



GlaxoSmithKline

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company:

GlaxoSmithKline Consumer Healthcare Limited

Quarter ending on:

June 30, 2013

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

