



GlaxoSmithKline Consumer Healthcare Ltd.
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Sector 43, DLF Phase 5, Golf Course Road
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December 03, 2018

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

The Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C – 1, Block – G
Bandra Kurla Complex, Bandra
Mumbai – 400 051

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) 2015.

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we wish to inform you that the Board of Directors of GlaxoSmithKline Consumer Healthcare Limited (the "**Company**") in its meeting held on December 03, 2018 considered and approved a scheme of amalgamation between the Company and Hindustan Unilever Limited ("**HUL**"), and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Scheme is subject to necessary statutory and regulatory approvals under applicable laws, including by BSE Limited and National Stock Exchange of India Limited, SEBI, Competition Commission of India, the National Company Law Tribunal, and the respective shareholders and creditors of the Company and HUL.

Please see below information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2 of Para A of Annexure I of the SEBI Circular No. CIR /CFD/CMD/4/2015 dated September 9, 2015.

We request you to take the above information on record.

Thanking You,

For GlaxoSmithKline Consumer Healthcare Limited


Shanu Saksena
Company Secretary

CIN: L24231PB1958PLC002257
Registered Office
Patiala Road
Nabha (Punjab), India 147201

Details under Regulation 30 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2 of Para A of Annexure I of the SEBI Circular No. CIR /CFD/CMD/4/2015 dated September 9, 2015

Sr. No.	Particulars	Details
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as size, turnover etc.	A. GlaxoSmithKline Consumer Healthcare Limited ("Company"), having Total Assets of INR 5,583.47 crores and Net Worth of INR 3,591 crores as on September 30, 2018. The Company is listed on BSE Limited and National Stock Exchange of India Limited. B. Hindustan Unilever Limited ("HUL"), having Total Assets of INR 17,677 crores and Net Worth of INR 7,004 crores as on September 30, 2018. HUL is listed on BSE Limited and National Stock Exchange of India Limited.
2.	Details of the Scheme of Amalgamation	The Scheme contemplates the amalgamation of the Company with HUL and the dissolution without winding up of the Company pursuant thereto. The Appointed Date for the Scheme shall be the date from which the Scheme will become effective.
3.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"	Since the Company and HUL are not related parties, the amalgamation of the Company and HUL would not fall within related party transactions.
4.	Area of business of the entities	A. The Company is <i>inter alia</i> engaged in the business of manufacturing, marketing, distribution and/or sales of health food drinks products, in certain territories. B. HUL is <i>inter alia</i> engaged in the business of manufacturing, marketing, distribution and/or sales of fast-moving consumer goods, in certain territories.
5.	Rationale for amalgamation/merger	The rationale includes: A. The Company is one of the key players in the Foods and Refreshment ("F&R") category with iconic brands such as Horlicks and Boost and

		comprises of a wide product portfolio. Pursuant to the strategic review undertaken by the GSK Group of the Horlicks and other consumer healthcare nutrition products business in India, the Company has decided to undertake amalgamation of the business of the Company with HUL. B. The proposed merger is in line with the strategy to build a sustainable and profitable F&R business in India. The parties expect significant synergies through supply chain opportunities and operational improvements, go-to-market and distribution network optimisation, scale efficiencies in cost areas such as marketing, and optimisation of overlapping infrastructure. C. The amalgamation will result in consolidation of the businesses of the parties resulting in expansion of the consolidated business and creation of greater value for shareholders and all other stakeholders; D. The amalgamation would be in the best interest of the shareholders of the Company, as they would continue to play a part in the Indian consumer growth through one of India's leading fast moving consumer goods companies i.e. HUL.
6.	In case of cash consideration - amount or otherwise share exchange ratio	The share exchange ratio for the amalgamation of the Company with HUL shall be 4.39 equity shares of HUL for every 1 equity share of the Company.
7.	Brief details of change in shareholding pattern (if any) of listed entity.	The Company shall stand amalgamated into HUL, pursuant to the Scheme.