DETAILED PUBLIC STATEMENT TO THE SHAREHOLDERS OF GLAXOSMITHKLINE CONSUMER HEALTHCARE 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 CONSUMER HEALTHCARE LIMITED

Registered Office: Patiala Road, Nabha, Punjab -147201, India. Telephone: +91 1765 220151 / 220152 / 220059; Fax: +91 1765 220642

Voluntary Open Offer for acquisition of 13,389,410 Shares representing 31.84% of the Voting Share Capital from the public shareholders of GlaxoSmithKline Consumer Healthcare Limited (the "Target Company") by GlaxoSmithKline Pte Ltd ("GSK Pte" or the "Acquirer") along with Horlicks Limited ("Horlicks") and GlaxoSmithKline plc ("GSK plc") in their capacity as persons acting in concert (each entity individually referred to as "PAC" and together referred to as "PACs") with the Acquirer.

This detailed public statement (**"DPS"**) is being issued by HSBC Securities and Capital Markets (India) Private Limited **("Manager to the Open Offer")** on behalf of the Acquirer and the PACs 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 **("SEBI (SAST) Regulations, 2011")**, pursuant to the Public Announcement **("PA")** filed on 26 November 2012 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 purposes of this DPS, the following terms would have the meanings assigned to them below:

"Shares" shall mean 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. For the purpose of this definition, Shares will include all depository receipts carrying an entitlement to exercise voting rights in the Target Company.

"Open Offer" shall mean the voluntary open offer made by the Acquirer and the PACs to the public shareholders of the Target Company for the acquisition of 13,389,410 Shares (Thirteen million three hundred and eighty nine thousand and four hundred and ten Shares) representing 31.84% 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.

I. ACQUIRER, PAC, TARGET COMPANY AND OPEN OFFER

A. Details of the Acquirer - GlaxoSmithKline Pte Ltd

1. 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.
2. The Acquirer was incorporated as Glaxo Orient Pte Ltd and 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.
3. 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.
4. The Acquirer is a wholly owned indirect subsidiary of GSK plc. As on 30 September 2012, the Acquirer is a wholly owned subsidiary of Setfirst Limited, which is a wholly owned subsidiary of GlaxoSmithKline Finance plc. GlaxoSmithKline Finance plc is a wholly owned subsidiary of GlaxoSmithKline Holdings Limited, which in turn 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 under the laws of England and Wales. GlaxoSmithKline Finance plc is a public limited company incorporated under the laws of England and Wales.
5. The Acquirer's equity shares are not listed on any stock exchange.
6. 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 ending 31 December 2010	Financial Year ending 31 December 2011
Reimbursements of Expenses (Paid / Payable)	10.72	2.02

Source: Annual Report of the Target Company for the year ended 31 December 2011. Further, the Target Company has not published detailed schedules for interim results and consequently the financial information subjected to Limited Review and disclosed herein for the 9 months ending 30 September 2012 does not provide details of related party transactions.

7. 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"**).
8. The Acquirer's key financial information based on its audited standalone financial statements as at and for financial years ended 31 December 2009, 31 December 2010 and 31 December 2011 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 2012, 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 ending 31 December 2009		As at and for financial year ending 31 December 2010		As at and for financial year ending 31 December 2011		As at and for 9 months period ending 30 September 2012	
	SGD	*INR*	*SGD*	*INR*	*SGD*	*INR*	*SGD*	*INR*
Total Revenue / Turnover	311,983	14,217	313,336	14,279	340,195	15,503	286,118	13,039
Net Income / Net Profit	17,272	787	(2,237)	(102)	3,498	159	2,538	116
Net worth / Total Shareholders' Funds	113,233	5,160	111,489	5,081	115,277	5,253	117,815	5,369
Earnings Per Share (**"EPS"**)	0.52	23.70	(0.07)	(3.19)	0.11	5.01	0.08	3.48

Note: Since the financial statements for 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 45.5713 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 2009, 31 December 2010 and 31 December 2011 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 2012 has been extracted from the unaudited condensed financial statements prepared in accordance with Singapore Financial Reporting Standards, which have been subject to review based on ISRE2410 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 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 (PACs)

Horlicks Limited ("Horlicks")

