



WHISTLE BLOWER POLICY & VIGIL MECHANISM

I. PURPOSE

GSKCH seeks to deter and detect misconduct and to ensure that any genuine concerns about misconduct, unlawful conduct, illegal and unethical practice which an individual (whistle blower) believes may be taking place are raised at an early stage in a responsible and confidential manner and hence establish a response procedure for effective Vigil Mechanism.

Examples of such concerns may include, but are not limited to:

- a. Unethical behavior;
- b. Violation of Company's Code of Conduct or Ethics policy
- c. Financial misstatement
- d. Misuse/Unauthorised usage of funds/assets of the Company
- e. Misrepresentation of the financial position
- f. Disclosure of Price Sensitive Information
- g. Corruption, Bribery or Blackmail;
- h. Other criminal offences;
- i. Discrimination or harassment;
- j. Conflicts of interest;
- k. Fraud (suspected or actual) or financial irregularity
- l. Failure to comply with legal or regulatory obligations;
- m. Failure to comply with GSK policies or procedures;
- n. Endangering the health and safety of any individual;
- o. Damage to the environment; and
- p. Attempted concealment of information relating to the above

II OBJECTIVE

The objective of the Policy is that any genuine concern raised are thoroughly investigated and appropriate actions are taken to deal with the outcome of that investigation.

Like other large organisations, GSKCH faces the risk by employees, business associate, suppliers, customers, consultants or others who may act in an unethical manner and not in accordance with the GSK Code of Conduct. The purpose of this procedure is to provide a framework for managers, employees and third parties to help prevent, report and investigate any such incidents as illustrated above.

III SCOPE/APPLICABILITY

This policy applies to all directors, employees, temporary employees, agency staff, dealers, vendors, contractors, work experience/vocational and any other trainees, former employees, third party contractors, its distribution channels and business associates like bankers, suppliers, consultants.

IV RESPONSIBILITY

- a. Senior management of GSKCH India are ultimately responsible for ensuring this policy is communicated to all of their employees and business associates/contractors for ensuring compliance with this policy.
- b. All members of staff/employees have a role to play in the prevention and detection of unethical behavior and unlawful conduct and for compliance with this Policy. They should be aware, through training and communication, that prevention and reporting forms part of their responsibilities to GSKCH.

V INVESTIGATION

A Committee consisting of Managing Director, Finance Director, Director Supply Chain, HR Head and Legal Head will be formed ("Whistleblower Committee") which on their own or may authorize an employee/ third party who on their behalf will investigate, or monitor where appropriate , cases reported. The Company Secretary shall act as the co-ordinator, to the Whistleblower Committee. The Committee will ascertain the correctness and trueness of the complaint/concern and shall recommend corrective measures like closing the complaint if largely unsubstantiated, action to be taken against the concerned person if complaint found correct, recommending implementation of policies and processes to make systems more secure and stringent etc.

The findings are to be reported by the Whistle Blower Committee to the Audit Committee who is responsible to oversee same.

The Whistleblower Committee shall ensure that disclosures/concerns and investigation on the same are kept confidential.

Audit Committee Chairman can be contacted for providing advice and support to the Whistleblower Committee on all issues that arise under this Policy.

VI REPLY TO COMPLAINANT

The Whistleblower Committee after consultation with the Audit Committee shall send a letter of response communicating its decision on the allegation and the action(s) taken to the extent that it is appropriate and can be done without infringing legal requirements or other duties of confidence.

VII ESCALATION OF THIS POLICY

All disclosures, questions or concerns around this Policy should be directed to the Managing Director.

In case it is observed that there has been a violation then the action as prescribed hereunder shall be taken.

VIII MECHANISM

In the first instance, a concern should be reported to the employee's immediate supervisor or line manager or any executive directly senior to the employee. A supervisor or manager receiving such a report should take the necessary and appropriate follow-up action, or seek guidance from the Whistleblower Committee. If it is inappropriate to report the concern to line management, or if the concern persists, all such concerns should be raised through the channels listed below.

The Whistleblower Committee shall take up the "concerns" raised by the whistleblower.

The channels for communication of "concerns" are listed below:

- a. Send an e-mail to the following address: CHINDIA.X.WHISTLEBLOW@gsk.com
- b. Alternatively it is possible to report a concern, anonymously if preferred, by mail to the following address:

Managing Director/Company Secretary, 24th Floor, One Horizon Center, DLF Phase 5, Golf Course Road, Gurgaon 122002, Haryana.

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The complaint can be submitted anonymously or details like name, designation, location, contact details can be given.

In case a complaint is submitted anonymously, then the same should be accompanied with relevant information and data to support and investigate the same.

VII VIGIL MECHANISM

- i. GSKCH will endeavour to protect the Whistle Blower from retaliation and maintain confidentiality in respect to all concerns raised.
- ii. GSKCH managers, supervisors or employees must NOT engage in retaliation, retribution or any form of harassment directed against the Whistle Blower who has reported, or is considering reporting, a concern. Any manager, supervisor or employee who engages in such retribution, retaliation or harassment is subject to disciplinary action, up to and including termination. For business associates/contractors, such actions may lead to the termination of the contract under which their services are provided to GSKCH.
- iii. Reporting a concern will not provide immunity for misconduct engaged in by the individual making the report, but prompt and forthright disclosure and co-operation will generally be considered a mitigating factor in determining any consequences to the employee.
- iv. The Whistle Blower Committee shall ensure the protection of interests of a person who uses such mechanism and that the person is not prejudicially affected on such an account.
- v. The person reporting such misconduct or unlawful conduct shall be allowed to have the direct access to the Chairman of the Audit Committee in appropriate or exceptional cases and the Co-ordinator shall ensure that the person gets the direct access.
- vi. The Audit Committee Chairman can ask for additional assistance like legal forensic investigation, external opinion, if required.
- vii. The Findings of the investigation will be presented to the Audit Committee. Any of the members of the Audit Committee having a conflict of interest in a given case, shall recuse themselves.
- viii. In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

VIII PENALTY FOR CONTRAVENTION OF THE POLICY

The Employees/ of GSKCH who violates this Policy shall also be subject to disciplinary action by GSKCH which may include suspension and/or termination, The provisions of this Policy shall be deemed to have been incorporated in and form part of service rules governing the employees concerned of the GSKCH.

IX ADMINISTRATION

- Approval: GSKCH Board of Directors
- Sponsor: GSKCH India Management Team
- Date: 9 May 2014
- History: New GSKCH India Policy

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