



GlaxoSmithKline Consumer Healthcare Ltd.
24-25 Floor, One Horizon Center
Sector 43, DLF Phase 5, Golf Course Road
Gurgaon (Haryana), India - 122002

17 May 2016

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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

Dear Sir / Madam,

Sub: Audited Financial Results for the year ended March 31, 2016

In accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, please note that the Board of Directors of the Company at its meeting held on May 17, 2016, has approved the Audited Financial results for the year ended March 31, 2016, a copy of which is enclosed for your reference and records.

The Board also recommended a Dividend at the rate of Rs. 70/- per equity share of Rs. 10 each. The Dividend, if approved by the shareholders in the ensuing Annual General Meeting scheduled to be held on August 5, 2016, will be paid to those members whose names appear in the Company's Register of Members and to those persons whose names appear as Beneficial owners as per the details to be furnished by National Securities Depository Limited and Central Depository Services (India) Ltd. as at the close of business hours on July 27, 2016. The dividend shall be paid to the entitled Members on or before 4 September 2016.

The Register of Members and Share Transfer Books will remain closed from July 28, 2016 to August 5, 2016, both days inclusive, for the purpose of Dividend and Annual General Meeting.

The 57th Annual General Meeting of the members of the Company will be held on Friday, August 5, 2016 at 10.00 a.m. at Punjab Public School Auditorium, The Punjab Public School (Senior Wing), Nabha 147 201 (Punjab).

Kindly take the above intimation on your records.

Thanking you.

Yours faithfully,
For GlaxoSmithKline
Consumer Healthcare Limited

(Vivek Anand)
Director – Finance & CFO

(Rs. in Lakhs)					
Audited Financial Results for the Year Ended 31/03/2016					
PARTICULARS	3 Months Ended 31/03/2016	Preceding 3 Months Ended 31/12/2015	Corresponding 3 Months Ended 31/03/2015 in the previous year	Year to date figures for current period ended (12 Months) 31/03/2016	Year to date figures for the previous year ended (12 Months) 31/03/2015
(Refer Notes Below)	UNAUDITED	UNAUDITED	UNAUDITED	AUDITED	AUDITED
1	Income from Operations				
(a) Net Sales / Income from Operations (Net of Excise Duty)	10,52,83	9,88,77	11,65,06	41,06,61	41,36,44
(b) Other Operating Income	55,74	40,70	50,48	2,02,12	1,71,15
Total Income from operations (Net)	11,08,57	10,29,47	12,15,54	43,08,73	43,07,59
2	Expenses				
(a) Cost of material consumed	3,00,00	3,46,43	3,18,86	12,21,76	13,78,87
(b) Purchase of stock-in-Trade	24,18	32,25	34,18	1,24,48	1,63,23
(c) Change of inventories of finished goods, work-in-progress and stock-in-trade	21,54	(74,74)	41,58	(2,70)	(42,97)
(d) Employee benefits expense	1,18,41	1,46,93	1,40,25	5,09,40	4,31,29
(e) Advertising & Promotion	1,91,02	1,68,20	1,82,41	6,94,06	7,17,08
(f) Depreciation and Amortisation expense	14,59	13,83	24,91	57,44	62,09
(g) Other Expenses	2,19,17	2,50,62	2,34,43	9,26,85	9,30,01
Total Expenses	8,88,91	8,83,52	9,76,62	35,31,29	36,39,60
3	Profit from operations before other income, finance costs and exceptional Items (1-2)				
	2,19,66	1,45,95	2,38,92	7,77,44	6,67,99
4	Other income				
	57,83	56,85	59,48	2,78,74	2,21,89
5	Profit from Ordinary activities before finance costs and exceptional Items (3+4)				
	2,77,49	2,02,80	2,98,40	10,56,18	8,89,88
6	Finance costs				
	17	20	17	79	74
7	Profit from ordinary activities after finance costs but before exceptional items (5-6)				
	2,77,32	2,02,60	2,98,23	10,55,39	8,89,14
8	Exceptional items				
	-	-	-	-	-
9	Profit from ordinary activities before tax (7+8)				
	2,77,32	2,02,60	2,98,23	10,55,39	8,89,14
10	Tax expense				
	96,64	70,75	1,01,45	3,68,48	3,05,54
11	Net Profit from ordinary activities after tax (9-10)				
	1,80,68	1,31,85	1,96,78	6,86,91	5,83,60
12	Extraordinary items (net of tax expense)				
	-	-	-	-	-
13	Net Profit for the period (11-12)				
	1,80,68	1,31,85	1,96,78	6,86,91	5,83,60
14	Paid Up equity share capital (Face Value of Equity Shares)				
	42,06 10	42,06 10	42,06 10	42,06 10	42,06 10
15	Reserve excluding Revaluation Reserve as per Balance Sheet of the previous accounting year				
				24,03,57	20,70,98
16. i	Earnings per share (before extraordinary items) (of Rs 10/- each) (not annualised):				
(a) Basic and	42.96	31.35	46.79	163.34	138.77
(b) Diluted					
16. ii	Earnings per share (after extraordinary items) (of Rs 10/- each) (not annualised):				
(a) Basic and	42.96	31.35	46.79	163.34	138.77
(b) Diluted					