1. Horlicks is a private limited liability company incorporated under the laws of England and Wales with its registered office at 980 Great West Road, Brentford, Middlesex TW8 9GS United Kingdom.
2. The company was known as Horlicks Malted Milk Company Limited until 18 January 1937.
3. Horlicks is an investment holding company. Horlicks holds 18,152,243 Shares representing 43.16% of the Voting Share Capital.
4. Horlicks is a wholly owned indirect subsidiary of GSK plc. As on 30 September 2012, Horlicks is a wholly owned subsidiary of SmithKline Beecham Limited, which is a wholly owned subsidiary of GlaxoSmithKline Finance plc. GlaxoSmithKline Finance plc is a wholly owned subsidiary of GlaxoSmithKline Holdings Limited, which in turn 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 under the laws of England and Wales. GlaxoSmithKline Finance plc is a public limited company incorporated under the laws of England and Wales.
5. Horlicks' equity shares are not listed on any stock exchange.
6. Horlicks directly holds 43.16% of the Voting Share Capital of the Target Company and is the current promoter of the Target Company. Three members of the board of directors of the Target Company i.e. Mr. Simon J. Scarff, Mr. Zubair Ahmed and Mr. Ramakrishnan Subramanian are representatives of Horlicks.
7. The Target Company is a non-exclusive sub-licensee in India, Nepal and Bhutan of certain trademarks (including Horlicks[TM]) owned by Horlicks under a licence which provides that it can be terminated by either party at 90 days notice.
8. Horlicks 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 ending 31 December 2010	Financial Year ending 31 December 2011
Dividend Paid	326.74	907.61

Source: Annual Report of the Target Company for the year ended 31 December 2011. Further, the Target Company has not published detailed schedules for quarterly results and consequently the financial information subjected to Limited Review and disclosed herein for the 9 months ending 30 September 2012 does not provide details of related party transactions.

9. Horlicks 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.
10. Horlicks' key financial information based on its audited standalone financial statements as at and for financial years ended 31 December 2009, 31 December 2010 and 31 December 2011 audited by PricewaterhouseCoopers LLP, the statutory auditors of Horlicks and its interim unaudited standalone financial statements as at and for 9 months ended 30 September 2012, which have been subject to review based on ISRE2410 by PricewaterhouseCoopers LLP, are as follows:-

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

	As at and for financial year ending 31 December 2009		As at and for financial year ending 31 December 2010		As at and for financial year ending 31 December 2011		As at and for 9 months period ending 30 September 2012	
	GBP	*INR*	*GBP*	*INR*	*GBP*	*INR*	*GBP*	*INR*
Total Revenue / Turnover	–	–	–	–	–	–	–	–
Net Income / Net Profit	1,242	111	4,934	440	12,454	1,111	7,855	701
Net worth / Total Shareholders' Funds	8,737	779	13,671	1,219	26,125	2,330	33,980	3,031
Earnings Per Share (EPS)	0.22	19.62	0.87	77.60	2.19	195.34	1.38	123.35

Note: Horlicks is an investment holding company and income from shares in group undertakings is the key source of its earnings. Since the financials for Horlicks are presented in Pounds Sterling (**"GBP"**) they have been converted into INR for purpose of convenience of translation. INR to GBP conversion has been assumed at a rate of 1 GBP = INR 89.1963 as on the date of the PA (Source: Reserve Bank of India - http://www.rbi.org.in).

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 Horlicks as at and for years ended 31 December 2009, 31 December 2010 and 31 December 2011 prepared in accordance with the UK Companies Act 2006 and applicable UK Accounting Standards and audited by PricewaterhouseCoopers LLP. The interim standalone financial information set forth above for the 9 months ended30 September 2012 has been extracted from Horlicks' unaudited non-statutory financial statements, which have been subject to review based on audit standard ISRE2410 by PricewaterhouseCoopers LLP, the statutory auditors of Horlicks. 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. EPS is not disclosed in either the audited standalone financial statements of Horlicks, or its unaudited interim standalone financial statements.

