



GlaxoSmithKline Consumer Healthcare Ltd.

24-25 Floor, One Horizon Center
Sector 43, DLF Phase 5, Golf Course Road
Gurugram (Haryana), India - 122002

T +91 124 4336500
F +91 124 4336600
E contact.4.gsk@gsk.com
www.gsk.com

July 12, 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 first quarter ended June 30, 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 first quarter ended June 30, 2019.

Kindly take the same on record.

Thanking You,

For GlaxoSmithKline
Consumer Healthcare Limited


 Shanu Saksena
Company Secretary

General information about company	
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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	30-06-2019
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 100 listed entities

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

Whether Chairperson is related to MD or CEO

No

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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
Navneet Saluja	ABXPS7099D	02183350	Executive Director	Not Applicable	MD	20-10-1961	01-01-2018				1	0	0	0	
Vivek Anand	ABYPA2842B	06891864	Executive Director	Not Applicable		16-10-1969	01-06-2015	05-08-2016			1	0	1	0	
Anup Dhingra	ACQPD9194C	07602670	Executive Director	Not Applicable		16-12-1967	01-09-2016	01-09-2016			1	0	0	0	
P. Dwarakanath	AAYPD9326N	00231713	Non-Executive - Nominee Director	Chairperson related to Promoter		27-07-1946	09-04-2013	01-07-2018			1	0	0	0	

I. Composition of Board of Directors**Disclosure of notes on composition of board of directors explanatory****Wether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 not provided
5	Mr	Kunal Kashyap	ABDPK8835H	00231891	Non-Executive - Independent Director	Not Applicable		15-03-1965	09-04-2013	05-08-2016		34	1	0	1	2	
6	Ms	Sangeeta Talwar	ACFPT1415R	00062478	Non-Executive - Independent Director	Not Applicable		05-05-1956	05-08-2016			34	4	4	4	2	
7	Mr	Naresh Dayal	ABRPD9313R	03059141	Non-Executive - Independent Director	Not Applicable		14-09-1949	23-04-2010	05-08-2016		34	2	0	1	0	
8	Mr	S. Madhavan	AAAPM2924M	06451889	Non-Executive - Independent Director	Not Applicable		27-10-1956	25-09-2018			10	5	4	4	2	

I. Composition of Board of Directors**Disclosure of notes on composition of board of directors explanatory****Whether the listed entity has a Regular Chairperson**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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
9	Mr	Pradeep Vasudeo Bhide	ADYYPB4012C	03304262	Non-Executive - Independent Director	Not Applicable		08-01-1950	10-05-2019			3	7	7	3	1	

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		

Other Committee						
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				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
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)				
1	14-02-2019				Yes	8	4
2	27-03-2019		40		Yes	8	4
3		10-05-2019	43		Yes	8	4
4		17-06-2019	37	Mr. Kunal Kashyap, Independent Director attended the Meeting through video conference.	Yes	9	5

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	14-02-2019				Yes	6	3
2	Audit Committee	26-03-2019	39			Yes	6	3
3	Audit Committee	10-05-2019	44			Yes	6	3
4	Nomination and remuneration committee	08-02-2019				Yes	4	2
5	Nomination and remuneration committee	14-02-2019	5			Yes	4	2
6	Nomination and remuneration committee	26-03-2019	39			Yes	4	2

Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	14-02-2019				Yes	3	2
8	Stakeholders Relationship Committee	10-05-2019	84			Yes	3	2
9	Corporate Social Responsibility Committee	14-02-2019				Yes	6	3
10	Risk Management Committee	24-01-2019				Yes	2	0
11	Risk Management Committee	05-06-2019	131			Yes	3	0

Annexure 1			
V. Related Party Transactions			
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	

Annexure 1		
VI. Affirmations		
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

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

Signatory Details	
Name of signatory	Shanu Saksena
Designation of person	Company Secretary and Compliance Officer
Place	Gurugram
Date	12-07-2019

