

**DETAILED PUBLIC STATEMENT TO THE SHAREHOLDERS OF GLAXOSMITHKLINE PHARMACEUTICALS LIMITED
IN TERMS OF REGULATION 6 READ WITH REGULATIONS 13(4), 14 AND 15(2) OF SECURITIES AND EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

GLAXOSMITHKLINE PHARMACEUTICALS LIMITED

Registered Office: Dr. Annie Besant Road, Mumbai 400 030, India. Telephone: +91 22 24959595; Fax: +91 22 24959494

Voluntary Open Offer for acquisition of 20,609,774 Shares representing 24.33% of the Voting Share Capital from the public shareholders of GlaxoSmithKline Pharmaceuticals Limited (the "Target Company") by GlaxoSmithKline Pte Ltd ("GSK Plc" or the "Acquirer") along with GlaxoSmithKline plc ("GSK plc" or the "PAC") in its capacity as a person acting in concert with the Acquirer.

This detailed public statement ("DPS") is being issued by HSBC Securities and Capital Markets (India) Private Limited (the "Manager to the Open Offer") on behalf of the Acquirer and the PAC to the public shareholders of the Target Company in compliance with Regulation 6 read with Regulations 13(4), 14 and 15(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI (SAST) Regulations, 2011"), pursuant to the Public Announcement ("PA") filed on 16 December 2013 with the BSE Ltd. ("BSE"), the National Stock Exchange of India Limited ("NSE"), the Securities and Exchange Board of India ("SEBI") and the Target Company in terms of Regulation 6 of the SEBI (SAST) Regulations, 2011.

Definitions:

For the purpose of this DPS, the following terms would have the meanings assigned to them below:

"Shares" shall mean the fully paid-up equity shares of a face value of INR 10 each of the Target Company carrying voting rights and including any security which entitles the holder thereof to exercise voting rights.

"Open Offer" shall mean the voluntary open offer made by the Acquirer and the PAC to the public shareholders of the Target Company for the acquisition of up to 20,609,774 Shares (Twenty million, six hundred and nine thousand, seven hundred and seventy four Shares) representing 24.33% of the total fully diluted voting equity share capital of the Target Company ("Voting Share Capital").

"NRI" shall mean a non-resident Indian, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.

"OCB" shall mean an overseas corporate body, as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.

L. ACQUIRER, PAC, TARGET COMPANY AND OPEN OFFER

A. Details of the Acquirer - GlaxoSmithKline Pte Ltd

- The Acquirer is a private limited company incorporated under the laws of Singapore with its registered office at 150 Beach Road, #21-00 Gateway West, Singapore 189720.
- The Acquirer was incorporated as Glaxo Orient (Pte.) Ltd on 24 June 1981. Effective 4 October 1993, the Acquirer changed its name to Glaxo Orient Pte. Ltd. On 31 May 1995, its name was changed to Glaxo Wellcome Orient Pte Ltd, which was further changed to Glaxo Wellcome Asia Pacific Pte Limited on 6 June 1997. Effective 15 March 2002, the name of the Acquirer was changed to GlaxoSmithKline Pte Ltd.
- The principal activities of the Acquirer are promotion, import, export, sale of pharmaceutical and consumer healthcare products and to act as the regional headquarters for the GlaxoSmithKline group's Asia Pacific operations.
- The Acquirer is a wholly owned indirect subsidiary of GSK plc. The Acquirer is a wholly owned subsidiary of Setfint Limited, which is a wholly owned subsidiary of GlaxoSmithKline Finance plc. GlaxoSmithKline Finance plc is a wholly owned subsidiary of GlaxoSmithKline Holdings Limited, which is a wholly owned subsidiary of GSK plc. Each of the intermediate companies (with the exception of GlaxoSmithKline Finance plc) is a private limited liability company incorporated in England under the laws of England and Wales. GlaxoSmithKline Finance plc is a public limited company incorporated in England under the laws of England and Wales.
- The Acquirer's equity shares are not listed on any stock exchange.
- The Acquirer does not hold any Shares or voting rights of the Target Company. The Acquirer does not have any representatives on the board of directors of the Target Company. The Acquirer has certain commercial transactions with the Target Company as set out below:

