b>	Certificate regarding Compliance forms part of the Directors' Report for the 15 months period ended March 31, 2014. Disclosures of the compliance with mandatory requirements and adoption of the non-mandatory requirements are made in the Corporate Governance Report for the 15 months period ended March 31, 2014.

