

**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 September, 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	41	8	4	1
Mr	Manoj Kumar	07177262	Managing Director, Whole-time, Promoter Director	01-06-2015	16	1	0	1
Mr	Vivek Anand	06891864	Whole-time Director, CFO	05-08-2016	2	1	1	0
Mr	Naresh Dayal	03059141	Independent Director	05-08-2016	2	1	1	0
Mr	P. Dwarakanath	00231713	Non- Executive Independent Director	05-08-2016	2	1	1	0
Mr	Kunal Kashyap	00231891	Non- Executive Independent Director	05-08-2016	2	2	2	1
Mr	Mukesh Butani	01452839	Non- Executive Independent Director	05-08-2016	2	1	1	1
Ms	Sangeeta Talwar	00062478	Independent Woman Director	05-08-2016	2	5	5	0
Mr	Joaquin Mascaro	07517805	Non- Executive Promoter Director	17-05-2016	5	1	0	0
Mr	Anup Dhingra	07602670	Whole-time Director	01-09-2016	1	1	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. Joaquin Mascaro	Member, Non- Executive Promoter Director
Nomination and Remuneration Committee	Mr. Subodh Bhargava	Member, Chairman, Non- Executive Promoter Director
Nomination and Remuneration Committee	Mr. Mukesh Butani	Member, Independent Director
Nomination and Remuneration Committee	Mr. P. Dwarakanath	Chairperson, 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. Kunal Kashyap	Chairperson, Independent 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. Anup Dhingra	Member, Whole- time Director
Risk Management Committee	Mr. Surinder Kumar	Member
Risk Management Committee	Ms. Ongmu Gombu	Member
Risk Management Committee	Ms. Shanu Saxena	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)
17 <sup>th</sup> May, 2016	05 <sup>th</sup> August, 2016	79 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	04 <sup>th</sup> August, 2016	Yes,	17 <sup>th</sup> May, 2016	78 days
Investor Grievance & Stakeholders Relationship Committee	04 <sup>th</sup> August, 2016	Yes,	17 <sup>th</sup> May, 2016	78 days
Nomination and Remuneration Committee	05 <sup>th</sup> August, 2016	Yes,	17 <sup>th</sup> May, 2016	79 days
Risk Management Committee	30 <sup>th</sup> August, 2016	Yes,	17 <sup>th</sup> May, 2016	102 days

**V. Related Party Transaction**

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

**For GlaxoSmithKline  
Consumer Healthcare Limited**

**Shanu Saksena  
Company Secretary**

**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	