(Amount in INR million)

Description of the nature of the transaction	Financial year ended 31 December 2011	Financial year ended 31 December 2012
Reimbursement of expenses (net)	5.99	6.20

Source: Annual Report of the Target Company for the year ended 31 December 2012. Further, the Target Company has not published detailed schedules for interim financials and consequently the financial information, which has been subject to limited review and disclosed herein, for the 9 months ended 30 September 2013 does not provide details of related party transactions.

The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of any directions issued under Section 11B or any other regulations made under the SEBI Act, 1992 ("SEBI Act").

The Acquirer's key financial information based on its audited standalone financial statements as at and for financial years ended 31 December 2010, 31 December 2011 and 31 December 2012 audited by PricewaterhouseCoopers LLP, the statutory auditors of the Acquirer, and its interim unaudited standalone financial statements as at and for 9 months ended 30 September 2013, which have been subject to review based on the International Standard on Review Engagements ("ISRE") 2410 by PricewaterhouseCoopers LLP are as follows:-

(Amount in SGD thousands and INR million except per share data)

	As at and for financial year ended 31 December 2010		As at and for financial year ended 31 December 2011		As at and for financial year ended 31 December 2012		As at and for 9 months period ended 30 September 2013	
	SGD	INR	SGD	INR	SGD	INR	SGD	INR
Total Revenue / Turnover	313,336	15,472	340,195	16,798	394,611	19,485	315,826	15,505
Net Income / Net Profit (2,237) (110)	3,498	173	13,216	653	23,609	1,166	11,489	5,505
Earnings Per Share ("EPS") (0.07) (3.32)	0.11	5.20	0.08	3.84	0.02	1.00	0.07	3.32

Note: Since the financial statements of the Acquirer are prepared in Singapore Dollars ("SGD"), the functional currency of the Acquirer, they have been converted into INR for purpose of convenience of translation. INR to SGD conversion has been assumed at a rate of 1 SGD = INR 49.3781 as on the date of the PA (Source: Bloomberg).

Source: The standalone financial information set forth above (with the exception of EPS, see note below) has been extracted from the audited standalone financial statements of the Acquirer as at and for years ended 31 December 2010, 31 December 2011 and 31 December 2012 prepared in accordance with Singapore Financial Reporting Standards and audited by PricewaterhouseCoopers LLP. The interim standalone financial information set forth above for the 9 months ended 30 September 2013 has been extracted from the unaudited condensed consolidated financial statements prepared in accordance with Singapore Financial Reporting Standards, which have been subject to review based on ISRE 2410 by PricewaterhouseCoopers LLP, the statutory auditors of the Acquirer.

EPS has been calculated for the purpose of this DPS as the Net Income / Net Profit for the period divided by the number of ordinary shares outstanding as at the balance sheet date of the relevant period. EPS is not disclosed in either the audited standalone financial statements of the Acquirer, or its unaudited interim financial statements.

