



GlaxoSmithKline Pharmaceuticals Ltd.
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Mumbai - 400 030

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9th January, 2018

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 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 31st December, 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 : 31st December, 2017

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee) ^{&}	Date of Appointment in the current term/ Cessation	Tenure* (Refer to Note below)	No. of Directors hip 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	3	3	2
Mr.	DAMODARANNAR SUNDARAM	16304/AANPS7428P	Independent	30.03.2015	1	4	1	4
Mr.	NIHAL KAVIRATNE	32473/AAKPK4721E	Independent	30.03.2015	1	1	1	NIL
Ms.	ANJALI BANSAL	207746/AJMPB0292J	Independent	30.03.2015	1	5	1	NIL
Mr.	RAJESHWAR RAJ BAJAJ	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	01.08.2016	NA	NIL	NIL	NIL
Mr.	PRADEEP VASUDEO BHIDE	3304262/ADYPB4012C	Independent	30.03.2015	1	6	5	1
Mr.	ANDREW ANTRINKOS ARISTIDOU	7034424/BOZPA5080C	Executive	01.07.2017	NA	NA	NIL	NIL
Mr.	MARC JONES	7785549/ZZZZ9999Z	Non-Executive	07.04.2017	NA	NIL	NIL	NIL
Mr.	SUBESH WILLIAMS	7786724/ZZZZ9999Z	Non-Executive	07.04.2017	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. Bajaaj 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)
25.07.2017,22.09.2017	25.10.2017,19.12.2017	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*
Audit Committee 25-10-2017,21-11-2017, 19-12-2017 Stakeholders Committee Meeting 25-10-2017 Nomination Remuneration Committee Meeting 25-10-2017 Finance Committee Meeting 25-10-2017	Yes, All members present	Audit Committee 25.072017	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	Yes

Note:

- 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.
- If status is "No" details of non-compliance may be given here.



VI. 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.

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.

Third Report – This report will be placed before the Board of Directors at its next meeting scheduled to be held on 02.02.2018

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