

Code of Internal Procedures and Conduct for Regulating, Monitoring and
Reporting of Trading by Insiders
(Amended w.e.f 1st August 2025)

INDEX

Sr.no	Contents	Pg. No.
1	INTRODUCTION	3
2	DEFINITIONS	3
3	DUTIES OF COMPLIANCE OFFICER	6
4	PRESERVATION OF “PRICE SENSITIVE INFORMATION”	8
5	TRADING PLAN	8
6	TRADING WINDOW AND TRADING CLOSURE	9
7	PRE-CLEARANCE OF TRADES	11
8	REPORTING AND DISCLOSURES REQUIREMENTS	12
9	PENALTY	13
10	CODE OF FAIR DISCLOSURE	13
11	ANNEXURE	14

1. INTRODUCTION

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992.

Insider trading means 'trading' in 'Securities' of a Company by its Directors, Employees or other 'Insiders' based on 'Unpublished Price Sensitive Information'. Such activities by Insiders erode the investors' confidence in the integrity of the management and are unhealthy for the capital markets.

The Insider Trading Regulations prohibits an insider of a Company to deal in the securities of such Company while in possession of any unpublished price sensitive information. The Insider Trading Regulations also prohibits an insider to 'communicate, counsel or procure', whether 'directly or indirectly', any unpublished price sensitive information to any person including insiders, who while in possession of such information may 'deal' in the securities of the Company listed or proposed to be listed.

Every officer, employee, Director and Designated Person of the Company has a duty to safeguard the confidentiality of all the information obtained during the course of his /her employment at the Company.

This code of conduct is applicable from May 15, 2015.

2. DEFINITIONS

1. "**Act**" means the Securities and Exchange Board of India Act, 1992.
2. "**Board**" means the Board of Directors of the Company.
3. "**Code**" shall mean the "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading in shares and Debentures by Insiders of Glaxo SmithKline Pharmaceuticals Limited.
4. "**Company**" or "**the Company**" shall mean GlaxoSmithKline Pharmaceuticals Limited.
5. "**Compliance Officer**" means any Senior Officer, designated so and reporting to the Board of Directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the Company or the head of an organization, as the case may be;.
6. "**Connected Person**" means:-
 - (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
- Relative of connected persons specified in clause (i); or
 - a holding company or associate in section 12 of the Act or an employee or director thereof; or
 - an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - an 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
 - 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; or
 - 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
 - an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - a banker of the company; or
 - a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or
 - a firm or its partner or its employee in which a connected person specified in sub-clause (i) is also a partner; or
 - person sharing household or residence with a connected person specified in sub-clause (i).
7. **"Director"** means a member of the Board of Directors of the Company.
8. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media
9. **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and 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.
10. **"Insider"** means any person who is:
- a. A connected person; or
 - b. In possession of or having access to unpublished price sensitive information;
11. **"Promoter"** means and includes:
- a. The person or persons who are in control of the issuer;
 - b. The person or persons who are instrumental in the formulation of a plan or programme pursuant to which specified securities are offered to public;
 - c. The person or persons named in the offer document as promoters:
 - a. Provided that a director or officer of the issuer or a person, if acting as such merely in his professional capacity, shall not be deemed as a promoter;
 - b. Provided further that a financial institution, scheduled bank, foreign institutional investor and mutual fund shall not be deemed to be a promoter merely by virtue of the fact that ten per cent or more of the equity share capital of the issuer is held by such person;
 - c. Provided further that such financial institution, scheduled bank and foreign institutional investor shall be treated as promoter for the subsidiaries or

- companies promoted by them or for the mutual fund sponsored by them;
- d. "Promoter & Promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 5[2018] or any modification thereof.

12. **"Regulations" or "these Regulations"** means SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.

13. **"Relative"** shall mean the following:

- I. spouse of the person;
- II. parent of the person and parent of its spouse;
- III. sibling of the person and sibling of its spouse;
- IV. child of the person and child of its spouse;
- V. spouse of the person listed at sub-clause (iii); and
- VI. spouse of the person listed at sub-clause (iv)

14. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;

"Unpublished Price Sensitive Information" or "UPSI" means any information, relating to the Company or its securities, directly or indirectly, 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
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel; and material events in accordance with the listing Regulations
- Changes in key managerial personnel [, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;]
- change in rating(s), other than ESG rating(s);
- fund raising proposed to be undertaken;
- agreements, by whatever name called, which may impact the management or control of the company;
- fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions.
- admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under Insolvency and Bankruptcy Code, 2016.
- initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company.
- outcome of any litigation(s) or dispute(s) which may have an impact on the company.
- giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party,

by the company not in the normal course of business; (granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals. Explanation 1- For the purpose of sub-clause

'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

15. **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
16. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
17. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
18. **"Designated Person (s)"** shall include the following persons :
 - a. Directors of GlaxoSmithKline Pharmaceuticals Limited
 - b. ;
 - c. All employees reporting to India Leadership team Members irrespective of their Grade
 - d. Personal assistants / secretaries to all the above persons;
 - e. Other persons employed on contract basis not included above but performing similar roles or having similar responsibilities;
 - f. All employees irrespective of their cadre in Finance, Legal & Secretarial Department at the registered office of the Company.
 - g. Such other persons as may be notified by the Compliance Officer in consultation with Managing Director / Stakeholders Relationship Committee Meeting.