GlaxoSmithKline plc ("GSK plc")

1. 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.
2. 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 Beckman Corporation, which was formed by combining the Smithkline French and Beckman companies).
3. GSK plc was incorporated under the UK Companies Act 1985 under the name of Trushelf Co (No. 2577) Limited on 6 December 1999. It changed its name to GlaxoSmithKline Limited on 14 January 2000 and re-registered as 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.
4. 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.
5. 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.
6. GSK plc has been listed on the London Stock Exchange since December 2000.
7. GSK plc does not directly nominate or appoint any of the members on the board of directors of the Target Company.
8. GSK plc does not directly engage in any commercial transactions with the Target Company. However the Target Company enters into various related party transactions in the course of its business with other subsidiaries of GSK plc (in India and worldwide) such as sale and purchase of raw materials and finished goods, rendering and receipt of services, leasing of property and licensing of intellectual property. In addition, the Target Company also provides promotion, marketing and distribution services for various over the counter (OTC) and oral healthcare products in India, including Sensodyne, Eno, Crocin and Iodex, under service agreements with other GSK group companies. The Target Company earns business auxiliary service commission on the provision of these services, but does not recognise sales of such products. Such transactions are disclosed in the Related Party Disclosures in the Annual Report of the Target Company for year ended 31 December 2011. Further, the Target Company has not published detailed schedules for quarterly results and consequently the financial information subjected to limited review and disclosed herein for 9 months ending 30 September 2012 does not provide details of related party transactions.
9. 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.
10. GSK plc's key financial information based on its audited consolidated financial statements as at and for financial years ended 31 December 2009, 31 December 2010 and 31 December 2011, and its unaudited consolidated interim financial statement as at and for 9 months ended 30 September 2012 are as follows:-

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

	As at and for financial year ending 31 December 2009		As at and for financial year ending 31 December 2010		As at and for financial year ending 31 December 2011		As at and for 9 months period ending 30 September 2012	
	GBP	*INR*	*GBP*	*INR*	*GBP*	*INR*	*GBP*	*INR*
Total Revenue / Turnover	28,368	2,530	28,392	2,532	27,387	2,443	19,629	1,751
Net Income / Net Profit	5,531	493	1,634	146	5,261	469	3,701	330
Net worth / Total Shareholders' Funds	10,005	892	8,887	793	8,032	716	6,223	555
Earnings Per Share (EPS) (basic)	1.09	97.22	0.32	28.54	1.05	93.66	0.75	66.90

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 a rate of 1 GBP = INR 89.1963 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 2009, 31 December 2010 and 31 December 2011, 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 2012, which have been prepared applying consistent accounting policies to those applied by GSK plc in its Annual Report 2011, 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 Consumer Healthcare Limited

1. The Target Company is a public company, incorporated on 30 October 1958, under the Companies Act, 1956 with its registered office at Patiala Road, Nabha, Punjab - 147201, India.
2. The Target Company was incorporated as Hindustan Milkfood Manufacturers Private Limited. On 28 February 1979, the Target Company's name was changed to HMM Limited, which was further changed to SmithKline Beecham Consumer Brands Limited on 15 September 1991 and then to SmithKline Beecham Consumer Healthcare Limited on 28 March 1994. Effective, 23 April 2002, the name of the Target Company was changed to GlaxoSmithKline Consumer Healthcare Limited.
3. The Shares of the Target Company are listed on the BSE (Scrip ID: GLAXOCON; Scrip Code:500676) and NSE (Symbol: GSKCONS; ISIN:INE264A01014).
4. The Shares of the Target Company are frequently traded on the NSE within the meaning of Regulation 2(1)(j) of SEBI (SAST) Regulations, 2011 during the preceding 12 calendar months prior to the month in which the PA was made.
5. The corporate identification number (**"CIN"**) of the Target Company is L24231PB1958PLC002257.
6. The present promoter of the Target Company is Horlicks, which holds 43.16% of the Voting Share Capital of the Target Company.
7. As at 30 September 2012, the total paid-up equity share capital of the Target Company was INR 420,555,380 comprising 42,055,538 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.
8. The board of directors of the Target Company comprises nine members, namely: Mr. Simon J. Scarff, Mr. Zubair Ahmed, Mr. Kunal Kashyap, Mr. P. Dwarakanath, Mr. Jaiboy John Phillips, Mr. Ramakrishnan Subramanian, Mr. Subodh Bhargava, Mr. Naresh Dayal and Mr. Mukesh H. Butani.
9. Three members of the board of directors of the Target Company i.e. Mr. Simon Scarff, Mr. Zubair Ahmed and Mr. Ramakrishnan Subramanian are representatives of Horlicks 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.
10. The Target Company's key financial information based on its audited standalone financial statements for the financial years ended 31 December 2009, 31 December 2010 and 31 December 2011 audited by Price Waterhouse, and the unaudited standalone interim financial statements (subjected to Limited Review by Price Waterhouse as required under Clause 41 of the Listing Agreement) for 9 months ended 30 September 2012 are as follows.