B. Details of Persons Acting in Concert (PAC) - GlaxoSmithKline plc ("GSK plc")

- GSK plc is a public limited company incorporated under the laws of England and Wales with its registered office at 980 Great West Road, Brentford, Middlesex, TW8 9GS, United Kingdom.
- GSK plc was established in 2000 by merging Glaxo Wellcome plc (formed from the acquisition of Wellcome plc by Glaxo plc), and SmithKline Beecham plc (formed by merging Beecham plc and SmithKline Beecham Corporation, which was formed by combining the SmithKline French and Beecham companies).
- GSK plc was incorporated under the UK Companies Act 1985 under the name of Trustheff Co. (No. 2577) Limited on 6 December 1999. It changed its name to GlaxoSmithKline Limited on 14 January 2000 and re-registered as a public limited company on 22 May 2000. On 21 June 2000, it changed its name to GlaxoSmithKline plc and has not changed its name since.
- GSK plc is a global healthcare company that researches and develops a broad range of innovative products. It operates in three primary areas of business - pharmaceuticals, vaccines and consumer healthcare. More information in this regard can be found at www.gsk.com.
- GSK plc is the ultimate parent company of the GlaxoSmithKline group, including the Acquirer. GSK plc is a widely held listed company with a diverse public shareholding base. No person has a controlling ownership interest in GSK plc. Public filings do not identify any person as the promoter of GSK plc.
- GSK plc has been listed on the London Stock Exchange since December 2000.
- GSK plc does not directly hold any shares in the Target Company. Glaxo Group Limited, Eskaylab Limited, Burroughs Wellcome International Limited and Castleton Investment Limited are wholly owned indirect subsidiaries of GSK plc (collectively referred to as the "Promoter Entities") which in aggregate own 42,917,488 Shares constituting 50.67% of the Voting Share Capital of the Target Company. The Promoter Entities are the current promoters of the Target Company.
- According to the Articles of Association of the Target Company, Glaxo Group Limited, one of the Promoter Entities, has the right to appoint and remove one third of the total non-retiring directors of the board of the Target Company, including the Chairman, the Vice-Chairman and the Managing Director. Four members of the board of directors of the Target Company i.e. Mr. D. S. Parekh (Chairman of the Target Company), V. Thyagarajan (Vice-Chairman of the Target Company), Dr. H. B. Joshiyura (Managing Director of the Target Company) and Mr. S. Harford are representatives of Glaxo Group Limited and in terms of Regulation 24(4) of the SEBI (SAST) Regulations, 2011, these members have neither participated nor shall participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the Open Offer.
- The Promoter Entities are not participating in the Open Offer as acquirers or persons acting in concert. The Promoter Entities, which are wholly owned indirect subsidiaries of the PAC, own Shares as follows:
 - Glaxo Group Limited holds 30,485,250 Shares constituting 35.99% of the Voting Share Capital;
 - Eskaylab Limited holds 5,880,000 Shares constituting 6.94% of the Voting Share Capital;
 - Burroughs Wellcome International Limited holds 3,360,000 Shares constituting 3.97% of the Voting Share Capital;
 - Castleton Investment Limited holds 3,192,238 Shares constituting 3.77% of the Voting Share Capital.
- The Promoter Entities, which are wholly owned indirect subsidiaries of the PAC, received in aggregate INR 1,716.7 million and INR 1,931.3 million as dividend paid by the Target Company for the financial years ended 31 December 2011 and 31 December 2012 respectively.
- GSK plc does not directly engage in any commercial transactions with the Target Company. However the majority of products sold by the Target Company are sold under license from members of the GlaxoSmithKline group. The Target Company also enters into various related party transactions in the course of its business with other subsidiaries of GSK plc (in India and worldwide) such as purchase of materials/traded goods, clinical research and data management recoveries, and expenses incurred by, or to, other companies. Details of related party transactions, which took place in the financial year ended 31 December 2012, are disclosed in the Related Party disclosures in the Annual Report of the Target Company for year ended 31 December 2012. Further, the Target Company has not published detailed schedules for interim financials and consequently the financial information subject to limited review and disclosed herein for 9 months ended 30 September 2013 does not provide details of related party transactions.
- GSK plc has not been prohibited by SEBI from dealing in securities, in terms of any directions issued under Section 11B or any other regulations made under the SEBI Act.
- GSK plc's key financial information based on its audited consolidated financial statements as at and for financial years ended 31 December 2010, 31 December 2011 and 31 December 2012, and its unaudited condensed consolidated interim financial statement as at and for 9 months ended 30 September 2013 are as follows:-

(Amount in GBP million and INR billion except per share data)