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under.

3. DUTIES OF COMPLIANCE OFFICER

- a. To report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- b. Prescribing procedures for various activities referred to in the Code.
- c. Monitoring adherence to the regulations for the preservation of "Unpublished Price Sensitive Information"
- d. Grant of pre-clearance approvals to the Designated Persons for dealings in the Company's Securities by them / their Dependents and monitoring of such dealings.
- e. Maintenance of a record of designated employees as specifically provided in **(Annexure A)** and changes provided thereto from time to time.

- f. Maintaining confidentially of list of securities as a “restricted list” which shall be used as a base for approving or rejecting applications for pre-clearance of trades
- g. Maintenance of a record of prohibited periods specified from time to time.
- h. Assist all the Employees in addressing any clarifications regarding the Regulations and this Code.
- i. Determination of trading window closure and re-opening periods.
- j. Seeking declarations from the applicant towards possession of UPSI and its accuracy
- k. Approve and publicly disclose the trading plan presented to him/her by the insider after which trades may be carried out on behalf of the insider in accordance with such plan.
- l. Review the trading plan to assess whether the plan would have any potential for violation of the regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- m. In case any UPSI is in possession of an insider at the time of formulation of trading plan, the compliance officer shall confirm that unless such unpublished price sensitive information becomes generally available, the commencement of any trading plan shall be deferred.
- n. Notify the trading plan to the stock exchanges on which the securities of the Company are listed.
- o. Maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.
- p. Compliance of policies, procedures, maintenance of records, preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the board of directors of the listed company or the head of an organization.
- q. Ensuring that information shared with Analysts and Research Personnel is not UPSI.
- r. Ensure that appropriate and fair response is given to queries on news reports and requests for verification of market rumours by regulatory authorities.
- s. Developing 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.
- t. Where there is a violation of regulations, the compliance officer or the company shall immediately inform SEBI about such violation.

4. PRESERVATION OF “PRICE SENSITIVE INFORMATION”

(a) All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person including other insiders except where such communication is in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

(b) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- a. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

- b. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

Need to Know:

- a. "Need to Know" basis means that 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 give rise to a conflict of interest or appearance of misuse of the information.
- b. All non-public information directly received by any employee should immediately be reported to the head of the department.

5. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (a) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:-

(1) the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of preservation of price sensitive information mentioned at point 4 above and both parties had made a conscious and informed trade decision;

(2) in the case of non-individual insiders:-

- (i) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
- (ii) appropriate and adequate arrangements were in place to ensure that the regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached
- (iii) the trades were pursuant to a trading plan stated below at point 6.

- (b) In case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board;

(c) The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

6. TRADING PLAN

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

Trading Plan shall;

- a. not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- b. not entail overlap of any period for which another trading plan is already in existence;
- c. set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below :
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
- (v) not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the

commencement of implementation. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer. If the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.]

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval

The requirements of pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

The trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan

7. Trading Window and Window Closure

- i. The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- ii. The trading window shall be, inter alia, closed 7 (Seven) days prior to and during the time the unpublished price sensitive information is published. The trading window with respect to approval of financial results shall start from the end of every quarter till 48 hours after the declaration of financial results.
- iii. When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
- iv. All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

8. PRE-CLEARANCE OF TRADES

Every Designated Person shall obtain a pre-clearance approval as per the procedure prescribed hereunder. For any dealing in any Securities of the Company proposed to be undertaken by such Designated Person / his /her Dependent. Such pre-clearance approval would be necessary, only if the Securities involved in the aggregate in all dealings in a calendar month exceeds 100 (one hundred) or The market value of

GlaxoSmithKline Securities involved in aggregate of such dealings in a calendar month exceeds in a monetary term, the amount of Rs. 300,000/- (Rupees Three lacs) whichever is lower.

However, no designated person shall be entitled to 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 and hence he shall not be allowed to trade.