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(Rs. in Lakhs)		
Statement of Assets and Liabilities	As at (Current year end) (31/03/2016)	As at (Previous year end) (31/03/2015)
Particulars	(Rs. in Lakhs)	(Rs. in Lakhs)
A. EQUITY AND LIABILITIES		
Shareholders' funds		
a) Share capital	42,06	42,06
b) Reserves and surplus	24,03,57	20,70,98
Sub-total - Shareholders' funds	24,45,63	21,13,04
2. Non-current liabilities		
a) Long term borrowings	-	-
b) Deferred tax liabilities (net)	-	-
c) Other long term liabilities	8,39	9,93
d) Long term provisions	2,29,50	2,10,54
Sub-total - Non-current liabilities	2,37,89	2,20,47
3. Current liabilities		
a) Short-term borrowings	-	-
b) Trade payables	7,85,18	7,59,78
c) Other current liabilities	5,75,33	5,31,13
d) Short-term provisions	4,54,77	3,95,14
Sub-total - Current liabilities	18,15,28	16,86,05
TOTAL - EQUITY AND LIABILITIES	44,98,80	40,19,56
B. ASSETS		
1. Non-current Assets		
a) Fixed assets #	5,37,36	5,34,06
b) Deferred tax assets (net)	1,12,47	1,04,34
c) Long-term loans & advances	92,93	75,74
d) Other non-current assets	-	-
Sub-total - Non-current assets	7,42,76	7,14,14
2. Current Assets		
a) Inventories	4,61,62	4,66,25
b) Trade receivables	3,54,16	3,13,36
c) Cash and cash equivalents	27,12,27	22,96,52
d) Short term loans and advances	82,49	85,25
e) Other current assets	1,45,50	1,44,04
Sub-total - Current assets	37,56,04	33,05,42
TOTAL - ASSETS	44,98,80	40,19,56

Fixed Assets includes CWIP aggregating Rs 51,38.60 Lakhs as at March 31, 2016 (Rs 42,31.36 Lakhs as at March 31, 2015)

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GLAXOSMITHKLINE CONSUMER HEALTHCARE LIMITED
AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2016

NOTES

- 1) The Company's nutritional business is India focused and in a single business and geographical segment. Accordingly segment information is not applicable.
- 2) The Board of Directors has recommended a Dividend of Rs. 70/- per Equity share of Rs. 10 each , for the year ended March 31, 2016, at its meeting held on May 17, 2016. The Dividend, if approved by the Members at the ensuing Annual General Meeting to be held on August 05, 2016, will be paid on or before September 04, 2016 to those Members whose names appear in the Company's Register of Members as on July 27, 2016.
- 3) The above results and this release have been reviewed by the Audit Committee of the Board and approved by the Board of Directors of the Company at its meeting held on May 17, 2016.
- 4) The figures of the last quarter are the balancing figures between the audited figures in respect of the year ended March 31, 2016 and the published year to date figures up to December 31, 2015
- 5) Figures for the previous period have been regrouped/reclassified wherever necessary, to conform to the current period's classification.