	As at and for financial year ended 31 December 2010		As at and for financial year ended 31 December 2011		As at and for financial year ended 31 December 2012		As at and for 9 months period ended 30 September 2013	
	GBP	INR	GBP	INR	GBP	INR	GBP	INR
Total Revenue / Turnover	28,392	2,883	27,387	2,781	26,431	2,684	19,599	1,990
Net Income / Net Profit	1,634	166	5,261	534	4,565	464	2,975	302
Net worth / Total Shareholders' Funds	8,887	902	8,032	816	5,810	590	5,974	607
Earnings Per Share (EPS) (basic)	0.32	33	1.05	106	0.93	94	0.61	62

Note: Since the financials for GSK plc are presented in GBP they have been converted into INR for purpose of convenience of translation. INR to GBP conversion has been assumed at the rate of 1 GBP = INR 101.5335 as on the date of the PA (Source: Reserve Bank of India - <http://www.rbi.org.in>).

Net Income / Net Profit is the profit attributable to GSK plc shareholders after deduction of profit attributable to non-controlling interests.

Source: The consolidated financial information of GSK plc set forth above has been extracted from GSK plc's audited consolidated financial statements as at and for years ended 31 December 2010, 31 December 2011 and 31 December 2012, which have been prepared in accordance with International Accounting Standards ("IAS") and International Financial Reporting Standards ("IFRS") as adopted by the European Union and have been audited by PricewaterhouseCoopers LLP, GSK plc's statutory auditors. The interim consolidated financial information set forth above has been extracted from GSK plc's unaudited condensed consolidated financial statements as at and for the 9 months ended 30 September 2013, which have been prepared by applying consistent accounting policies to those applied by GSK plc in its Annual Report 2012, which was prepared in accordance with IAS and IFRS as adopted by the European Union. GSK plc's annual and interim financial statements have been publicly disclosed and are available at www.gsk.com.

C. The Target Company - GlaxoSmithKline Pharmaceuticals Limited

- The Target Company is a public company, incorporated on 13 November 1924, under the Companies Act VII of 1913.
- The Target Company has its registered office at Dr. Annie Besant Road, Mumbai 400 030, India.
- The Target Company was incorporated as H. J. Foster and Company under Companies Act VII of 1913. On 1 March 1950, the Target Company's name was changed to Glaxo Laboratories (India) Private Limited, which was further changed to Glaxo Laboratories (India) Limited on 11 July 1968, Glindia Limited on 11 March 1987 and then to Glaxo India Limited on 1 September 1989. With effect from 8 October 2001, the name of the Target Company was changed to GlaxoSmithKline Pharmaceuticals Limited.
- The Shares of the Target Company are listed on the BSE (Scrip ID: GLAXOPHARMA; Scrip Code: 500660) and NSE (Symbol: GLAXO; ISIN: INE159A01016).

- Since the Shares of the Target Company, during the twelve calendar months preceding the calendar month in which the PA was made, have trading turnover of less than 10% of total number of Shares on the BSE or the NSE, the Shares of the Target Company are not frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.
- The corporate identification number ("CIN") of the Target Company is L24239MH1924PLC001151.
- The Promoter Entities which are all wholly owned indirect subsidiaries of GSK plc in aggregate own 42,917,488 Shares constituting 50.67% of the Voting Share Capital of the Target Company. The Promoter Entities are the current promoters of the Target Company.
- As at 30 September 2013, the total paid-up equity share capital of the Target Company was INR 847,030,170 comprising 84,703,017 equity shares of INR 10 each. As at the date of this DPS, there are no (i) partly paid-up Shares; (ii) any instruments convertible into Shares; or (iii) any Shares under lock-in.
- The board of directors of the Target Company comprises fourteen members, namely: Mr. D. S. Parekh, Mr. V. Thyagarajan, Dr. H. B. Joshiyura, Mr. R. B. Bajaj, Ms. A. Bansal, Mr. P. V. Bhide, Mr. S. Harford, Mr. M. B. Kapadia, Mr. N. Kaviratne, Mr. R. Krishnaswamy, Mr. P. V. Nayak, Mr. A. N. Roy, Mr. R. Sequeira and Mr. D. Sundaram.
- According to the Articles of Association of the Target Company, Glaxo Group Limited, one of the Promoter Entities, has the right to appoint and remove one third of the total non-retiring directors of the board of the Target Company, including the Chairman, the Vice-Chairman and the Managing Director. Four members of the board of directors of the Target Company i.e. Mr. D. S. Parekh (Chairman of the Target Company), V. Thyagarajan (Vice-Chairman of the Target Company), Dr. H. B. Joshiyura (Managing Director of the Target Company) and Mr. S. Harford are representatives of Glaxo Group Limited and in terms of Regulation 24(4) of the SEBI (SAST) Regulations, 2011, these members have neither participated nor shall participate in any deliberations of the board of directors of the Target Company or vote on any matter in relation to the Open Offer.
- The Target Company's key financial information based on its audited consolidated financial statements for the financial years ended 31 December 2010, 31 December 2011 and 31 December 2012 audited by Price Waterhouse & Co., Bangalore, and the unaudited standalone interim financial statements (subjected to Limited Review by Price Waterhouse & Co., Bangalore as required under Clause 41 of the Listing Agreement) as at and for 9 months ended 30 September 2013 are as follows:

(Amount INR in millions except per share data)

	As at and for financial year ended 31 December 2010	As at and for financial year ended 31 December 2011	As at and for financial year ended 31 December 2012	As at and for 9 months period ended 30 September 2013
Total Revenue / Turnover	21,511	23,785	26,214	18,885
Net Income / Net Profit	5,606	4,286	5,619	3,850
Net worth / Total Shareholders' Funds	19,516	19,357	20,068	NA
Earnings Per Share (EPS) (basic and diluted)	66.18	50.60	66.34	45.50 (not annualised)

Source: The consolidated financial information set forth above has been extracted from the Target Company's audited consolidated financial statements as at and for years ended 31 December 2010, 31 December 2011 and 31 December 2012 prepared in accordance with applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act 1956 and audited by Price Waterhouse & Co., Bangalore, Firm Registration Number 0075675. The interim standalone financial information set forth above has been extracted from the Target Company's interim unaudited standalone financial statements as at and for the 9 months ended 30 September 2013 prepared in accordance with applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act 1956, reviewed by the audit committee of the board, and approved by the board of directors of the Target Company at its meeting held on 11 November 2013. The Limited Review for the unaudited financial results for the quarter ended 30 September 2013, as required under Clause 41 of the Listing Agreement, has been completed by Price Waterhouse & Co., Bangalore, the Target Company's statutory auditors.