The pre-dealing procedure shall be hereunder:

- a. For the purpose of obtaining a pre-clearance approval, the concerned Designated Person shall make an application in the prescribed form to the Compliance Officer **(Refer Annexure B)**
- b. Such application should be complete and correct in all respects and should be accompanied by such undertakings declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time. **(Refer Annexure C)**
- c. All Designated Person / his /her Dependent shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Person / his /her Dependent shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. **(Refer Annexure D)** In case the transaction is not undertaken, a report to that effect shall be filed.
- d. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

Designated person who is permitted to trade shall not execute a contra trade for six months from the date of entering into transaction. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

Where any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be surrendered for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

9. REPORTING AND DISCLOSURES REQUIREMENTS

Every officer, employee, Director and Designated Person of the Company shall be required to forward the following details of their securities transactions including the statement of dependent family members to the Compliance officer:

- All holdings in securities of that Company by officer/employee/Director/Designated Person at the time of joining the company ; **(Refer Annexure E)**
- Trading in derivatives of securities and the traded value of the derivatives, if any
- Periodic statement of any transactions in securities and
- Annual statement of all holdings in securities. **(Refer Annexure F)**

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the officer/employee/Director/Designated Person for a minimum period of five years.

The disclosures to be made hereunder shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

A. Initial Disclosure

Every Key Managerial Personnel or a Director and Promoter of the company on his appointment shall disclose in prescribed format (Refer Annexure G) his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within 7 (seven) days of such appointment or becoming a promoter.

B. Continual Disclosure

Every Promoter, employee, officer, Director, Designated Person of every company shall disclose to the company the number of such securities acquired or disposed of within 2 (two) trading 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 Rs. 10 (Ten) Lakh.

C. Disclosures by other connected persons

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

Disclosure by Company to the Stock Exchanges:

The Company shall Notify the particulars of such trading to the stock exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

10. PENALTY

- a. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- b. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- c. Designated Person who violates this Code 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.
- d. 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.

11. CODE OF FAIR DISCLOSURE

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

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 unpublished price sensitive information to avoid selective disclosure.
3. Designation of a Senior Officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing 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.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

PLACE: Mumbai

ANNEXURE A

SPECIMEN OF REGISTER OF DESIGNATED EMPLOYEES

(To Be Maintained by Compliance Officer)

Sr no	Name Employee	of	Grade	Dept	Location	Name of Dependent	Date of joining	Date of ceasing	Remar k

Annexure – B

Application by Designated Person for Pre-clearance of dealing in GlaxoSmithKline Securities

The Compliance Officer
Glaxo SmithKline Pharmaceuticals Limited
Dr. Annie Beasant Road
Worli, Mumbai – 400030

Date _____

Dear Sir,
Pursuant to the Code of Internal Procedures and Conduct for Prevention of Insider Trading in **GlaxoSmithKline** Securities, I hereby seek approval for purchase / sale of the Securities of the Company as per the details given below:

NAME OF DESIGNATED PERSON: _____

EMPLOYEE NO. _____ DESIGNATION _____

DEPARTMENT _____ LOCATION _____

REPORTING MANAGER / HEAD _____

GlaxoSmithKline Securities are being purchased /sold / subscribed by me / my dependent family member Mr. / Mrs./ Ms/ Minor

Nature of Transaction (buy/sell/subscribe)	No. of securities intended to be bought / sold / subscribed	*Date of purchase/ allotment/ acquisition	**Date of previous approval (for purchase)	DP/ CLIENT ID of the account where the securities will be credited/debited
				DP ID. CLIENT ID

I declare that the order for buying / selling *** shall be executed within 7 (Seven) days after the approval is granted to me and an intimation of the same will be given to the Compliance Officer within 2 (Two) Working Days thereof.

I further declare that if the order for buying/selling *** has not been executed within 7 (Seven) days after the approval is granted to me, and further intend to deal in securities, than a fresh approval will be taken in that behalf.

Thanking you,

(Signature and Name of the Designated Person)

#applicable only if the Designated Person is an employee

*applicable only in respect of sale of GlaxoSmithKline Securities

** applicable only in respect of sale of GlaxoSmithKline Securities for which an earlier purchase sanction was granted by the Compliance Officer.

*** strike out whichever is not applicable.

Annexure – C

Undertaking

To
The Compliance Officer
Glaxo SmithKline Pharmaceuticals Limited
Dr. Annie Beasant Road
Worli, Mumbai – 400030

Undertaking under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Glaxo SmithKline Code

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended, and the Glaxo SmithKline Code, (I, _____ (Name of the Designated Person) hereby undertake/declare that :

I do not have any access to or have not received any “Price Sensitive Information” upto the time of signing this undertaking.

