

**Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015**

**Name of the Entity: GlaxoSmithKline Consumer Healthcare Limited**

**Quarter ending on: 30 June, 2016**

Title	Name of the Director	DIN	Category(Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term	Tenure ( in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Subodh Bharagava	00035672	Chairman, Non- Executive Promoter Director	01-05-2013	38	8	4	1
Mr	Manoj Kumar	07177262	Managing Director, Whole-time, Promoter Director	01-06-2015	13	1	0	0
Mr	Vivek Anand	06891864	Whole-time, Director, CFO	01-06-2015	13	1	1	0
Mr	Jaiboy Phillips	01417171	Whole-time, Director,	09-04-2013	39	1	0	0
Mr	Naresh Dayal	03059141	Independent Director	09-04-2013	39	1	1	0
Mr	P. Dwarakanath	00231713	Non- Executive Independent Director	09-04-2013	39	1	0	1
Mr	Kunal Kashyap	00231891	Non- Executive Independent Director	09-04-2013	39	1	1	0
Mr	Mukesh Butani	01452839	Non- Executive Independent Director	09-04-2013	39	1	0	1
Mr	Jonathan Box	06572462	Non- Executive Promoter Director	09-04-2013	38	1	1	0
Ms	Sangeeta Talwar	00062478	Independent Woman Director	06-08-2014	23	5	5	1
Mr	Joaquin Mascaro	07517805	Non- Executive Promoter Director	17-05-2016	2	0	0	0

## II. Composition of Committees

Name of Committee	Name of Committee members	Category(Chairperson/Executive/Non-Executive/ Promoter Director)
Audit Committee	Mr. Mukesh H. Butani	Chairperson, Independent Director
Audit Committee	Mr. Kunal Kashyap	Member, Independent Director
Audit Committee	Ms. Sangeeta Talwar	Member, Independent Woman Director
Audit Committee	Mr. Jonathan Box	Member, Non- Executive Promoter Director
Nomination and Remuneration Committee	Mr. Kunal Kashyap	Chairman, Independent Director
Nomination and Remuneration Committee	Mr. Mukesh Butani	Member, Independent Director
Nomination and Remuneration Committee	Mr. P. Dwarakanath	Member, Independent Director
Investor Grievance & Stakeholders Relationship Committee	Mr. P. Dwarakanath	Chairman, Independent Director
Investor Grievance & Stakeholders Relationship Committee	Mr. Vivek Anand	Member, Whole-time Director, CFO
Investor Grievance & Stakeholders Relationship Committee	Mr. Subodh Bhargava	Member, Chairman, Non- Executive Promoter Director
Investor Grievance & Stakeholders Relationship Committee	Mr . Naresh Dayal	Member, Independent Director
Risk Management Committee	Mr. Manoj Kumar	Chairperson, Managing Director
Risk Management Committee	Mr. Vivek Anand	Member, Whole-time Director, CFO
Risk Management Committee	Mr. Jaiboy Phillips	Member, Whole- time Director
Risk Management Committee	Mr. Surinder Kumar	Member
Risk Management Committee	Ms. Ongmu Gombu	Member
Risk Management Committee	Ms. Shanu Saksena	Member

## III. Meeting of Board of Directors

Date(s) of Meeting in the previous quarter	Date(s) of Meeting in the relevant quarter	Maximum gap between any two consecutive (in number of days)
22 <sup>nd</sup> March, 2016	17 <sup>th</sup> May, 2016	55 days

## IV. Meeting of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee	17 <sup>th</sup> May, 2016	Yes all the Members were present	21 <sup>st</sup> March, 2016	56 days

## V. Related Party Transaction

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non – compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Not Applicable	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

**For GlaxoSmithKline  
Consumer Healthcare Limited**

**Vivek Anand  
Director – Finance & CFO**

**Annexure 1**  
**VI. Affirmations**

Sr. No	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2.	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee</b>	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This Corporate Governance Report and the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advise of Board of Directors may be mentioned here:	
9	Any Other information to be provided	