D. Details of the Open Offer

- This Open Offer is for the acquisition of up to 20,609,774 Shares representing 24.33% of the Voting Share Capital of the Target Company.
- This Open Offer is being made to all the shareholders of the Target Company other than the Acquirer, the PAC and the Promoter Entities. As of the date of this DPS, there are no outstanding convertible securities, depository receipts, warrants or instruments, issued by the Target Company, convertible into Shares of the Target Company.
- All Shares (up to the maximum number set out above) validly tendered in the Open Offer will be acquired by the Acquirer, in accordance with the terms and conditions set forth in this DPS and the Letter of Offer.
- The price being offered under this Open Offer is INR 3,100 per Share (the "Open Offer Price"), in accordance with Regulation 8 of the SEBI (SAST) Regulations, 2011.
- The Open Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- The Open Offer is subject to receipt of approval by the Acquirer from the Foreign Investment Promotion Board ("FIPB") under the Consolidated FDI Policy dated 5 April 2013 issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India for acquiring all Shares validly tendered under this Open Offer. Application for the FIPB approval has been made on 16 December 2013.
- As of the date of this DPS, to the best of the knowledge of the Acquirer and the PAC, there are no statutory approvals required by the Acquirer and / or the PAC to complete this Open Offer except as set out above. However, in case of any statutory approvals being required by the Acquirer and / or the PAC at a later date and before the closure of the tendering period, the Open Offer shall be subject to all such approvals and the Acquirer and / or the PAC shall make the necessary applications for such approvals. In accordance with Regulation 23 of the SEBI (SAST) Regulations, 2011, the Acquirer and the PAC, will have the right not to proceed with the Open Offer in the event the statutory approvals indicated above are refused. NRI and OCB holders of Shares, if any, must obtain all requisite approvals required to tender the Shares held by them pursuant to the Open Offer and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept the Open Offer. Further, if holders of Shares who are not persons resident in India (including NRIs, OCBs and Foreign Institutional Investors ("FIIs")) had required any approval from the Reserve Bank of India ("RBI") or the FIPB or any other regulatory body in respect of the Shares held by them in the Target Company, they will be required to submit the previous RBI / FIPB approvals that they would have obtained for holding the Shares of the Target Company to tender Shares held by them pursuant to the Open Offer, along with the Form of Acceptance-cum-Acknowledgement and other documents required to be tendered to accept the Open Offer.
- This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011.
- This Open Offer is not a competitive bid in terms of Regulation 20 of SEBI (SAST) Regulations, 2011.
- Upon completion of the Open Offer, assuming full acceptances, the Acquirer will hold 20,609,774 Shares of the Target Company, representing a total of 24.33% of the Voting Share Capital of the Target Company and together with the Promoter Entities will hold, in aggregate, 63,527,262 Shares of the Target Company, representing a total of 75.00% of the Voting Share Capital of the Target Company.
- The Shares will be acquired by the Acquirer and / or PAC free and clear from all liens, charges and encumbrances and together with all rights attached thereto, including the rights to all dividends, bonus and rights declared thereat.
- In terms of Regulation 25(2) of the SEBI (SAST) Regulations, 2011, neither the Acquirer nor the PAC has any plans to sell, dispose of or otherwise encumber any material assets of the Target Company during the period of two years from the expiry of the Open Offer period except in the ordinary course of business of the Target Company (including the disposal of specific product portfolios/lines of the Target Company pursuant to the broader strategy of the GlaxoSmithKline group). It will be the responsibility of the board of directors of the Target Company to make appropriate decisions in these matters in accordance with the requirements of the business of the Target Company. Such approvals and decisions will be governed by the provisions of the relevant regulations or any other applicable laws or legislation at the relevant time. Further, during such period of two years, save as set out above, the Acquirer and the PAC undertake not to sell, dispose of or otherwise encumber any material assets of the Target Company except with the prior approval of the shareholders of the Target Company through a special resolution by way of a postal ballot in terms of Regulation 25(2) of the SEBI (SAST) Regulations, 2011.
- The Shares of the Target Company are listed on the BSE and NSE. As per Clause 40A of the Listing Agreement read with Rule 19A of Securities Contract (Regulation) Rules, 1957 ("SCRR"), the Target Company is required to maintain at least 25% public shareholding (i.e. equity shares of the Target Company held by the public excluding the shares held by custodian against depository receipts issued overseas) as determined in accordance with the SCRR, on a continuous basis for listing. Pursuant to this Open Offer, the public shareholding in the Target Company shall not reduce below the minimum level required as per the listing agreements entered into by the Target Company with BSE and NSE read with Rule 19A of the SCRR.
- The Manager to the Open Offer does not hold any Shares as of the date of this DPS.
- A copy of this DPS will be (i) submitted to SEBI through the Manager to the Open Offer; (ii) sent to the BSE and NSE on which the Shares are listed for being notified on the notice board; and (iii) sent to the Target Company at its registered office for placement before the board of directors of the Target Company.
- In terms of Regulation 6(1) of the SEBI (SAST) Regulations, 2011, during the Open Offer period, neither the Acquirer nor the PAC will acquire any Shares other than those tendered in the Open Offer.

