Annexure K

GlaxoSmithKline Consumer Healthcare Ltd.
24-25 Floor, One Horizon Center
Sector 43, DLF Phase 5, Golf Course Road
Gurugram (Haryana), India - 122002

T +91 124 4336500
F +91 124 4336600
E contact.4.gsk@gsk.com
www.gsk.com

December 14, 2018

To,

The General Manager,
BSE Limited,
Department of Corporate Services,
Rotunda Building,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Dear Sir/Ma'am,

Sub: Submission of Compliance Report as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, issued by SEBI and as amended from time to time ("SEBI Circular"), for the proposed scheme of amalgamation between GlaxoSmithKline Consumer Healthcare Limited ("Transferor Company" or "Company"), Hindustan Unilever Limited ("Transferee Company") and their respective shareholders and creditors.

Please refer to our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed scheme of amalgamation between the Company, the Transferee Company and their respective shareholders and creditors.

In this regard, enclosed herewith is the Compliance Report for your kind perusal.

Thanking you,

For **GlaxoSmithKline Consumer Healthcare Limited**

Shanu

Shanu Saksena
(**Company Secretary**)

GlaxoSmithKline Consumer Healthcare Ltd.

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

GlaxoSmithKline Consumer Healthcare Ltd.
24-25 Floor, One Horizon Center
Sector 43, DLF Phase 5, Golf Course Road
Gurugram (Haryana), India - 122002

T +91 124 4336500
F +91 124 4336600
E contact.4.gsk@gsk.com
www.gsk.com

Compliance Report

It is hereby certified that the draft scheme of arrangement involving **GlaxoSmithKline Consumer Healthcare Limited ("Transferor Company" or "Company") and Hindustan Unilever Limited ("Transferee Company")** does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and the SEBI Circular, including the following:

S. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements under SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents	Complied
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities.	Not Applicable
(c)	Para (I)(A)(4) (a)	Submission of Valuation	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requisite Undertaking as per Para (I)(A)(9)(c) of the SEBI Circular is furnished along with the Application as Annexure

For **GlaxoSmithKline Consumer Healthcare Limited**

Shanu Saksena
(Company Secretary)

Navneet Saluja
(Managing Director)

GlaxoSmithKline Consumer Healthcare Ltd.

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

GlaxoSmithKline Consumer Healthcare Ltd.
24-25 Floor, One Horizon Center
Sector 43, DLF Phase 5, Golf Course Road
Gurugram (Haryana), India - 122002

T +91 124 4336500
F +91 124 4336600
E contact.4.gsk@gsk.com
www.gsk.com

Certified that the transactions/ accounting treatment provided in the draft scheme of arrangement involving GlaxoSmithKline Consumer Healthcare Limited, Hindustan Unilever Limited and their respective shareholders and creditors, are in compliance with all the Accounting Standards applicable to a listed entity.

For **GlaxoSmithKline Consumer Healthcare Limited**

Vivek Anand
(Chief Financial Office)

Navneet Saluja
(Managing Director)

GlaxoSmithKline Consumer Healthcare Ltd.

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