



April 19, 2018

The National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Mumbai - 400 051

Bombay Stock Exchange Limited
1st floor, Rotunda Building,
Fort, Mumbai - 400 001

Open offer for acquisition of up to 4,315,840 (Four Million Three Hundred Fifteen Thousand Eight Hundred Forty) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten) each ("Equity Shares") of Merck Limited ("Target Company") from the Public Shareholders of the Target Company by Procter & Gamble Overseas India B.V. ("Acquirer"), together with The Procter & Gamble Company ("PAC") in its capacity as a person acting in concert with the Acquirer ("Open Offer" or "Offer")

Dear Sir,

We are in receipt of a communication from ICICI Securities Limited informing us that in terms of the Regulation 12(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"), the Acquirer has made an open offer to acquire 4,315,840 equity shares, representing 26% of total outstanding capital of the Company. The issue which triggered the offer is the proposal wherein the Acquirer shall purchase from Emedia Export Company MBH, Merck Internationale Beteiligungen GmbH and Chemitra GmbH (together, the "Sellers") 8,599,224 (Eight Million Five Hundred Ninety Nine Thousand Two Hundred Twenty Four) equity shares of face value INR 10 (Indian Rupees Ten only) each of the Company, which constitutes 51.80% of its Voting Share Capital.

Copy of the public announcement issued by ICICI Securities Limited is attached herewith.

Thanking you,

Yours faithfully,

For Merck Limited

Vikas R. Gupta

General Counsel and Company

Encl: As above



Merck Limited

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Godrej One, 8th Floor, Pirojshanagar
Eastern Express Highway, Vikhroli East
Mumbai 400079, India.
Phone +91 22 62109000
Fax +91 22 62109999
www.merck.co.in
CIN: L99999MH1967PLC013726



April 19, 2018

The Board of Directors
Merck Limited
Godrej One, 8th Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079, India

Kind Attn: Mr. Vikas Gupta, General Counsel and Company Secretary

Re: Open offer for acquisition of up to 4,315,840 (Four Million Three Hundred Fifteen Thousand Eight Hundred Forty) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten) each (“Equity Shares”) of Merck Limited (“Target Company”) from the Public Shareholders of the Target Company by Procter & Gamble Overseas India B.V. (“Acquirer”), together with The Procter & Gamble Company (“PAC”) in its capacity as a person acting in concert with the Acquirer (“Open Offer” or “Offer”).

With regard to the captioned open offer, the Acquirer has appointed ICICI Securities Limited, as the Manager to the Offer pursuant to and in accordance with, Regulation 12(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”).

Pursuant to and in compliance with Regulations 3(1), 4 and other applicable regulations of the SEBI (SAST) Regulations, the Acquirer together with the PAC is making an open offer for acquisition of up to 4,315,840 (Four Million Three Hundred Fifteen Thousand Eight Hundred Forty Only) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten only) each of the Target Company, constituting 26% (Twenty Six Percent) of the fully diluted voting equity share capital of the Target Company (as of the 10th working day from the closure of the tendering period for the Offer).

In accordance with Regulation 14(2) of the SEBI (SAST) Regulations, please find enclosed a copy of the public announcement dated April 19, 2018 (“Public Announcement”) for the Open Offer.

You are requested to take note of the above and the obligations of Board of Directors of Target Company in terms of Regulation 24 of the SEBI (SAST) Regulations, and the obligations of Target Company in terms of Regulation 26 of the SEBI (SAST) Regulations.

Thanking you,

Yours sincerely,

For ICICI Securities Limited



Authorized Signatory
Name: Vishal Kanjani
Designation: Vice President

Member of National Stock Exchange of India Ltd. & Bombay Stock Exchange Ltd.
Capital Market : NSE Regn. No. INB 230773037, BSE Regn. No. INB 011296854
Futures & Options : NSE Regn. No. INF 230773037, BSE Regn. No. INF 010773035
Currency Derivatives : NSE Regn. No. INE 230773037
CIN No.: U67120MH1995PLC066241

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Corporate Office (Retail):
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Tel (91 22) 4070 1000
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Name of Compliance Officer (Broking Operations) : Ms. Mamta Jayaram Shetty
Email Address: complianceofficer@icicisecurities.com / Tel (91 22) 4070 1000
Website Address: www.icicisecurities.com / www.icicidirect.com



**PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3(1) AND 4 READ WITH
REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA
(SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS,
2011, AS AMENDED**

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF MERCK LIMITED

Open offer for acquisition of up to 4,315,840 (Four Million Three Hundred Fifteen Thousand Eight Hundred Forty) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten) each (“Equity Shares”) of Merck Limited (“Target Company”) from the Public Shareholders (as defined below) of the Target Company by Procter & Gamble Overseas India B.V. (“Acquirer”), together with The Procter & Gamble Company (“PAC”) in its capacity as a person acting in concert with the Acquirer (“Open Offer” or “Offer”).

