



GlaxoSmithKline Pharmaceuticals Ltd.  
GSK House,  
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Mumbai - 400 030

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October 3, 2017

To,

**BSE LIMITED**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400001

**THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400051

Dear Sir,

**Re: Compliance Report on Corporate Governance**

We attach herewith the quarterly compliance report on Corporate Governance as per Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the format specified (Annexure I & III) for the quarter ended September 30, 2017.

Thanking you,

Yours faithfully  
**For GlaxoSmithKline Pharmaceuticals Limited**

Ajay Nadkarni  
Vice President – Administration, Real Estate  
& Company Secretary

**Encl:**

**Annexure 1**  
**Securities and Exchange Board of India**  
**Format to be submitted by listed entity on quarterly basis**

1: Name of Listed Entity : GlaxoSmithKline Pharmaceuticals Limited  
2: Quarter ending : 30<sup>th</sup> September, 2017

<b>I. Composition of Board of Directors</b>								
Titl e (Mr /M s.)	Name of Director	PAN <sup>s</sup> & DIN	Category (Chairpers on/ Executive/ Non- Executive/ Independent / Nominee) <sup>s</sup>	Date of Appointment in the current term/ Cessation	Tenur e* (Refer to Note below)	No. of Directors hip in listed entities including this listed entity (Refer Regulatio n 25(1) of Listing Regulatio ns	No. of membershi ps in Audit / Stakeholde r Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s	No. of post of Chairpers on in Audit / Stakehold er Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s
Mr.	DEEPAK PAREKH	9078/ AAOPP9668B	Chairperson /Non- Executive	28.09.1994	NA	3	3	4
Mr.	DAMODARANNA IR SUNDARAM	16304/ AANPS7428P	Independent	30.03.2015	1	4	1	3
Mr.	NIHAL KAVIRATNE	32473/ AAKPK4721E	Independent	30.03.2015	1	2	1	NIL
Ms.	ANJALI BANSAL	207746/ AJMPB0292J	Independent	30.03.2015	1	4	1	NIL
Mr.	RAJESHWAR RAJ BAJAAJ	419623/ AAFPB2036G	Independent	30.03.2015	1	2	1	NIL
Mr.	ANAMI NARAYAN PREMA ROY	1361110/ AAEPR7810F	Independent	30.03.2015	1	3	1	2
Mr.	VAIDHEESH ANNASWAMY	1444303/ ACGPV5317B	Executive	03.08.2015	NA	NIL	1	NIL
Mr.	RAJU KRISHANASWA MY	3043004/ ABWPK4872F	Executive	01.08.2016	NA	NIL	NIL	NIL
Mr.	PRADEEP VASUDEO BHIDE	3304262/ ADYPB4012C	Independent	30.03.2015	1	6	4	1
Mr.	ANDREW ANTRINKOS ARISTIDOU	7034424/ BOZPA5080C	Executive	01.07.2017	NA	NA	NIL	NIL
Mr.	MARC JONES	7785549/ ZZZZZ9999Z	Non- Executive	07.04.2017 Appointed	NA	NIL	NIL	NIL
Mr.	SUBESH WILLIAMS	7786724/ ZZZZZ9999Z	Non- Executive	07.04.2017 Appointed	NA	NA	NIL	NIL

Note: Mr. D Sundaram, Mr. N Kaviratne, Ms. A Bansal, Mr. A N Roy, Mr. P V Bhide, and Mr. R R Bajaj have been on the Board since last 6, 10, 2, 4, 5 and 13 years respectively. The tenure mentioned in the above column (6) is from the date of appointment as Independent Directors under Companies Act, 2013. 1 Term of 5 years / or 60 months.

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&
1: Audit Committee	1: D. Sundaram 2: D. S. Parekh 3: N. Kaviratne 4: P. V. Bhide	Independent – Chairperson Non-Executive Independent Independent
2: Nomination & Remuneration Committee	1: N. Kaviratne 2: A. Bansal 3: D. S. Parekh	Independent – Chairperson Independent Non-Executive
3: Risk Management Committee (if applicable)	Same as Audit Committee	
4: Stakeholders Relationship Committee	1: D. S. Parekh 2: R. R. Bajaj 3: P. V. Bhide 4: A. Vaidheesh	Non-Executive – Chairperson Independent Independent Executive

& Category of Directors means Executive/Non-executive/Independent/Nominee. If a Director fits into more than one category, write all categories separating them with a hyphen

III. Meeting of Board of Directors		
Date (s) of Meeting (if any) in the previous quarter	Date (s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
07.04.2017,19.05.2017	25.07.2017,22.09.2017	66,58

IV. Meeting of Committees			
Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
25.07.2017	Yes, All members present	07.04.2017,19.05.2017	66

\* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**Note:**  
1: In the column "compliance status", compliance or non-compliance may be indicated by Yes/No/NA. 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.

VI. Affirmations		
Broad heading	Regulation Number	Compliance Status
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)	Yes
Whether "Corporate Governance Report" disclosed in	34(3) read with para C	Yes

Annual Report	of Schedule V
<p><b>Note</b></p> <p>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 the Listing Regulations, "Yes" may be indicated .Similarly , in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If Status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information same may be indicated here.</p>	

<p><b>VII. Affirmations</b></p> <p>1: The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2: The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>a. Audit Committee</p> <p>b. Nomination &amp; Remuneration Committee</p> <p>c. Stakeholders Relationship Committee</p> <p>d. Risk Management Committee (applicable to the top 100 listed entities)</p> <p>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.</p> <p>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.</p> <p>5: This report and/or the report submitted in the previous quarter has been approved by Board of Directors.</p>
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**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.

**Fourth Report – This report will be placed before the Board of Directors at its next meeting scheduled to be held on 25.10.2017**

**Name & Designation:**



**Ajay Nadkarni  
Company Secretary**

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter (s) of that financial year, this information may not be given by listed entity and instead a statement "same as previous quarter" may be given