(Amount in INR million except per share data)

	As at and for financial year ending 31 December 2009	As at and for financial year ending 31 December 2010	As at and for financial year ending 31 December 2011	As at and for 9 months period ending 30 September 2012
Total Revenue / Turnover	19,215	23,061	26,855	23,703
Net Income / Net Profit	2,328	2,999	3,552	3,671
Net worth / Total Shareholders' Funds	9,051	9,600	11,442	NA
Earnings Per Share (EPS)	55.35	71.30	84.46	87.28

Source: The standalone financial information set forth above has been extracted from the Target Company's audited standalone financial statements as at and for years ended 31 December 2009, 31 December 2010 and 31 December 2011 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, Firm Registration Number 301112E. 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 nine months ended 30 September 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, reviewed by the audit committee of the board, and approved by the board of directors of the Target Company at its meeting held on 1 November 2012. The Limited Review for the unaudited financial results for the quarter ended 30 September 2012, as required under Clause 41 of the Listing Agreement, has been completed by Price Waterhouse, the Target Company's statutory auditors.

D. Details of the Open Offer

1. This Open Offer is for the acquisition of 13,389,410 Shares representing 31.84% of the Voting Share Capital of the Target Company.
2. This Open Offer is being made to all the shareholders of the Target Company other than Horlicks. 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.
3. 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.
4. The price being offered under this Open Offer is INR 3,900 per Share (the **"Open Offer Price"**), in accordance with Regulation 8 of the SEBI (SAST) Regulations, 2011.
5. 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.
6. As of the date of this DPS, to the best of the knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer and / or the PACs to complete this Open Offer. However, in case of any statutory approvals being required by the Acquirer and / or the PACs at a later date before the closure of the tendering period, the Open Offer shall be subject to all such approvals and the Acquirer and / or the PACs shall make the necessary applications for such approvals. In accordance with Regulation 23 of the SEBI (SAST) Regulations, 2011, the Acquirer and the PACs, 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 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 Foreign Investment Promotion Board (**"FIPB"**) 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 documents required to be tendered to accept the Open Offer.
7. This Open Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI (SAST) Regulations, 2011.
8. This Open Offer is not a competitive bid in terms of Regulation 20 of SEBI (SAST) Regulations, 2011.
9. Upon completion of the Open Offer, assuming full acceptances, the Acquirer and the PACs will indirectly hold, in aggregate, 31,541,653 Shares of the Target Company, representing a total of 75.00% of the Voting Share Capital of the Target Company.
10. 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 thereafter.
11. In terms of Regulation 25(2) of the SEBI (SAST) Regulations, 2011, neither the Acquirer nor the PACs have 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 to the extent required (i) for the purposes of restructuring, rationalisation or reorganisation of assets, investments, business operations or liabilities of the Target Company (including discontinuation of existing product portfolios whether as per the global strategy of the GlaxoSmithKline group or otherwise); or(ii) in the ordinary course of business of the Target Company. 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 PACs 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.
12. 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.
13. The Manager to the Open Offer does not hold any Shares as of the date of this DPS.
14. 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.
15. In terms of Regulation 6(1) of the SEBI (SAST) Regulations, 2011, during the Open Offer period, neither the Acquirer nor the PACs will acquire any Shares other than those tendered in the Open Offer.

II. BACKGROUND TO THE OFFER

1. 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 PACs.
2. The Open Offer gives the Acquirer and the PACs increased exposure to one of the world's fastest growing markets.

