



GlaxoSmithKline Pharmaceuticals Ltd.
GSK House,
Dr. Annie Besant Road, Worli,
Mumbai - 400 030

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April 10, 2017

To,

BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, 5th 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 and yearly 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 & Annexure II) for the quarter and year ended March 31, 2017.

Kindly take on record.

Thanking you,

Yours faithfully
For GlaxoSmithKline Pharmaceuticals Limited

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

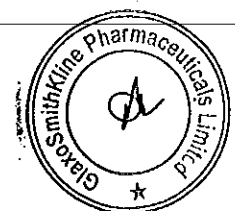
Encl:

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 : 31st March, 2017

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee) ^s	Date of Appointment in the current term/ Cessation	Tenure* (Refer to Note below)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations	No. 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
Mr.	DEEPAK PAREKH	9078/AAOPP9668B	Chairperson /Non-Executive	28.09.1994	NA	4	4	2
Mr.	DAMODARANNA IR SUNDARAM	16304/AANPS7428P	Independent	30.03.2015	1	3	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 KRISHANASWAMY	3043004/ABWPK4872F	Executive	01.08.2011	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	01.12.2014	NA	NA	NIL	NIL
Mr.	RONALD CANUTE SEQUEIRA	1549120/AVXPS0007P	Executive	25.10.2015 Cessation 11-02-2017	NA	NIL	NIL	NIL
Mr.	REGIS JEAN SIMARD	7186737/-	Non-Executive	18.05.2015 Cessation 11-02-2017	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 Bajaaj 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.



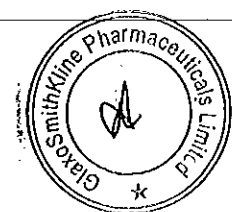
II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^{&}
1: Audit Committee	1: D. Sundaram 2: D. S. Parekh 3: N. Kaviratne 4: P. V. Bhide	Independent – Chairperson Non-Executive Independent Independent
2: Nomination & 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. Bajaan 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)
27.10.2016	11.02.2017	106

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*
11.02.2017, 02.03.2017	Yes, All members present	27.10.2016, 21.11.2016	81
* 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.	

VII. Affirmations
1: The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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)
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.
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.

5: This report and/or the report submitted in the previous quarter has been approved by Board of Directors.

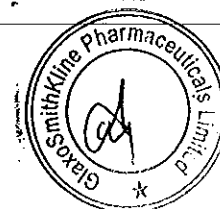
ANNEXURE II

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) ^{refer note below}
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes



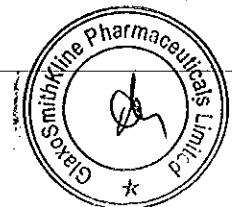
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5),(6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23 (2), (3)	Yes
Approval for material related party transactions	23 (4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.

II. Affirmations:

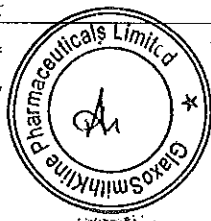
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



Third Report – This report will be placed before the Board of Directors at its next meeting scheduled to be held on 19.05.2017

Name & Designation:


Ajay Nadkarni
Company Secretary



Note:

Information at Table I and II above need to be necessarily given in 1st 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