In case, I have access to or receive any “Price Sensitive Information” after the signing of this undertaking but before the execution of the deal, I shall inform the Compliance Officer of the change in the position and that I would completely refrain from dealing in Glaxo SmithKline Securities till the time such information is made available to Public by the Company.

I have not contravened the Glaxo SmithKline Code for the prevention of Insider Trading as notified by the Company from time to time.

I have made full and true disclosure in the matter.

Signed this _____ day of _____, 20__.

(Name of the Designated Person & Signature)

Annexure – D

Disclosure of Dealings

Date :

To,
The Compliance Officer
Glaxo SmithKline Pharmaceuticals Limited
Dr. Annie Beasant Road
Worli, Mumbai – 400030

Dear Sir,

DETAILS OF DEALINGS

I hereby inform you that I / my Dependent Family Member(s) have bought/sold/subscribed to the Glaxo SmithKline Securities as mentioned below :

Name of holder	* F/J	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID No./ CLIENT ID (electronic form) where the Securities will be debited or credited or Folio no. (physical)	Price per security (Rs.)

“F” first holder “J” joint holder

In connection with the aforesaid dealing (s), I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/SEBI any of the following documents:

Stock Broker's contract note
Proof of payment to/from Stock brokers
Extract of bank passbook/statement (to be submitted in case of demat transactions)
Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Glaxo SmithKline Code and/or applicable laws/regulations have been contravened for effecting the abovesaid transaction(s).

** I agree to hold the above Securities for a minimum period of 30 (thirty) days.

Yours truly,
Signature : _____
Name : _____
Emp. No.: _____

** Applicable in case of purchase of Glaxo SmithKline securities only.

ANNEXURE – E

INITIAL DISCLOSURE BY DESIGNATED PERSONS

Date:

To
The Compliance Officer
Glaxo SmithKline Pharmaceuticals Limited
Dr. Annie Beasant Road
Worli, Mumbai – 400030

Internal Use

Date of receipt:

NAME OF DESIGNATED PERSON :

EMPLOYEE NO. _____ GRADE _____

DEPARTMENT _____ LOCATION _____

DATE OF APPOINTMENT _____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Glaxo SmithKline, I hereby declare that I have the following Dependent Family Members:

Sr.No.	Name of the dependant family members	Relationship with the Designated Person
	(name of spouse)	
	(name(s) of children below 21 years)	
	(names(s) of other dependant family members)	

I hereby declare that I / my dependants
Do not hold Glaxo SmithKline Securities as on date
Hold Glaxo SmithKline Securities as per the details given below :

Name of holder	* First of joint holder	Folio No. (physical form)	No of Securities	DP ID / CLIENT ID No (electronic form)	No of Securities

I hereby undertake to approach the Compliance Officer for pre-dealing approval in case of any proposed Dealing (buying/selling/subscribing/acquiring) in Glaxo SmithKline Securities in respect of the above mentioned holders.

I hereby declare that the above details are true, correct and complete in all respects.

Signature : _____

Name : _____

Applicable only where the designated person is Glaxo SmithKline employee

* Indicate “F” where the named holder is the first holder of the securities and “J” where he/she is the joint holder of the Securities

Annexure – F

Annual Disclosure of Holdings by Designated Persons

(On Plain Paper)

Date :

To
The Compliance Officer
Glaxo SmithKline Pharmaceuticals Limited
Dr. Annie Beasant Road
Worli, Mumbai – 400030
Dear Sir,

STATEMENT OF SHAREHOLDINGS IN GLAXOSMITHKLINE LTD.

As on 31st March 20_, I/my Dependent Family Members, in the capacity of Sole holder/Joint holder ** hold the Securities of the Company, details whereof are as under :

Description of Securities :

Name of holder	*F/J	Folio No. (physical form)	No. of Securities	DP CLIENT (electronic form)	ID/ ID	No. of Securities

* “F” First holder “J” joint holder

** strike out whichever is not applicable

Yours truly,

Signature : _____
Employee No : _____
Location : _____

Name : _____
Department : _____

ANNEXURE G

INITIAL DISCLOSURE BY DIRECTOR

Date:

To

The Compliance Officer
Glaxo SmithKline Pharmaceuticals Limited
Dr. Annie Beasant Road
Worli, Mumbai – 400030

I, _____ in my capacity as Director of the Company hereby submit the following details of securities held in the Company as on _____ (date of appointment):

Details of Securities held by me

Name of holder	* First of joint holder	Folio No. (physical form)	No of Securities	DP ID / CLIENT ID No (electronic form)	No of Securities

Details of dependents

Sr.No.	Name of the dependant	Relationship with the Director

Details of Securities held by Dependent

Type of securities	No. of securities	No of Securities held	Folio No	DP ID / CLIENT ID No (electronic form)

Signature : _____

Name : _____