III. SHAREHOLDING AND ACQUISITION DETAILS

1. Horlicks presently holds, 18,152,243 Shares, representing a total holding of 43.16% of the Voting Share Capital. The current and proposed shareholding of the Acquirer and the PACs in the Target Company and the details of their acquisition shall be as follows:

Details	Acquirer - GSK Pte		PAC1 – Horlicks		PAC2 – GSK plc		Total	
	Number	%	Number	%	Number	%	Number	%
Shareholding as on the date of the PA	Nil	Nil	18,152,243	43.16%	Nil	Nil	18,152,243	43.16%
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 10th working day after closing of tendering period (assuming full acceptances)	13,389,410	31.84%	18,152,243	43.16%	Nil	Nil	31,541,653	75.00%

2. The Acquirer and GSK plc and the directors of the Acquirer and the PACs do not hold any Shares in the Target Company.

IV. OFFER PRICE

1. The Shares of the Target Company are listed on the BSE (Scrip Code:500676) and NSE (ISIN:INE264A01014).
2. The Shares of the Target Company are frequently traded on the NSE during the preceding 12 calendar months prior to the month of the PA within the meaning of Regulation 2(1)(j) of the SEBI (SAST) Regulations, 2011. The annualised trading turnover of the Target Company for the period commencing on 1 November 2011 and ending on 31 October 2012, on the NSE and 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	5,266,976	42,055,538	12.52%
BSE	1,540,108	42,055,538	3.66%

3. The Open Offer Price of INR 3,900 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; and	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	INR 2,985.43

4. The Acquirer and the PACs are permitted to make upward revisions in the Open Offer Price, at any time prior to the last three working days before the commencement of the tendering period of the Open Offer in accordance with Regulation 18(4) of the SEBI (SAST) Regulations, 2011. In the event of such revision, the Acquirer and the PACs are required to (i) make corresponding increases to the amount kept in the escrow account, as set out in paragraph V.4 of this DPS; (ii) make a public announcement in the newspapers where this DPS is published; and (iii) simultaneously with the issue of such public announcement, inform SEBI, BSE, NSE and the Target Company at its registered office of such revision.
5. The Open Offer Price represents a 27.9% premium to the closing price of the Shares on 23 November 2012 (on NSE), which was one day prior to the date of PA. The Open Offer Price also represents a 53.5% premium year to date (since the closing price of the Shares as of 30 December 2011 on NSE).

V. FINANCIAL ARRANGEMENTS

1. The total funding requirement for the Open Offer (assuming full acceptances) i.e. for the acquisition of 13,389,410 Shares at the Open Offer Price of INR 3,900 per Share, is INR 52,218,699,000 (Indian Rupees fifty two billion, two hundred and eighteen million and six hundred and ninety nine thousand).
2. The Acquirer and the PACs have adequate resources to meet the financial requirements of this Open Offer since GSK plc has GBP 3,391 million (equivalent to INR 302,465 million), in cash and cash equivalents, as on 30 September 2012 as disclosed in its unaudited condensed consolidated financial statements, prepared by applying consistent accounting policies to those applied in its Annual Report 2011, which was prepared in accordance with IAS and IFRS as adopted by the European Union and as publicly disclosed and available at www.gsk.com.
3. Source of funds shall be cash available with GSK plc in its bank accounts outside India maintained with its banking group including HSBC Bank plc.
4. By way of security for performance of the Acquirer and the PACs' obligations under the SEBI (SAST) Regulations, 2011, the Acquirer has created an Escrow Account named **"GlaxoSmithKline Consumer Healthcare Limited Open Offer Escrow Account"** (**"Escrow Account – Cash"**) with The Hongkong and Shanghai Banking Corporation Limited (Shiv Building, Plot No. 139-140 B, Western Express Highway, Sahar Road Junction, Vile Parle (East), Mumbai – 400 057) (**"Escrow Bank"**), and has deposited a sum of INR 5,971,869,900 (Indian Rupees five billion, nine hundred and seventy one million, eight hundred and sixty nine thousand and nine hundred only) in the said Escrow Account – Cash. The Escrow Account – Cash is in compliance with the requirements of deposit of escrow amount as per Regulation 17 of SEBI (SAST) Regulations, 2011, i.e., 25% of the first INR 500 Crores and 10% thereafter.
5. The Manager to the Open Offer has entered into an agreement dated 26 November 2012 with the Acquirer and the Escrow Bank (**"Escrow Agreement"**) pursuant to which the Acquirer and / or PACs have authorised the Manager to the Open Offer to realize the value of the Escrow Account - Cash in terms of Regulation 17 of SEBI (SAST) Regulations, 2011.
6. The Acquirer and the PACs have, by a certificate dated 26 November 2012, given an undertaking to the Manager to the Open Offer to meet their financial obligations under the Open Offer.
7. Based on the above, the Manager to the Open Offer is satisfied about the ability of the Acquirer and the PACs to implement the Open Offer in accordance with the SEBI (SAST) Regulations, 2011 as firm arrangements for funds through verifiable means have been made by the Acquirer and / or the PACs to meet the payment obligations under the Open Offer.