II. BACKGROUND TO THE OFFER

- The Open Offer is being made to the public shareholders of the Target Company pursuant to Regulation 6 of the SEBI (SAST) Regulations, 2011 and is a voluntary open offer by the Acquirer and the PAC.
- The Open Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations, 2011.
- The Open Offer gives the Acquirer and the PAC increased exposure to one of the world's fastest growing and strategically important markets.

III. SHAREHOLDING AND ACQUISITION DETAILS

- The Promoter Entities hold in aggregate 42,917,488 Shares, representing 50.67% of the Voting Share Capital of the Target Company. The Promoter Entities are wholly owned indirect subsidiaries of the PAC.
- The current and proposed shareholding of the Acquirer, the PAC and the Promoter Entities in the Target Company and the details of their acquisition shall be as follows:

Details	Acquirer		PAC		Promoter Entities		Total	
	Number	%	Number	%	Number	%	Number	%
Shareholding as on the date of the PA	Nil	Nil	Nil	Nil	42,917,488	50.67%	42,917,488	50.67%
Shares acquired in the period between the date of the PA and the date of the DPS	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Post Open Offer shareholding - on diluted basis, as on 10 th working day after closing of tendering period (assuming full acceptances)	20,609,774	24.33%	Nil	Nil	42,917,488	50.67%	63,527,262	75.00%

- Neither the Acquirer, the PAC, nor the directors of the Acquirer or the PAC hold any Shares in the Target Company.

IV. OFFER PRICE

- The Shares of the Target Company are listed on the BSE (Scrip Code: 500660) and the NSE (Symbol: GLAXO).
- The annualised trading turnover of the Target Company for the period commencing on 1 December 2012 and ended on 30 November 2013, on the NSE and the BSE, where the Shares are listed, is as follows:

Name of stock exchange	Total Number of Shares traded during the past 12 months	Total Number of Shares	Trading Turnover (% of the total listed Shares)
NSE	6,056,786	84,703,017	7.15%
BSE	1,348,033	84,703,017	1.59%

Since the Shares of the Target Company, during the twelve calendar months preceding the calendar month in which the PA was made, have trading turnover of less than 10% of total number of Shares on the BSE or the NSE, the Shares of the Target Company are not frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.

- The Open Offer Price of INR 3,100 per Share of the Target Company is justified in terms of Regulation 8(2) of SEBI (SAST) Regulations, 2011, in view of the following:

A	the highest negotiated price per Share, if any, of the Target Company for any acquisition under the agreement attracting the obligations to make a public announcement of an Open Offer;	Not applicable
B	the volume-weighted average price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with him, during the fifty-two weeks immediately preceding the date of public announcement of an Open Offer;	Not applicable
C	the highest price paid or payable for any acquisition, whether by the Acquirer or by any person acting in concert with him, during the twenty-six weeks immediately preceding the date of the PA;	Not applicable
D	the volume-weighted average market price of the Shares of the Target Company for a period of sixty trading days immediately preceding the date of the PA of the Open Offer for Shares of the Target Company made under SEBI (SAST) Regulations, 2011, as traded on the NSE being the stock exchange where the maximum volume of trading in the Shares of the Target Company are recorded during such period; and	Not applicable as the Shares are not frequently traded
E	where the Shares are not frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011.	Valuation parameters as given below

Valuation parameters: The financial parameters based on the audited financials for the year ended

31 December 2012 of the Target Company are as follows:

Parameter	
Return on Net worth ⁽¹⁾	28.5%
Book Value per Share ⁽²⁾	236.93
Reported EPS FY12 ⁽³⁾	66.34
Price Earning multiple on FY12 EPS (based on Offer Price) ⁽⁴⁾	46.7x
Industry Price Earning multiple ⁽⁵⁾	21.6x

Mr. Sumant Sakhardande, Chartered Accountant, (Membership no. 34828), Partner at Haribhakti & Co. (Firm Registration No. 103523W), has undertaken a valuation exercise under the provision of Regulation 8(2)(e) of SEBI (SAST) Regulations, 2011 and arrived at a value of INR 1,964 per Share of the Target Company Notes: