

**CORPORATE GOVERNANCE REPORT**  
(Format to be submitted by listed entity on quarterly basis)

**ANNEXURE I**

1. Name of Listed Entity - **GlaxoSmithKline Consumer Healthcare Limited**
2. Quarter ending - **30-Jun-2017**

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No 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.	Joaquin Mascaro	07517805		NED	17-May-2016			1	0	0
Mr.	Subodh Bharagava	00035672		C & NED	01-May-2013			4	1	0
Mr.	Manoj Kumar	07177262		ED	01-Jun-2015			1	0	0
Mr.	Vivek Anand	06891864		ED	05-Aug-2016			1	1	0
Mr.	Naresh Dayal	03059141		ID	05-Aug-2016		0.1	2	1	0
Mr.	P Dwarakanath	00231713		ID	05-Aug-2016		0.1	1	1	0
Mr.	Kunal Kashyap	00231891		ID	05-Aug-2016		0.1	1	2	1
Mr.	Mukesh Butani	01452839		ID	05-Aug-2016		0.1	1	1	1
Ms.	Sangeeta Talwar	00062478		ID	05-Aug-2016		0.1	5	5	1
Mr.	Anup Dhingra	07602670		ED	01-Sep-2016			1	0	0

**II. Composition of Committees**

**Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Sangeeta Talwar	ID	Member
2	Mukesh Butani	ID	Chairperson
3	Kunal Kashyap	ID	Member
4	Joaquin Mascaro	NED	Member

### Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Naresh Dayal	ID	Member
2	P Dwarakanath	ID	Member
3	Kunal Kashyap	ID	Chairperson
4	Vivek Anand	ED	Member

### Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Vivek Anand	ED	Member
2	Mr. Surinder Kumar	O	Member
3	Ms. Ongmu Gombu	O	Member
4	Ms. Shanu Saksena	O	Member
5	Anup Dhingra	ED	Member
6	Manoj Kumar	ED	Chairperson

### Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	P Dwarakanath	ID	Chairperson
2	Subodh Bharagava	C & NED	Member
3	Mukesh Butani	ID	Member

### III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
22-Mar-2017	11-May-2017	49
13-Feb-2017		

### IV. Meeting of Committees

<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	11-May-2017	Yes	21-Mar-2017	50
Nomination & Remuneration Committee		Yes	21-Mar-2017	
Stakeholders Relationship Committee	11-May-2017	Yes	13-Feb-2017	
Risk Management Committee	24-Apr-2017	Yes	18-Jan-2017	96

## V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	<b>Yes</b>
Whether shareholder approval obtained for material RPT	<b>Not Applicable</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>Yes</b>

## VI. Affirmations

- 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 **Yes**
  - A Audit Committee **Yes**
  - B Nomination & remuneration committee **Yes**
  - C Stakeholders relationship committee **Yes**
  - D Risk management committee (applicable to the top 100 listed entities) **Yes**
- 3 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**
- 4 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**
- 5 **Yes**
  - A This report and/or the report submitted in the previous quarter has been placed before Board of Directors
  - b Any comments/observations/advice of Board of Directors may be mentioned here:

**This Corporate Governance Report will be placed at the Board Meeting scheduled to be held in August, 2017.**

Name :  
Designation :

  
Shanu Saksena  
Company Secretary