VI. STATUTORY AND OTHER APPROVALS

1. As of the date of this DPS, to the best of the knowledge of the Acquirer and the PACs, there are no statutory approvals required by the Acquirer and / or the PACs to complete this Open Offer. However, in case of any statutory approvals being required by the Acquirer and / or the PACs at a later date before the closure of the tendering period, the Open Offer shall be subject to all such approvals and the Acquirer and/or the PACs shall make the necessary applications for such approvals. 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 documents required to accept the Open Offer. Further, if holders of Shares who are not persons resident in India (including NRIs, OCBs and FIIs) had required any approval from the RBI or the FIPB 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 documents required to be tendered to accept the Open Offer. In the event such approvals are not submitted, the Acquirer and the PACs reserve the right to reject such Shares tendered in the Open Offer.
2. In accordance with Regulation 23 of the SEBI (SAST) Regulations, 2011, the Acquirer and the PACs, will have the right not to proceed with the Open Offer in the event the statutory approvals indicated above are refused. In the event of withdrawal of the Open Offer, a public announcement will be made within two working days of such withdrawal, in the same newspapers in which this DPS is published.
3. In case of delay in receipt of any statutory approvals which may be required at a later date before the closure of the tendering period, of the Open Offer, as per Regulation 18(11) of the SEBI (SAST) Regulations, 2011, SEBI may, if satisfied, that non-receipt of approvals was not attributable to any wilful default, failure or neglect on the part of the Acquirer and / or PACs to diligently pursue such approvals, grant an extension of time for the purpose of completion of the Open Offer subject to the Acquirer and / or PACs agreeing to pay interest to the public shareholders for delay beyond 10 working days at such rate as may be specified by SEBI from time to time. Provided where the statutory approvals extends to some but not all holders of Shares, the Acquirer and / or PACs have the option to make payment to such holders of Shares in respect of whom no statutory approvals are required in order to complete the Open Offer.

VII. TENTATIVE SCHEDULE OF ACTIVITY

S. No.	Nature of the Activity	Day and Date
a.	PA	Monday, 26 November 2012
b.	DPS	Tuesday, 04 December 2012
c.	Last date for public announcement of a competing open offer being made	Wednesday, 26 December 2012
d.	Identified Date*	Thursday, 03 January 2013
e.	Last date by which the Letter of Offer is required to be dispatched to the shareholders	Friday, 11 January 2013
f.	Last date for upward revision of Open Offer Price	Monday, 14 January 2013
g.	Last date by which an independent committee of the board of directors of the Target Company is required to give its recommendation	Tuesday, 15 January 2013
h.	Publication of advertisement containing announcement of the schedule of activities of Open Offer and procedure for tendering acceptances, in the newspapers where the DPS was published and notification to the SEBI, BSE, NSE and Target Company.	Wednesday, 16 January 2013
i.	Date of commencement of tendering period	Thursday, 17 January 2013
j.	Date of closing of tendering period	Wednesday, 30 January 2013
k.	Last date of payment of consideration to the shareholders of the Target Company tendering their shares pursuant to the Open Offer	Wednesday, 13 February 2013

* Date falling on the 10th working day prior to the commencement of the tendering period, for the purposes of determining the holders of Shares (other than the Acquirer and PACs) to whom the Letter of Offer shall be sent.

