

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **GlaxoSmithKline Consumer Healthcare Limited**  
 2. Quarter ending - **30-Sep-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	1	0
Mr.	Subodh Bhargava	00035672		C & NED	01-May-2013			3	1	1
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			2	1	0
Mr.	P Dwarakanath	00231713		ID	05-Aug-2016			1	1	0
Mr.	Kunal Kashyap	00231891		ID	05-Aug-2016			1	2	1
Mr.	Mukesh Butani	01452839		ID	05-Aug-2016			1	1	1
Ms.	Sangeeta Talwar	00062478		ID	05-Aug-2016			2	3	1
Mr.	Anup Dhingra	07602670		ED	01-Sep-2016			1	0	0



## II. Composition of Committees

### Audit Committee

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

### Stakeholders Relationship Committee

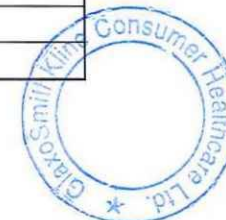
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Naresh Dayal	ID	Member
2	P Dwarakanath	ID	Member
3	Kunal Kashyap	ID	Chairperson
4	Vivek Anand	ED	Member

### 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 Saxena	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 Bhargava	C & NED	Member
3	Mukesh Butani	ID	Member



**III. Meeting of Board of Directors**

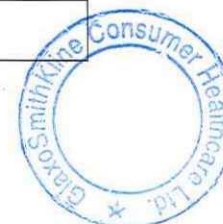
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
11-May-2017	08-Aug-2017	88

**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	08-Aug-2017	Yes	11-May-2017	88
Stakeholders Relationship Committee	08-Aug-2017	Yes	11-May-2017	88

**V. Related Party Transactions**

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



VI. Affirmations

S. No	Particulars	Compliance status (Yes/No/NA)
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 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee 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	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:	Yes

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

Name :  
Designation :

Shanu Saksena  
Company Secretary





### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

#### Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

Name :   
Designation : **Shanu Saksena**  
**Company Secretary**

