



**GlaxoSmithKline Consumer Healthcare Ltd.**  
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April 10, 2019

The Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

The Listing Compliance Department  
National Stock Exchange of India Limited  
Exchange Plaza, C – 1, Block – G  
Bandra Kurla Complex, Bandra  
Mumbai – 400 051

**Sub: Compliance Report on Corporate Governance for the fourth quarter ended  
March 31, 2019**

Dear Sir / Madam,

Pursuant to Regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Compliance Report on Corporate Governance for the fourth quarter ended March 31, 2019.

Kindly take the same on record.

Thanking You,

For GlaxoSmithKline  
Consumer Healthcare Limited

  
Shanu Saksena  
Company Secretary

<b>General information about company</b>	
Scrip code	500676
NSE Symbol	GSKCONS
MSEI Symbol	NOTLISTED
ISIN	INE264A01014
Name of the entity	GLAXOSMITHKLINE CONSUMER HEALTHCARE LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Applicable

Annexure I															
Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Whether the listed entity has a Regular Chairperson															
Yes															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Navneet Saluja	ABXPS7099D	02183350	Executive Director	Not Applicable	MD	01-01-2018			1	0	0		
2	Mr	Vivek Anand	ABYPA2842B	06891864	Executive Director	Not Applicable		05-08-2016			1	1	0		
3	Mr	Anup Dhingra	ACQPD9194C	07602670	Executive Director	Not Applicable		01-09-2016			1	0	0		
4	Mr	P. Dwarakanath	AAYPD9326N	00231713	Non-Executive - Nominee Director	Chairperson related to Promoter		01-07-2018			1	1	0		

Annexure I to be submitted by listed entity on quarterly basis															
I. Composition of Board of Directors															
Disclosure of notes on composition of board of directors explanatory															
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Kunal Kashyap	ABDPK8835H	00231891	Non-Executive - Independent Director	Not Applicable		05-08-2016		31	1	1	2		
6	Mrs	Sangeeta Talwar	ACFPT1415R	00062478	Non-Executive - Independent Director	Not Applicable		05-08-2016		31	4	8	1		
7	Mr	Naresh Dayal	ABRPD9313R	03059141	Non-Executive - Independent Director	Not Applicable		05-08-2016		31	2	1	0		
8	Mr	S. Madhavan	AAAPM2924M	06451889	Non-Executive - Independent Director	Not Applicable		25-09-2018		7	4	2	3		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00231891	Kunal Kashyap	Non-Executive - Independent Director	Chairperson	01-04-2018		
2	00062478	Sangeeta Talwar	Non-Executive - Independent Director	Member	05-08-2016		
3	06451889	S. Madhavan	Non-Executive - Independent Director	Member	01-11-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00062478	Sangeeta Talwar	Non-Executive - Independent Director	Chairperson	01-07-2018		
2	03059141	Naresh Dayal	Non-Executive - Independent Director	Member	01-04-2018		
3	00231713	P. Dwarakanath	Non-Executive - Nominee Director	Member	01-11-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00231891	Kunal Kashyap	Non-Executive - Independent Director	Chairperson	05-08-2016		
2	03059141	Naresh Dayal	Non-Executive - Independent Director	Member	05-08-2016		
3	06891864	Vivek Anand	Executive Director	Member	05-08-2016		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02183350	Navneet Saluja	Executive Director	Chairperson	01-01-2018		
2	06891864	Vivek Anand	Executive Director	Member	05-08-2016		
3	07602670	Anup Dhingra	Executive Director	Member	01-09-2016		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00062478	Sangeeta Talwar	Non-Executive - Independent Director	Chairperson	05-08-2016		
2	00231713	P. Dwarakanath	Non-Executive - Nominee Director	Member	01-07-2018		
3	03059141	Naresh Dayal	Non-Executive - Independent Director	Member	05-08-2016		
4	06891864	Vivek Anand	Executive Director	Member	05-08-2016		
5	06451889	S. Madhavan	Non-Executive - Independent Director	Member	01-11-2018		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	01-11-2018			
2	03-12-2018		31	
3		14-02-2019	72	
4		27-03-2019	40	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								Reason for not providing date
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	
1	Audit Committee	14-02-2019	Yes		01-11-2018	104		
2	Audit Committee	26-03-2019	Yes		03-12-2018	112		
3	Nomination and remuneration committee	08-02-2019	Yes		01-11-2018	98		
4	Nomination and remuneration committee	14-02-2019	Yes		01-11-2018	104		
5	Nomination and remuneration committee	26-03-2019	Yes		01-11-2018	144		
6	Stakeholders Relationship Committee	14-02-2019	Yes		01-11-2018	104		

Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
7	Corporate Social Responsibility Committee	14-02-2019	Yes		01-11-2018	104		

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
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	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	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 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	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 report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Shanu Saksena
2	Designation	Company Secretary and Compliance Officer



<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.gsk-ch.in
2	Terms and conditions of appointment of independent directors	Yes		www.gsk-ch.in
3	Composition of various committees of board of directors	Yes		www.gsk-ch.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.gsk-ch.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.gsk-ch.in
6	Criteria of making payments to non-executive directors	Yes		www.gsk-ch.in
7	Policy on dealing with related party transactions	Yes		www.gsk-ch.in
8	Policy for determining 'material' subsidiaries	Yes		www.gsk-ch.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.gsk-ch.in

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.gsk-ch.in
11	email address for grievance redressal and other relevant details	Yes		www.gsk-ch.in
12	Financial results	Yes		www.gsk-ch.in
13	Shareholding pattern	Yes		www.gsk-ch.in
14	Details of agreements entered into with the media companies and/or their associates	Yes		www.gsk-ch.in
15	New name and the old name of the listed entity	Yes		www.gsk-ch.in

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Shanu Saksena
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Shanu Saksena
2	Designation	Company Secretary and Compliance Officer



<b>Signatory Details</b>	
Name of signatory	Shanu Saksena
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	10-04-2019