VIII. PROCEDURE FOR TENDERING THE SHARES IN CASE OF NON-RECEIPT OF LETTER OF OFFER

1. Every person holding Shares in the Target Company, regardless of whether s/he held Shares on the Identified Date, or has not received the Letter of Offer, is entitled to participate in the Open Offer.
2. Persons who have acquired the Shares of the Target Company but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners, or those who have acquired the Shares of the Target Company after the Identified Date, or those who have not received the Letter of Offer, may participate in this Open Offer by submitting an application on plain paper giving details regarding their shareholding and confirming their consent to participate in this Open Offer as per the terms and conditions of the Open Offer as set out in this DPS and in the Letter of Offer. In the alternate, such holders of Shares may apply on the form of acceptance-cum acknowledgement in relation to the Open Offer annexed to the Letter of Offer which may also be obtained from the SEBI website (http://www.sebi.gov.in/) or from Karvy Computershare Private Limited (**"Registrar to the Open Offer"**). The application is to be sent to the Registrar to the Open Offer at the address mentioned below so as to reach the Registrar to the Open Offer on or before Wednesday, 30 January 2013 (i.e. the date of closing of the tendering period), together with:
   a) In the case of Shares held in physical form, the name, address, number of Shares held, number of Shares offered, distinctive numbers and folio number together with the original Share certificate/s and valid transfer deeds. Persons who have acquired Shares of the Target Company should send to the Registrar to the Open Offer, the original contract note issued by a registered share broker of a recognized stock exchange through whom such Shares were acquired and / or such other documents as may be specified; or
   b) In the case of Shares held in dematerialized form, Depository Participant (**"DP"**) name, DP ID, account number together with photocopy or counterfoil of the delivery instruction slip in "off-market" mode duly acknowledged by the DP for transferring the Shares as per the instructions given below:

Depository Participant Name	Karvy Stock Broking Ltd.
DP ID	IN300394
Client ID	18533916
Account Name	KCPL Escrow Account - GSK Consumer Healthcare Ltd - Open offer
Depository	National Securities Depository Ltd. ("NSDL")

3. Such shareholders may download (a) the Letter of Offer from the SEBI website (http://www.sebi.gov.in); or (b) obtain a copy of Letter of Offer by writing to the Registrar to the Open Offer or Manager superscribing the envelope **"GLAXOSMITHKLINE CONSUMER HEALTHCARE LIMITED OPEN OFFER"** with suitable documentary evidence of ownership of said shares.

IX. DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OPEN OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION

1. The Acquirer and the PACs along with their directors accept the responsibility for the information contained in the PA and this DPS and also for the obligations of the Acquirer laid down in the SEBI (SAST) Regulations, 2011.
2. In this DPS, all references to "INR" are references to the Indian National Rupee(s) ("INR"). Certain financial details contained in this DPS are denominated in Singapore Dollars and Pounds Sterling. The rupee equivalent quoted in each case for SGD is calculated based on the reference rate of INR 45.5713 per SGD as on the date of the PA (Source: Bloomberg). The rupee equivalent quoted in each case for Pounds Sterling is calculated based on the exchange rate of INR 89.1963 per Pounds Sterling as on the date of the PA (Source: Reserve Bank of India - http://www.rbi.org.in).
3. This DPS will also be available on the SEBI website (http://www.sebi.gov.in).

XI. DETAILS OF MANAGER TO THE OFFER AND REGISTRAR TO THE OFFER

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
HSBC	KARVY Computershare
HSBC Securities and Capital Markets (India) Private Limited Address: 52 / 60 Mahatma Gandhi Road, Fort, Mumbai 400 001 Telephone: +91 22 2268 1558 / 1703 Fax: +91 22 2263 1984 Email: gskconsumeropenoffer@hsbc.co.in Contact Person: Mr. Mayank Jain / Ms. Tanu Singh SEBI Registration Number: INM000010353	**Karvy Computershare Private Limited** Address: Plot No 17 to 24, Vithalrao Nagar, Hi-Tech City Road, Madhapur, Hyderabad 500081, Andhra Pradesh, India Telephone: +91 40 2342 0818 – 828 / Toll free no: 1-800-3454-001 Fax: +91 40 234 31551 Email: einward.ris@karvy.com / murali@karvy.com Contact Person: Mr. Muralikrishna SEBI Registration Number: INR000000221

Issued by: the Manager to the Open Offer on behalf of the Acquirer and PACs

Place : Mumbai
Date : 4 December 2012