

POLICY FOR THE PREVENTION OF
INSIDER TRADING IN SECURITIES

GlaxoSmithKline Consumer Healthcare Limited

May 8, 2015

PURPOSE

The purpose of this Policy is to preserve the confidentiality and prevent misuse of Unpublished Price Sensitive Information. This policy applies to Designated Employees and other Insiders of the Company who get access to the Unpublished Price Sensitive Information in the course of their work at the Company. This Policy supersedes the earlier policy of GlaxoSmithKline Consumer Healthcare Ltd. ('GSKCH' or 'the Company') on Prohibition of Insider Trading.

This Policy is in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. Any changes in the said Regulations shall be deemed to be incorporated herein.

I OBJECTIVE

The objective of the policy is to prevent Insider Trading in securities of the Company.

Definitions:

Insider Trading means an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities and trade by any person either as principal or agent by any person who is connected with the Company or is deemed to be connected and who has an access to Unpublished Price Sensitive Information in respect of securities of the Company.

Insider means any person who is or was connected with the Company or is deemed to have been connected with the Company and who is reasonably expected to have access to or is in possession of or having Unpublished Price Sensitive Information in respect of securities of a Company or who has received or has had access to such Unpublished Price Sensitive Information.

Compliance Officer means any person who:

- is senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there,
- is financially literate and is capable of appreciating requirements for legal and regulatory compliance

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- shall be responsible for
 1. compliance of policies, procedures, maintenance of records,
 2. Monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information,
 3. monitoring of trades and the implementation of the codes specified in this policy under the overall supervision of the Board of Directors of the listed Company or the head of an organization.

A **Connected Person** means any person who:

- is a Director of the Company or
- an officer or an employee of the Company or
- holds any position involving a professional or business relationship between himself and the Company, whether temporary or permanent and who may reasonably be expected to have an access to Unpublished Price Sensitive Information in relation to the Company, directly or indirectly. Connected person shall also include any person who is a connected person 6 months prior to an act of Insider Trading.

Person is **Deemed to be a Connected Person** if such person

- is a Company under the same management or group or any subsidiary Company, holding Company or associate Company; or
- is an intermediary, Investment Company, Trustee Company, Asset Management Company or an employee or director thereof or an official of a stock exchange or of clearing house or corporation; or
- is a merchant banker, share transfer agent, registrar to an issue, debenture trustee, broker, portfolio manager, Investment Advisor, sub- broker, Investment Company or an employee thereof; or
- is a member of the Board of Trustees of a mutual fund or a member of the Board of Directors of the Asset Management Company of a mutual fund or is an employee thereof who have a fiduciary relationship with the Company; or
- is a member of the Board of Directors, or an employee, of a public financial institution as defined in Section 2(72) of the Companies Act, 2013; or

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- is an official or an employee of a self regulatory organisation recognised or authorised by the Board of a regulatory body; or
- is a relative of any of the Connected persons; or
- is a banker of the Company; or
- is an Immediate Relative of the connected person; or
- is a concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein any of the connected persons mentioned in sub-clause (i) of clause (c), of this regulation or any of the persons mentioned in sub-clauses (vi), (vii) or (viii) of this clause have more than 10% of the holding or interest.

Dealing in Securities means an act of subscribing, selling or agreeing to subscribe, buy, sell or deal in any securities of the Company by any person, either as principal or agent.

Designated Employees for the purpose of this Policy shall mean:-

- Directors - Executive and Non Executive including Chairman and Managing Director;
- Heads of the Departments (HODs), Vice President(s), General Manager(s);
- Employees in Finance, Accounts and Secretarial Department who have access to Unpublished Price Sensitive Information;
- Such other employees as may be designated by Managing Director or the CEO, as the case may be, from time to time.

Relative means a person as defined in section 2 (77) of the Companies Act, 2013.

KMP means Key Managerial Personnel designated in the Company;

Immediate Relative means:

- spouse of a person,
- parent,
- sibling,
- child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities and includes Relative as defined in section 2 (77) of the Companies Act, 2013

Unpublished means information which is not published by the Company or its agent and is not specific in nature.

Unpublished Price Sensitive Information means any information, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- financial results;
- dividends;
- change in capital structure including issue of securities or buy back of securities
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, execution of new projects and such other transactions;
- changes in key managerial personnel; and
- material events in accordance with the listing agreement
- disposal of the whole or substantial part of the undertaking
- any significant changes in policies, plans or operations of the Company;
- any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affects the prices of the securities of the Company

II RESTRICTIONS ON COMMUNICATION/PROCUREMENT OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

(1) No Insider/Connected Persons/Designated Employees shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to a Company to any person including other insiders except where such communication is in furtherance of:

- legitimate purposes,
- performance of duties or
- discharge of legal obligations.

(2) No person shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to a Company except in cases as stated above in point (1)

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- (3) An Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, and where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company in connection with a transaction that:
- (i) entail an obligation to make an open offer under the Takeover Regulations
 - (ii) do not attract the obligation to make an open offer under the Takeover Regulations but the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least 2 trading days prior to the proposed transaction being effected.
- (4) Designated Employees shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- (5) Unpublished Price Sensitive Information is to be handled on a "need to know" basis,
- (6) Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- (7) All non-public information directly received by any employee of the Company shall be immediately reported to the head of the department.
- (8) Files containing confidential information shall be kept secure and computer files must have adequate security of login and passwords etc.

III PROHIBITION ON DEALINGS

No Insider/Connected person/Designated Employee shall:

- (i) either on his own behalf or on behalf of any other person, deal/trade in a Company's securities on any Stock Exchange, when in possession of any Unpublished Price Sensitive Information.

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- (ii) communicate, counsel or procure, directly or indirectly, any Unpublished Price Sensitive Information to any person who while in possession of such Unpublished Price Sensitive Information shall not deal/trade in securities.

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business, profession or under any law.

IV PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Insiders/Connected Persons/Designated Employees shall not deal in the securities of the Company during closure of the 'Trading Window' i.e. the period during which trading in the securities of the Company is prohibited.

The Trading Window shall remain closed for the following periods each year and other periods as may be notified from time to time:-

1. From 15th December to 15th February or until 48 hours after the Board Meeting to consider and approve the Annual audited results of the Company.
2. From 15th March to 15th May or until 48 hours after the Board Meeting to consider and approve the unaudited results for the first quarter of the Company.
3. From 15th June to 15th August or until 48 hours after the Board Meeting to consider and approve the unaudited results for the second quarter of the Company.
4. From 15th September to 15th November or until 48 hours after the Board Meeting to consider and approve the unaudited results for the third quarter of the Company.
5. From the date of circulation of the agenda for the meeting of Board of Directors, in which any material, price sensitive and unpublished event, including the following are proposed. The closure of the Trading Window for these events will be advised by the Compliance Officer/Company Secretary appointed by the Board of Directors for the purpose of this Policy:
 - Declaration of dividends (interim and final)
 - Issue of securities by way of public/ rights/bonus etc.
 - Any major expansion plans or execution of new projects
 - Amalgamation, mergers, takeovers and buy-back
 - Disposal of whole or substantially whole of the undertaking
 - Any changes in policies, plans or operations of the Company

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The Trading Window shall open 48 hours after the close of the Board meeting at which decision in respect of the events referred in point 5 are taken.

In case of ESOPs, exercise of option may be allowed in the period when Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when Trading Window is closed.

V DISCLOSURES OF TRADING BY INSIDERS AND INTERNAL PROCEDURES

INITIAL/ ANNUAL DISCLOSURE

1. Every Promoter, Director, Key Managerial Personnel and Designated Person of the Bank shall disclose his holding of securities of the Company as on 15th May 2015 within thirty days i.e. by 14th June 2015 to the Compliance Officer. **(Annexure I)**
2. Every person on appointment as a KMP, Director, Designated Employee, or Connected person of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter to the Company within seven days of such appointment or becoming a promoter. **(Annexure II)**

CONTINUAL DISCLOSURE

- (i) Every promoter, employee, Designated Employee and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two working days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified. **(Annexure III)**
- (ii) The Company shall notify the particulars of such trading to the Stock Exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

DISCLOSURES BY OTHER CONNECTED PERSONS

The Company may, at its discretion require any other Connected Persons or class of Connected Persons or Designated Employee to make disclosures of holdings and trading in securities of the Company within 30 days from the close of each financial year i.e. 30th April each year in order to monitor compliance. (Annexure IV)

VI PRE CLEARANCE OF TRADES

Designated Employees who deal in the securities for more than **100** shares of the Company either in one transaction or in a series of transactions in a calendar month shall take pre – clearance of the transactions.