REGD. OFFICE:PATIALA ROAD, NABHA 147201 (PUNJAB).
HEAD OFFICE:24th FLOOR, ONE HORIZON CENTRE,
GOLF COURSE ROAD, DLF PHASE 5, GURGAON - 122002,
HARYANA.

GURGAON
May 17 2016

ON BEHALF OF THE BOARD



MANOJ KUMAR
MANAGING DIRECTOR

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GLAXOSMITHKLINE CONSUMER HEALTHCARE LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of **GlaxoSmithKline Consumer Healthcare Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the backup of the books of accounts and other books and papers maintained in electronic mode has not been maintained on servers physically located in India.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our comment in Paragraph 10(b) above that the backup of the books of accounts and other books and papers maintained in electronic mode has not been maintained on servers physically located in India.
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i) The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its financial statements – Refer Note 7, Note 24 and Note 25 of the financial statements;

INDEPENDENT AUDITORS' REPORT

To the Members of GlaxoSmithKline Consumer Healthcare Limited
Report on the Financial Statements

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- ii) The Company has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts - Refer Note 7 of the financial statements. The Company did not have any derivative contracts as at March 31, 2016;
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-

Pramit Agrawal
Partner
Membership Number - 099903

Place : Gurgaon
Date : May 17, 2016

Annexure A to Independent Auditors' Report

Referred to in paragraph 10 (g) of the Independent Auditors' Report of even date to the members of GlaxoSmithKline Consumer Healthcare Limited on the financial statements for the year ended March 31, 2016

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Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of GlaxoSmithKline Consumer Healthcare Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

Annexure A to Independent Auditors' Report

Referred to in paragraph 10 (g) of the Independent Auditors' Report of even date to the members of GlaxoSmithKline Consumer Healthcare Limited on the financial statements for the year ended March 31, 2016

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transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

sd/-

Pramit Agrawal
Partner
Membership Number - 099903

Place : Gurgaon
Date : May 17, 2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of GlaxoSmithKline Consumer Healthcare Limited on the financial statements as of and for the year ended March 31, 2016

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) The title deeds of immovable properties, as disclosed in Note 9 on fixed assets to the financial statements, are held in the name of the Company, except for one building having a gross book value of Rs. 21.74 lacs and net book value of Rs. Nil and five freehold lands having a gross book value of Rs.6.25 lacs and net book value of Rs.6.25 lacs for which title deeds are not available with the Company and seven buildings having a gross book value of Rs. 123.95 Lacs and net block value of Rs. 76.74 Lacs, for which registration is pending in the name of the Company.
- ii. The inventory has been physically verified by the Management during the year. In respect of inventory lying with third parties, to the extent, such inventories have not been physically verified by the management, such inventories have been substantially confirmed by the third parties. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of employees' state insurance, income tax and value added tax, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including provident fund, sales tax, service tax, duty of customs, duty of excise, cess and other material statutory dues, as applicable, with the appropriate authorities.

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of GlaxoSmithKline Consumer Healthcare Limited on the financial statements as of and for the year ended March 31, 2016

