



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

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May 21, 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: Annual Secretarial Compliance Report**

Dear Sir / Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No.CIR/CFD/CMD1/27/2019 dated February 08, 2019, we enclose herewith the Annual Secretarial Compliance Report dated May 02, 2019, issued by S.N. Ananthasubramanian & Co for the year ended March 31, 2019. The report was presented in the Board Meeting dated May 10, 2019.

We request you to take the above information on record.

Thanking You,

For **GlaxoSmithKline  
Consumer Healthcare Limited**

**Shanu Saksena  
Company Secretary**

**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400601 | Tel 25345648/25432704 | Email [snaco@snaco.net](mailto:snaco@snaco.net) | Website [www.snaco.net](http://www.snaco.net)

To,  
The Board of Directors  
**GlaxoSmithKline Consumer Healthcare Limited**  
CIN L24231PB1958PLC002257  
Patiala Road,  
Nabha 147201  
Punjab.  
Sir/ Madam,

**Annual Secretarial Compliance Report for the Financial Year 2018-19.**

We have been engaged by **GlaxoSmithKline Consumer Healthcare Limited** (hereinafter referred to as 'the Company') bearing **CIN: L24231PB1958PLC002257** whose equity shares are listed on National Stock Exchange of India Limited (Symbol: **GSKCONS**) and BSE Limited (Security Code: **500676**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

*S. N. Ananthasubramanian*

**S.N. Ananthasubramanian**  
**Partner**

**FCS** : 4206  
**COP No.** : 1774  
**Date** : 2<sup>nd</sup> May, 2019  
**Place** : Thane



**Secretarial compliance report of**  
**GlaxoSmithKline Consumer Healthcare Limited**  
**for the year ended 31<sup>st</sup> March, 2019**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **GlaxoSmithKline Consumer Healthcare Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2019** (“Review Period”) in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable as there was no reportable event during the financial year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as there was no reportable event during the financial year under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable as there was no reportable event during the financial year under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
and circulars/ guidelines issued thereunder.

Based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific cause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	<b>Regulation 30-Point 4(h) of Para A Part A of Schedule III of SEBI Listing Obligations and Disclosure Requirements) Regulations</b>	The Financial Results for the Quarter and Year ended 31 <sup>st</sup> March, 2018 approved at the Board meeting held on 11 <sup>th</sup> May,	The results had been filed with BSE on time. As regards NSE, there was a delay found in the filing of Results for



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<p>2015;- Financial Results to be intimated to stock exchange within 30 minutes of the closure of Board Meeting.</p>	<p>2018 was filed with NSE 53 minutes after the conclusion of the Board Meeting as against the time stipulated of- within 30 minutes from the conclusion of Board Meeting.</p>	<p>Quarter and Year ended 31<sup>st</sup> March 2018. This we were informed by the Company was on account of adoption of XBRL format of filing which necessitated manual entries of the results into the system.</p> <p>It was also noted that in compliance with the provisions, the Company commenced uploading of the scanned copies of the Results (Quick Results) within Thirty Minutes from the conclusion of Board Meetings held on 7<sup>th</sup> August 2018 for results of quarter ended 30<sup>th</sup> June 2018; 1<sup>st</sup> November 2018 for Results of Quarter and Six months ended 30<sup>th</sup> September 2018 and 14<sup>th</sup> February 2019 for the results of Quarter and Nine Months ended 31<sup>st</sup> December 2018 respectively.</p>
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



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(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
			NIL	

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable since this report is being issued for the first time and accordingly no action was required to be taken by the Company.**

**For S. N. ANANTHASUBRAMANIAN & CO.**

**Company Secretaries**

**Firm Registration No. P1991MH040400**

*S. N. Ananthasubramanian*

**S. N. Ananthasubramanian**

**Partner**

**FCS : 4206**

**COP No. : 1774**

**Date : 2<sup>nd</sup> May, 2019**

**Place : Thane**

