



**GlaxoSmithKline Consumer Healthcare Limited**

**POLICY ON MINIMUM DISCLOSURES OF MATERIAL AND  
PRICE SENSITIVE INFORMATION**

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## **POLICY ON MINIMUM DISCLOSURES OF MATERIAL AND PRICE SENSITIVE INFORMATION**

### **BACKGROUND:**

GlaxoSmithKline Consumer Healthcare Ltd. is committed to conducting business with integrity, including in accordance with all applicable laws and regulations.

This policy is based on requirements of SEBI (Listing and Disclosures Requirements) Regulations, 2015 as notified by Securities and Exchange Board of India and is also aligned with the Companies Act, 2013.

### **PURPOSE & APPLICABILITY:**

The objective of this Policy is to ensure proper disclosure and reporting to the Stock Exchange of all the events within reasonable timelines which will have bearing on the performance/operations of the Company as well as price sensitive information.

The Company shall keep the Stock Exchange informed of events such as strikes, lock-outs, closure on account of power cuts, etc. both at the time of occurrence of the event and subsequently after the cessation of the event in order to enable the shareholders and the public to appraise the position of the Company and to avoid the establishment of a false market in its securities. In addition, the Company shall furnish to the Stock Exchange on request such information concerning the Company as the Stock Exchange may reasonably require.

### **CRITERIA FOR DETERMINING MATERIALITY OF EVENT/ INFORMATION:**

The Company shall consider any of the following criteria for determination of materiality of events/information:

- (a) the omission of an event/information, which is likely to result in discontinuity / alteration of event or information already available publicly; or result in significant market reaction if the said omission came to light at a later date;
- (b) if in the opinion of the Board of Directors of the Company, the event / information is considered material.

### **THE MATERIAL EVENTS MAY BE EVENTS SUCH AS:**

#### **1. Change in the general character or nature of business brought about by:**

- a. The Company entering into or proposing to enter into any arrangement for technical, manufacturing, marketing or financial tie-up;
- b. The Company, selling or disposing of or agreeing to sell or dispose of any unit or division by the Company;
- c. enlarging, restricting or closing the operations of any unit or division or proposing to enlarge, restrict or close the operations of any unit or division or otherwise.

- 2. Disruption of business operations** of any one or more units of the Company due to natural calamity like earthquake flood or fire. Disruption of business leading to temporary stoppage of production due to local political unrest, labour unrest, force majeure situations, wage

negotiations e.g. strikes, lock-outs, wage settlement, closure on account of power cuts, etc. The Company shall keep the Stock Exchange informed about the happening of such events and the details of the damage caused to the unit thereby; whether the loss/damage has been covered by insurance; an estimate of the loss in revenue or production arising there from and steps taken to restore normalcy shall be disclosed to the Stock Exchange.

3. **Commencement of commercial production or the commencement of commercial operations of any unit/division** where revenue from the unit/ division for a full year of production or operations is estimated to be not less than 10% of the revenues of the Company for the year .
4. **Developments with respect to pricing of or in realisation on its goods or services** (which are subject to price or distribution control/restriction by the Government or other statutory authorities, whether by way of quota, fixed rate of return, or otherwise) arising out of modification or change in Government's or other authority's policies provided the change can reasonably be expected to have a material impact on its present or future operations or its profitability.
5. **Developments with respect to any dispute in conciliation proceedings, litigation, assessment, adjudication or arbitration** to which it is a party or the outcome of which can reasonably be expected to have a material impact on its present or future operations or its profitability or financials.
6. **The details of any rating or revision in rating** assigned to the equity instrument of the Company or to any fixed deposit programme or to any scheme or proposal of the Company involving mobilisation of funds whether in India or abroad provided the rating so assigned has been quoted, referred to, reported, relied upon or otherwise used by or on behalf of the Company.
7. **Outcome of meetings of the Board of Directors:** The meeting of Board of Directors of the Company held to consider or decide the following, within 15 minutes of the closure of the meeting through electronic or any such mode as may be specified by the Board and/or Stock Exchange:
  - a. **Dividend:** all dividends and/or cash bonuses recommended or declared or the decision to pass any dividend. Provided that such an intimation made to Stock Exchanges shall also contain the date on which dividend shall be paid/dispatched;
  - b. **Buyback:** the decision on Buyback of Securities;
  - c. **Fund raising:** by way of Further Public Issue, American Depository Receipts / Global Depository Receipts/Foreign Currency Convertible Bonds, Qualified Institutional Placement, Preferential Issue, Rights Issue or any other method and for determination of issue price;
  - d. **Short particulars of any alteration/ increase of capital** whether by issue of bonus shares through capitalization, or by way of right shares to be offered to the shareholders. An intimation made to Stock Exchanges shall also contain the date on which such bonus shares would be credited/dispatched:

- e. Short particulars of the reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- f. the total turnover, gross profit/loss, provision for depreciation, tax provisions and net profits for the year (with comparison with the previous year) and the amounts appropriated from reserves, capital profits, accumulated profits of past years or other special source to provide wholly or partly for the dividend, even if this calls for qualification that such information is provisional or subject to audit;
- g. **Financial Results:** Financial results as approved by Board of Directors required to be submitted
  - (i) decision on voluntary delisting by the company from the Stock Exchange(s);
  - (ii) any other information necessary to enable the holders of the listed securities of the Company to appraise its position of the Company and to avoid the establishment of a false market in such listed securities;

Provided that the intimation of outcome of meeting of the Board of Directors shall also contain the time of commencement and conclusion of the meeting.