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- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of duty of customs which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, service tax, duty of excise and value added tax as at March 31, 2016 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. in lacs) #	Period to which the amount relates	Forum where the dispute is pending
Duty of Excise				
The Central Excise Act 1944	Interest demand on excess refund	27.14	2001 – 2003	Supreme Court
The Central Excise Act 1944	Excise duty on clearance from excise exempt zone	51,14.79	2009-2016	Himachal Pradesh High Court
The Central Excise Act 1944	Inadmissibility of credit on capital goods and other matters	41.70	Various years between 1983-2011	Custom Excise Service Tax Appellate Tribunal, Delhi
The Central Excise Act 1944	Valuation cases and other matters	23.95	Various year between 1997-2006	Commissioner/ Additional/Deputy /Assistant Commissioner of Central Excise, Various States
Subtotal(A)		52,07.58		
Service Tax				
The Finance Act, 1994	Availment of service tax on outward transportation	19.19	2005-07	Custom Excise Service Tax Appellate Tribunal, Delhi
The Finance Act, 1994	Cenvat credit on rent denied in respect of land lying outside factory Boundary	53.57	2009- 2014	Custom Excise Service Tax Appellate Tribunal, Chandigarh
Subtotal(B)		72.76		
Sales Tax, Entry Tax And Value Added Tax				
As per the statute applicable in the state of Himachal Pradesh	Entry Tax on bulk powder movement from factories	259.36	2015-16	Himachal Pradesh High Court

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of GlaxoSmithKline Consumer Healthcare Limited on the financial statements as of and for the year ended March 31, 2016

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Name of the statute	Nature of dues	Amount (Rs. in lacs) #	Period to which the amount relates	Forum where the dispute is pending
As per the statute applicable in the state of Tamil Nadu	Additions on account of concessional rates of tax	27.04	2007 - 2016	Advance ruling Authority
As per the statute applicable in the state of Uttar Pradesh, Assam, Maharashtra, West Bengal, Bihar, Jharkhand, Madhya Pradesh, Orissa and Andhra Pradesh	Various disallowances on account of non-availability of forms, alleged sale of freebies and discounts	1,28.53	Various years between 1998-2009	Sales Tax Appellate Tribunal / Revenue Board
As per the statute applicable to Orissa, West Bengal, Maharashtra, Uttar Pradesh, Punjab, Haryana, Gujarat and Kerala	VAT, Entry Tax and Miscellaneous Demands	1,78.91	Various years between 2001-2013	First Appellate Authorities at various levels
As per the statute applicable to Punjab, Andhra Pradesh, Delhi, Rajasthan, Uttar Pradesh, Assam, and West Bengal	VAT, Entry Tax and Miscellaneous Demands	21.49	2000-2006	Adjudication Level
Subtotal(C)		615.33		
Income Tax				
Income Tax Act, 1961	Income tax and Interest	1,22,04.52	AY 2011-12	Income Tax Appellate Tribunal
Subtotal(D)		1,22,04.52		
Grand Total (A + B +C +D)		1,81,00.19		

The above details exclude appeals made by the department to higher appellate authorities as there is no stay on the order(s) passed by lower authorities in favour of the Company and the amount is not ascertainable.

Includes interest and penalty amounts as specified in the demand order and is net of amount paid under protest.

- viii. As the Company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date, the provisions of Clause 3(viii) of the Order are not applicable to the Company.

Annexure B to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of GlaxoSmithKline Consumer Healthcare Limited on the financial statements as of and for the year ended March 31, 2016

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- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Price Waterhouse
Firm Registration Number: 301112E
Chartered Accountants

Sd/-

Pramit Agrawal
Partner
Membership Number - 099903

Place : Gurgaon
Date : May 17, 2016

Form A
Covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company:	GlaxoSmithKline Consumer Healthcare Limited
2	Annual financial statements for the year ended	Year ended March 31, 2016
3	Type of Audit observation	Unqualified
4	Frequency of observation	Not applicable

For Price Waterhouse

For GlaxoSmithKline Consumer Healthcare Limited

Firm Registration Number :301112E
Chartered Accountants

sd/-

sd/-

Subodh Bhargava
Chairman

Vivek Anand
Director

Sd/-

sd/-

sd/-

Pramit Agrawal
Partner
Membership No.: 099903

Manoj Kumar
Managing Director

Mukesh H. Butani
Audit Committee Chairman

Place : Gurgaon
Dated: May 17,2016