Procedure for pre-clearance at other times (not prohibited periods):

An application for pre clearance of trade may be made to the Compliance Officer. (**Annexure V**)

An undertaking shall be executed by the Designated Employees. (**Annexure VI**).

Designated employees shall execute their order in respect of securities of the Company *within one week* after the approval of pre-clearance is given (**Annexure VII**).

The Designated Employee shall file within 2 (two) days of the execution of the deal, the details of such deal, with the Compliance Officer/Company Secretary in the prescribed form (**Annexure VIII**). If the order is not executed within one week after the approval is given, the Designated Employee must pre clear the transaction again.

Designated Employees shall hold their investments in securities for a minimum period of 6 months in order to be considered as being held for investment purposes. The holding period would commence when the securities are actually allotted.

In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer/ Company Secretary after recording in writing his/her reasons in this regard. An application may be made by the Designated Employee for waiver of minimum holding period. (**Annexure IX**).

VII WHOM TO MAKE THE REPORTING

All disclosures under this policy shall be made to the Compliance Officer /Company Secretary appointed by the Board of Directors of the Company. The Compliance Officer shall be responsible for maintaining a record of the Designated Employees for a minimum period of 5 years and any changes made in the list of Designated Employees.

In case it is observed by the Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.

VIII PENALTY FOR CONTRAVENTION OF THE POLICY

- Any Insider/Connected Person/Designated Employee who trades in the Securities of the Company or communicates any information for trading in securities of the Company in contravention of this Policy may be penalized and appropriate action may be taken by the Company.
- The Designated Employees of the Company who violates this Policy shall also be subject to disciplinary action by the Company which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc. 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 Company.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

IX TRADING PLANS

An insider shall have the option to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan not earlier than 6 months from the public disclosure of the plan.

X CLARIFICATIONS

For all queries concerning this Policy please contact the Compliance Officer.

XI CODES OF FAIR DISCLOSURE AND CONDUCT

The following cods have been duly approved by the Board :

- (a) Code of Fair Disclosure and Conduct - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information attached as **(Annexure X)**;
- (b) Code of Conduct - Code of Conduct to regulate, monitor and report trading by its employees and other Connected Persons towards achieving compliance attached as **(Annexure XI)** .

ANNEXURE X

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company has formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which ensures :

1. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, advertently or otherwise to make such information generally available.
4. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
5. Information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
6. Development of best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
7. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

ANNEXURE XI

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
INSIDERS/CONNECTED PERSONS/DESIGNATED EMPLOYEES**

1. All information shall be handled within the organisation on a need-to-know basis.
2. Compliance Officer shall report to Board of Director and shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
3. Chinese wall procedures and processes to be followed by Designated Persons.
4. No Unpublished Price Sensitive Information shall be communicated to any person except in
 - furtherance of the insider's legitimate purposes,
 - performance of duties or
 - discharge of his legal obligations.
5. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information, Designated Persons and their Immediate Relatives shall not trade in securities when the Trading Window is closed.
6. Compliance Officer shall determine the timings for re-opening of the Trading Window which shall not be earlier than 48 hours after the information become generally available taking into account various factors.
7. The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
8. No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

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- 9.** When the Trading Window is open, trading by Designated Persons shall be subject to preclearance by the Compliance Officer, if the value of the proposed trades is above such thresholds as the Board of Directors may stipulate.
- 10.** The Compliance Officer shall confidentially maintain a list of such securities as a “Restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- 11.** Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information having regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 12.** Trades that have been pre-cleared have to be executed by the Designated Person within seven days, failing which fresh pre-clearance would be needed for the trades to be executed.
- 13.** A Designated Person who is permitted to trade shall not execute a contra trade for a period of atleast six months.
- 14.** Should a contra trade be executed, inadvertently or otherwise, in violation of restriction as in point 11, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- 15.** In case it is observed that there has been a violation of these regulations, the Company shall inform the SEBI promptly.
- 16.** In case of contravention of the code of conduct by the persons who are required to with the comply with the same shall be penalized and appropriate action may be taken by the Company against him.

ANNEXURE I

FORM FOR INITIAL/ANNUAL DISCLOSURE OF DETAILS OF SHARES HELD BY PROMOTER, KEY MANAGERIAL PERSONNEL (KMP), DIRECTOR AND OTHER PERSONS INCLUDING DESIGNATED EMPLOYEES DEPENDENT FAMILY MEMBERS

To

The Compliance Officer/Company Secretary
GlaxoSmithKline Consumer Healthcare Ltd.
24th Floor, One Horizon center, Golf Course Road,
DLF Phase V, Gurgaon – 122 002

Dear Sir,

I (Name and designation) of GSKCH furnish below the details of securities in GSKCH in my name in terms of of SEBI (Prohibition of Insider Trading) Regulation, 2015 and Clause V of the Policy for the Prevention of Insider Trading in Securities and Code of Corporate Disclosure Practices of the Company.

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons including dependent family members

| Name, PAN No., CIN/DIN & address with contact nos. | Category of Person (Promoters / KMP directors/immediate relatives/others including Designated Employees | Securities held as on the date of regulations coming into force | | % of Shareholding | Open Interest of the Future contracts held as on the date of regulation coming into force | | Open Interest of the Option contracts held as on the date of regulation coming into force | |
|--|---|--|-------------------|-------------------|---|--------------------------------|---|--------------------------------|
| | | Type of security(For e.g.- Shares,Warrants ,Convertible Debentures etc.) | No. of securities | | Number of units | Notional value in Rupees terms | Number of units | Notional value in Rupees terms |
| | | | | | | | | |
| | | | | | | | | |

Note: "Securities" means shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate etc.;

Signature:

Designation:

Date:

Place:

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ANNEXURE II

**FORM FOR DISCLOSURE OF DETAILS OF SECURITIES HELD ON APPOINTMENT OF KEY
MANAGERIAL PERSONNEL (KMP) OR DIRECTOR OR DESIGNATED EMPLOYEE OR UPON
BECOMING A PROMOTER**

To
The Compliance Officer/Company Secretary
GlaxoSmithKline Consumer Healthcare Ltd.
24th Floor, One Horizon center, Golf Course Road,
DLF Phase V, Gurgaon – 122 002

Dear Sir,

I (Name and designation) of GSKCH, furnish below the details of transaction(s) in the securities of GSKCH, as on the date of appointment or becoming a promoter, to the company within 7 days i.e. _____ of such appointment/ becoming a promoter.

Name & Designation of the Designated Employee:

Department of Designated Employee:

Date of Joining/ becoming Designated Employee:

| Name, PAN No., CIN/DIN & address with contact nos. | Category of Person (Promoters/ KMP directors/ immediate relatives/ others including Designated Employee s | Date of appointment of Director/ KMP/ OR Date of becoming Promoter | Securities held at the time of becoming Promoter/app ointment of Director | % of shareholding | | Open Interest of the Future contracts held as on the date of regulation coming into force | | Open Interest of the Option contracts held as on the date of regulation coming into force | |
|--|--|--|---|---------------------------------|---------------------------------------|---|---------------------------------------|---|---|
| | | | Type of security(For e.g.- Shares,Warra nts,Convertibl e Debentures etc.) | No. of sec uriti es | Nu m b er of uni ts | No tio nal val ue in Ru pe es ter ms | Nu m b er of uni ts | No tio nal val ue in Ru pe es ter ms | |
| | | | 1 | 2 | | | | | 3 |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | | | |

Note: "Securities" means shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate etc.;

Signature:
Designation:
Date:
Place:

ANNEXURE III

FORM FOR CONTINUAL DISCLOSURE OF DETAILS OF CHANGE IN HOLDING OF SECURITIES OF PROMOTER, EMPLOYEE DESIGNATED EMPLOYEE OR DIRECTOR AND SUCH OTHER PERSONS INCLUDING DEPENDENT FAMILY MEMBERS HELD BY DESIGNATED EMPLOYEES

To
 The Compliance Officer
 GlaxoSmithKline Consumer Healthcare Ltd.
 24th Floor, One Horizon center, Golf Course Road,
 DLF Phase V, Gurgaon – 122 002

Dear Sir,

I(Name and designation) of GSKCH, furnish below the details of transaction(s) in the securities of GSKCH, during the financial yearas well as shareholding as on 30TH April.....

Details of change in holding of Securities of Promoter, Employee designated employee or Director and other such other persons including dependent family members

| Name, PAN No.,CIN/DIN & address of Promoter /Employee/Director with contact nos. | Category of Person (Promoters/ KMP directors/immediate relatives/others including Designated Employees | Securities held prior to acquisition/disposal | | Securities acquired/Deposited | | % of shareholding | | Date of allotment advice/acquisition of Shares | | Date of intimation to company | Modes of acquisition(mark et purchase/public rights/preferential offer/off market/Inter-se transfer etc. | Trading in derivatives (Specify type of contract,Futures or Option etc.) | | Exchange on which the trade was executed | | | | |
|--|--|---|----|---|-----|-------------------|------------------|--|----|-------------------------------|--|--|----|--|--------------|-------|--------------|--------------|
| | | Type of security (for eg. Shares,Warrants,Convertible Debenture etc.) | No | Type of security (for eg. Shares,Warrants,Convertible Debenture etc.) | No. | Pre transaction | Post Transaction | From | To | | | | | Buy | Sell | Value | No. of units | No. of units |
| | | | | | | | | | | | | | | value | No. of units | | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | | |

Note: "Securities" means shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate etc.;

Name:
 Signature:
 Date:
 Place:

ANNEXURE IV

FORM FOR DISCLOSURES OF TRANSACTIONS BY OTHER CONNECTED PERSONS AS IDENTIFIED BY THE COMPANY

| Name, PAN No.,CIN/DIN & address of Promoter /Employee/Director with contact nos. | Category of Person (Promoters/ KMP directors/immediate relatives/others including Designated Employees | Securities held prior to acquisition/disposal | | Securities acquired/Deposited | | % of shareholding | | Date of allotment advice/acquisition of Shares | | Date of intimation to company | Modes of acquisition(market purchase/public rights/preferential offer/off market/Inter-se transfer etc. | Trading in derivatives (Specify type of contract,Futures or Option etc.) | | Exchange on which the trade was executed | | | | |
|--|--|---|-----|---|-----|-------------------|------------------|--|----|-------------------------------|---|--|--------------|--|--------------|-------|--------------|----|
| | | Type of security . (for eg. Shares,Warrants,Convertible Debenture etc.) | No. | Type of security (for eg. Shares,Warrants,Convertible Debenture etc.) | No. | Pre transaction | Post Transaction | From | To | | | Buy | Sell | Value | No. of units | Value | No. of units | 17 |
| | | | | | | | | | | | | value | No. of units | | | | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | | |

Note: "Securities" means shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate etc.;

Signature:
 Designation:
 Date:
 Place:

ANNEXURE V

APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES

To
The Compliance Officer/Company Secretary
GlaxoSmithKline Consumer Healthcare Ltd.
24th Floor, One Horizon center, Golf Course Road,
DLF Phase V, Gurgaon – 122 002

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Policy for Prevention of Insider Trading and Code of Corporate Disclosure Practices, I seek approval for purchase/sale/subscription of the Securities of the Company as per the details given below:

Name & Designation of the Designated Employee:

Department of Designated Employee:

Date of Joining/ becoming Designated Employee:

| S.NO. | No. of securities held (including the dependent members as on the date of application | Folio No. / DP ID & Client ID | Category of Person | PAN No. / DIN No. | Nature of new transaction for which approval is sought | Estimated number of securities to be dealt |
|-------|--|-------------------------------|--------------------|-------------------|--|--|
| | | | | | | |

| Estimated Consideration value | Whether proposed transaction is in the self name or in the name of dependent family member | Name of the dependent, if the transaction is in the name(s) of the dependent(s) | Previous approval no and date of purchase/allotment |
|-------------------------------|--|---|---|
| | | | |

The Undertaking in the prescribed format is enclosed as Annexure for your perusal in this connection.

Signature: _____

Date: _____

ANNEXURE VI

UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARANCE

I,(Name, designation and dept) residing at, am desirous of dealing inshares of the Company as mentioned in my application dated..... for pre-clearance of the transaction.

As required by the Policy for the Prevention of Insider Trading in securities of the Company, I hereby state that:

- (a) I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” as defined in the Policy upto the time of signing this undertaking;
- (b) In the event that I have access to or received any information that could be construed as “Unpublished Price Sensitive Information” as defined in the Policy, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- (c) I have not contravened the provisions of the Policy for the Prevention of Insider Trading as notified by the Company from time to time;
- (d) I shall hold the shares for a minimum period of 30 days from the date of purchase/ I have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold. (applicable only in respect of sale transaction).
- (e) I have made full and true disclosures in the matter.

Signature: _____

Date: _____

FOR OFFICE USE

Serial number of the application received: _____

Date & time of receipt of the Application: _____

Date & time of communication of the pre-clearance or otherwise: _____

Reasons for not giving pre-clearance: _____

Signature of the Compliance Officer/ Authorised Officer: _____

LETTER OF INTIMATION OF PRE- CLEARANCE

Name of Designated Employee

Employee No.....

Designation.....

Dear Sir,

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application. Kindly note that in terms of the Policy for the Prevention of Insider Trading in Securities of the Company and Code of Corporate Disclosure Practices, the above mentioned transaction is to be completed within.....i.e. within seven days of the pre-clearance.

This approval letter is valid till _____ (i.e. for one week). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh predealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within seven days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Kindly also note that in terms of the Policy for the Prevention of Insider Trading in Securities and Code of Corporate Disclosure Practices of the Company, the shares to be bought shall be held for a minimum period of 30 days from the date of the purchase. (applicable only in respect of purchase transaction).

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of
GlaxoSmithKline Consumer Healthcare Ltd

Compliance Officer/Authorised Officer

ANNEXURE VIII

FORM FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 7 days of transaction/Dealing in Securities of the Company)

To,

The Compliance Officer
GlaxoSmithKline Consumer Healthcare Ltd.
24th Floor, One Horizon center, Golf Course Road,
DLF Phase V, Gurgaon – 122 002

Dear Sir,

DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter No. _____ dated _____

I hereby inform you that I have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

| Name of holder | First or joint holder | No. of Securities dealt with Bought / Sold/ Subscribed | DP ID/CLIENT ID /Folio no. | Price (Rs) |
|-----------------------|------------------------------|---|-----------------------------------|-------------------|
| | | | | |

I declare that the above information is correct and that no provisions of the Policy for the Prevention of Insider Trading in Securities of the Company and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for a minimum period of 30 days. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: _____

Name: _____

Employee No: _____

Department: _____

ANNEXURE IX

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

To

The Compliance Officer

GlaxoSmithKline Consumer Healthcare Ltd.
24th Floor, One Horizon center, Golf Course Road,
DLF Phase V, Gurgaon – 122 002

Through Division/Department Head

Dear Sir,

I (Name and designation) request you to grant me waiver of the minimum holding period of 30 days as required under the Policy for the Prevention of Insider Trading in Securities of the Company with respect toShares of the Company held by me/.....(name of relative) singly/jointly acquired by me on.....(Date). I desire to deal in the said shares on account of..... (give reasons).

Thanking you,
Yours faithfully,

Signature: _____

Name: _____

Emp No: _____

Department: _____