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by ICICI Securities Limited, the manager to the Offer (the “**Manager**”), for and on behalf of the Acquirer and PAC to the Public Shareholders (as defined below) of the Target Company, pursuant to and in compliance with Regulations 3(1), 4 and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”).

For the purposes of this PA, “**Public Shareholders**” shall mean all the public shareholders of the Target Company, and for the avoidance of doubt, excluding the members of the promoter and promoter group of the Target Company, the Acquirer, the PAC, the parties to the India SAPA (as defined below), and any persons acting or deemed to be acting in concert with any of them.

1. Offer Details

- 1.1. **Size:** Up to 4,315,840 (Four Million Three Hundred Fifteen Thousand Eight Hundred Forty Only) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten only) each of the Target Company (“**Offer Shares**”), constituting 26% (Twenty Six Percent) of the fully diluted voting equity share capital of the Target Company (as of the 10th working day from the closure of the tendering period for the Offer) (“**Voting Share Capital**”) subject to the terms and conditions mentioned in this Public Announcement and in the detailed public statement (“**DPS**”) and the letter of offer (“**LoF**”) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2. **Price / Consideration:** The Offer is made at a price of INR 1,500.36 (Indian Rupees One Thousand Five Hundred and Thirty Six Paise only) per Offer Share (the “**Offer Price**”) which is in accordance with Regulation 8(2) of the SEBI (SAST) Regulations. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer in accordance with the SEBI (SAST) Regulations will be INR 6,475,313,702.40 (Indian Rupees Six Thousand Four Hundred and Seventy Five Million Three Hundred Thirteen Thousand Seven Hundred and Two, and Forty Paise only).
- 1.3. **Mode of Payment:** The Offer Price is payable in cash by the Acquirer in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations, and the terms and conditions mentioned in this PA and to be set out in the DPS and LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This Offer is a mandatory offer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the substantial acquisition of shares, voting rights and control of and over the Target Company.

2. **Transactions which have triggered the Open Offer obligations (Underlying Transaction)**

2.1. The Acquirer has entered into a sale and purchase agreement dated April 19, 2018 (the “**India SAPA**”), wherein it is proposed that the Acquirer shall purchase from Emedia Export Company MBH, Merck Internationale Beteiligungen GmbH and Chemitra GmbH (together, the “**Sellers**”) 8,599,224 (Eight Million Five Hundred Ninety Nine Thousand Two Hundred Twenty Four) equity shares of face value INR 10 (Indian Rupees Ten only) each of the Target Company, which constitutes 51.80% of the Voting Share Capital. The said sale of the Equity Shares held by the Sellers is proposed to be executed at a price of up to INR 1,500 (Indian Rupees One Thousand Five Hundred only) per fully paid up Equity Share aggregating to up to INR 12,898,836,000 (Indian Rupees Twelve Thousand Eight Hundred and Ninety Eight Million Eight Hundred Thirty Six Thousand only) total for all Equity Shares held by the Sellers payable as Euro equivalent in cash, as set out in the table below. This mandatory Open Offer is being made by the Acquirer pursuant to the execution of the India SAPA by the Acquirer.

2.2. Given below are the details of the underlying transaction:

Type of transaction (direct / indirect)	Mode of transaction (Agreement/ Allotment/ market purchase)	Shares/ Voting rights acquired/ proposed to be acquired		Total consideration for shares/ voting rights (VR) acquired (INR in Million)	Mode of payment	Regulation which has triggered
		Number	% vis-à-vis total equity/ voting share capital			
Direct	Acquisition of Equity Shares of the Target Company held by the Sellers through the India SAPA dated April 19, 2018 entered into between the Acquirer, the Sellers and Merck KGaA.	8,599,224 [#]	51.80%	Up to 12,898.84 Million, payable in accordance with the terms of the India SAPA	Cash	3(1) and 4 of the SEBI (SAST) Regulations

This is the sum of all the equity shares being sold by the Sellers.

