

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **GlaxoSmithKline Consumer Healthcare Limited**
 Quarter ending on: **March 31, 2011**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	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	Annual affirmation of compliance with the Code of Conduct obtained and forms part of the Annual Report for the year ended December 31, 2010.
II. Audit Committee	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	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	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 made in the Corporate Governance report forming part of the Annual Report for the year ended December 31, 2010.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis report forms part of the Annual Report for the year ended December 31, 2010.
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	CEO/CFO Certification obtained and forms part of the Annual Report for the year ended December 31, 2010.
VI. Report on Corporate Governance	49 (VI)	Yes	Corporate Governance Report forms part of the Annual Report for the year ended December 31, 2010.
VII. Compliance	49 (VII)	Yes	Certificate regarding Compliance forms part of the Directors' report for the year ended December 31, 2010. Disclosures of the compliance with mandatory requirements and adoption of the non-mandatory requirements made in the Corporate Governance report for the year ended December 31, 2010.

S. Srinivas

