



May 15, 2015

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**SUB: COMPLIANCE WITH THE SEBI (PROHIBITION OF INSIDER TRADING)
REGULATIONS, 2015**

Dear Sir / Madam,

This is to inform you that the Board of Directors at their meeting held on 8th May, 2015 formulated and adopted the Code of Conduct and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company in compliance with the Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 which is enclosed herewith as Annexure A and Annexure B respectively.

Further, the Code of Conduct and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has also been published on the website of the Company.

Please take the above on your records.

Thanking You

Yours faithfully
For GlaxoSmithKline
Consumer Healthcare Limited

Sonali Khanna
Company Secretary

ANNEXURE A

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company has formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which ensures :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 Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.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 Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, advertently or otherwise to make such information generally available.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 Information shared with analysts and research personnel is not Unpublished Price Sensitive Information.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 Handling of all Unpublished Price Sensitive Information on a need-to-know basis.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 B

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.

- 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.