3. **Acquirer / PAC**

Details	Acquirer	PAC	Total
Name of Acquirer	Procter & Gamble Overseas India B.V.	The Procter & Gamble Company	Not Applicable

Details	Acquirer	PAC	Total
Address	Watermanweg 100, 3067 GG Rotterdam, The Netherlands	One Procter & Gamble Plaza, Cincinnati, Ohio, USA	Not Applicable
Name(s) of persons in control/promoters of Acquirer where Acquirer is a company	The Acquirer was incorporated on August 9, 2000 under the laws of Netherlands (company registration number: KvK 34138743). The shares of the Acquirer are owned by Procter & Gamble Canada Holding B.V. and Rosemount LLC. The ultimate parent company of the Acquirer is The Procter & Gamble Company.	The PAC is a publicly held listed corporation and has dispersed shareholding with no specific controlling shareholders.	Not Applicable
Name of the group, if any, to which the Acquirer belongs to	The Procter & Gamble Company and its subsidiaries (“ Procter & Gamble group ”)	Procter & Gamble group	Not Applicable
Pre-transaction shareholding • Number • % of total share capital	Nil	Nil	Nil
Proposed shareholding after the acquisition of shares (including Offer Shares) which triggered the Open Offer *	12,915,064 Equity Shares constituting 77.80% of the Voting Share Capital	Nil	12,915,064 Equity Shares constituting 77.80% of the Voting Share Capital
Any other interest in the Target Company	None	None	None

* Assuming full acceptance in the Offer.

4. Details of the selling shareholders

Name	Part of promoter	Details of shares/ voting rights held by the selling shareholders
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	group (Yes/No)	Pre Transaction		Post Transaction	
		Number of Equity Shares	% vis-à-vis voting share capital	Number of Equity Shares	% vis-à-vis voting share capital
Emedia Export Company MBH	Yes	3,534,559	21.29	Nil	Nil
Merck Internationale Beteiligungen GmbH	Yes	3,091,224	18.62	Nil	Nil
Chemitra GmbH	Yes	1,973,441	11.89	Nil	Nil
Total		8,599,224	51.80	Nil	Nil

5. Target Company

Name: Merck Limited

Registered Office: Godrej One, 8th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, India

Exchanges where listed: The equity shares of the Target Company are listed on the following exchanges:

(i) BSE Limited, Scrip ID: **MERCK**, Scrip Code: **500126**

(ii) National Stock Exchange of India Limited, Symbol: **MERCK**

The ISIN of the Target Company is **INE199A01012**.

6. Other Details

- 6.1. The DPS to be issued under the SEBI (SAST) Regulations shall be published by April 26, 2018 as required by Regulation 13(4) of the SEBI (SAST) Regulations. The DPS shall, *inter alia*, contain details of the Offer including detailed information on the Offer Price, the Acquirer, the PAC, the Target Company, the Sellers, the background to the Offer (including conditions precedent to the India SAPA), the statutory approvals required (including for the Offer) and details of financial arrangements, the conditions for withdrawal of the Offer and other terms of the Offer.
- 6.2. Completion of the Offer and the underlying transaction as envisaged under the India SAPA is subject to satisfaction of certain conditions precedent (including receipt of certain statutory and regulatory approvals) as set out in the India SAPA, to be detailed in the DPS and LoF for this Offer.
- 6.3. The Acquirer undertakes that it is aware of and will comply with the obligations under the SEBI (SAST) Regulations. The Acquirer has adequate financial resources to meet its obligations under the Offer and has made firm financial arrangements for financing the acquisition of the Offer Shares, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

- 6.4. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19 of the SEBI (SAST) Regulations. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.5. This Offer is subject to the terms and conditions mentioned in this Public Announcement and in the DPS and the LoF that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

Issued by the Manager to the Offer



ICICI Securities Limited

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Churchgate, Mumbai - 400 020
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Fax: +91 22 2282 6580
Email: project.winthorpe@icicisecurities.com
Contact Person: Mr. Vishal Kanjani
SEBI Registration Number: INM000011179

On behalf of the Acquirer and the PAC

Sd/-

Procter & Gamble Overseas India B.V.
Ms. Flavia Machado
Authorized Signatory

Sd/-

The Procter & Gamble Company
Mr. Siddhanth Sharma
Authorized Signatory

Place: Mumbai

Date: April 19, 2018