- 8. **Proceedings:** Proceedings of all Annual and Extraordinary General Meetings of the Company;
- 9. **Notices:** Notices, call letters, resolutions and circulars sent to its shareholders, debenture holders or creditors or any class of them or advertised in the media with respect to:
  - a. Issue of new capital;
  - b. Amendments to Memorandum and Articles of Association of the Company
  - c. Any other the notices, call letters or any other circulars including notices of meetings convened under Sections 230-234 and Section 66 of Companies Act, 2013.
- 10. **The following disclosures with respect to structure of securities:**
  - a. Any action which will result in the redemption, cancellation or retirement in whole or in part of any securities listed on the Stock Exchange;
  - b. The intention to make a drawing of such securities, intimating at the same time the date of the drawing and the period of the closing of the Transfer Books (or the date of striking of the balance) for the drawing;
  - c. The amount of security outstanding after any drawing has been made;
  - d. Significant change in the structure and terms of securities including Foreign Currency Convertible Bonds such as change in issue price of FCCB in terms of US Dollar, any default in payment of interest and principal with respect to FCCB;
  - e. In the event of the Company granting any options to purchase any shares of the Company, of the number of shares covered by such options, of the terms thereof and of the time within which they may be exercised and of any subsequent changes or cancellation or exercise of such options;

- f. of any attachment or prohibitory orders restraining the Company from transferring securities out of the names of the registered holders and furnish to the Stock Exchange particulars of the number of securities so affected, the distinctive numbers of such securities and the names of the registered holders thereof.

**11. Disclosures** regarding any back to back treaties/contracts/agreements/MoUs or similar instruments entered into by the Company with media companies and/or their associates, if applicable, for the purpose of advertising, publicity, etc which are not in the normal course of business.

**12. Information related to Directors and Key Managerial Personnel:**

- a. Any change of Managing Director, Managing Agents or Secretaries and Treasures;
- b. Any change of auditors appointed to audit the books and accounts of the Company;
- c. Any change of Company's directorate by death, resignation, removal or otherwise;
- d. Letter of resignation of Directors along with the detailed reasons of resignation for dissemination on website of Stock Exchange, not later than one working day from the date of receipt of letter of resignation;
- e. Letter of appointment of Independent Director along-with the detailed profile not later than one working day from the date of such appointment;
- f. Change in the Compliance Officer or Company Secretary;
- g. Disclosure of relationships between Directors interse in the notice of appointment of a Director, and any related filings.

**13. Any other information having bearing on the operation / performance of the company as well as price sensitive information, which includes but not restricted to:**

- a. Issue of any class of securities;
- b. Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling divisions of the Company, etc;
- c. Change in market lot of the Company's shares, sub-division of equity shares;
- d. Voluntary delisting by the Company from the Stock Exchange(s);
- e. Forfeiture of shares;
- f. Any action, which will result in alteration in, the terms regarding redemption/ cancellation/retirement in whole or in part of any securities issued by the Company
- g. Information regarding opening, closing of status of American Depository Receipts, Global Depository Receipts, or any other class of securities to be issued abroad;
- h. Presentations on financial results made by the Company to analysts or institutional investors;
- i. Cancellation of dividend/rights/bonus, etc.

**RESPONSIBILITY:**

The Board of Director has also authorized the Director- Finance and the Company Secretary, severally, to make disclosures to Stock Exchange and any statutory authority or external party, of any event not contained in this Policy but may be material or Price Sensitive, in their opinion. eg. Allegations in newspaper, adverse Report outside India etc.

**AMENDMENTS IN LAW:**

Any subsequent amendment / modification in the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and / or other applicable laws (including Companies Act, 2013) shall apply to this Policy automatically. The Board of Directors will review and may amend this policy from time to time.

**DISCLOSURE TO STOCK EXCHANGE/ ON WEBSITE:**

The Company shall first disclose to Stock Exchange(s) of all events or information, as specified in Policy, as soon as reasonably practicable and not later than 24 hours of occurrence of event/information except where the disclosures shall be made within 30 minutes of the outcome of the Board Meeting.

The Company shall disclose on its website all such events or information which has been disclosed to Stock Exchange(s) under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the Policy on Preservation of Records which is available on the website of the Company [www.gsk-ch.in](http://www.gsk-ch.in).

**ADMINISTRATION:**

Approval:	GSKCH Board of Directors
Owner:	GSKCH Legal & Secretarial Department; Finance Department
Approval Date & Effective Date:	6 November, 2015
Current Version:	6 Nov 2015 POL-GSKCH-DMPI