



GlaxoSmithKline

Abstract of the terms and conditions of remuneration of Mr. Ramakrishnan Subramanian as Whole Time Director under Section 302 of the Companies Act, 1956

To the Members of the Company

The Board of Directors, at its meeting held on August 1, 2012, have resolved to re-appoint Mr. Ramakrishnan Subramanian as Whole Time Director of the Company for a period of three years i.e. from August 1, 2012 to 31st July, 2015. The appointment will be subject to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and the approval of the shareholders of the Company, on remuneration including perquisites and other terms and conditions as enumerated below:

a) SALARY

Basic salary and allowances shall not exceed Rs. 13,75,000/- per month. In addition to basic salary and allowances, bonus will be paid in accordance with the Company's Rules.

b) PERQUISITES

In addition to Salary as above, the expenses incurred by the Company on perquisites shall be restricted to the following:

- i. He shall also be entitled to home loan interest subsidy scheme as per Company's Rules.
- ii. Medical Reimbursement: Expenses incurred for Mr. Ramakrishnan Subramanian and his dependent family members as per Company's Rules. He shall also be entitled to post retirement medical benefits to cover him and his spouse.
- iii. Corporate Club Membership: Club Membership of maximum two clubs. Membership of Corporate/Health club and Professional Bodies as per Company's scheme.
- iv. Personal Accident and Life Insurance coverage will be provided in accordance with Company's Rules.
- v. Company maintained car including fuel expenses or allowance in lieu thereof in accordance with the Company's Rules.
- vi. Reimbursement of telephone expenses for business purposes in accordance with the Company's Rules.
- vii. Leave with full salary, bonus, allowances and perquisites as applicable in accordance with the Company's Rules.
- viii. Mr. Ramakrishnan Subramanian is also entitled to Share Value Plan of the Company or that of GSK plc as per Company's Rules."

The above mentioned Salary and Perquisites and subsequent revisions, if any, will be paid as Minimum Remuneration in the event of loss or inadequacy of profits, as per the provisions of Schedule XIII to the Companies Act, 1956

Mr. Ramakrishna Subramanian shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or any other applicable retirement scheme in accordance with the Company's Rules.
- ii. Gratuity, in accordance with the Company's Rules, i.e. a maximum of Rs. 10 Lacs or such other sum as may be prescribed in the Payment of Gratuity Act, 1972 from time to time, and
- iii. Any other retirement benefits in accordance with the Company's Rules."

All the salary, allowances and perquisites payable to Mr. Ramakrishna Subramanian shall be subject to Income Tax Act and Rules as applicable from time to time.

No Director of the Company, other than Mr. Ramakrishna Subramanian, is concerned or interested in the matter.

As required under Clause 49 IV (G) (i) of the Listing Agreement with Stock Exchanges, a brief resume, nature of expertise and the directorship details of Mr. Ramakrishna Subramanian is given below:

Mr. Subramanian joined the Company in 2006 as Deputy CFO and was promoted as Director – Finance effective December, 2007. He brings to the organization a rich 30 years of experience in the FMCG sector. He is responsible for efficient operations of Finance, Treasury, Taxation, Insurance, Internal & Statutory Audit functions. As member of Indian Sub-Continent Management Team, contribute towards determination of local business strategy, meeting its sales & operating profit targets, as well as to shape the organization to meet the challenges for the future. He is a member of Investor Grievance Committee and does not hold any shares of the Company.

Before joining the Company, he was working for an FMCG company Hindustan Unilever Limited and held several positions in Finance & Procurement functions, in varied foods categories.

Mr. Subramanian is not a Director in any other company

The appointment and the terms of remuneration have also been approved by the Remuneration Committee in their meeting held on August 1, 2012.

By order of the Board
For GlaxoSmithKline
Consumer Healthcare Limited

Surinder Kumar
Company Secretary

Dated: August 1, 2012
Place: Gurgaon

