

April 27, 2018

National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Code: MERCK

BSE Limited
P. J. Towers, Dalal Street
Fort Mumbai - 400 023
Code: 500126

Dear Sir/Madam,

Re: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you about the following decisions taken at the meeting of the Board of Directors of the Company today, April 27, 2018:

- 1. Approval of unaudited financial results for the 1st quarter March 31, 2018:** The Board of Directors approved the Un-audited Financial Results along with the Limited Review Results for the quarter ended March 31, 2018, a copy of which is enclosed herewith.
- 2. Business transfer agreement** – The Board of the Company has resolved, subject to receipt of approval of the shareholders of the Company and other statutory approvals, if any required, to transfer certain businesses of the Company comprising exclusively of the biopharma, performance materials and life science segments as reported in the ERP systems of the Company, whose operations solely comprise of (i) the manufacture and trading of prescription medicines for the treatment of cardiovascular disorders, diabetes and thyroid disorders (**Biopharma**); (ii) trading of effect pigments and functional materials for the automotive, cosmetics, plastics and security industries and the manufacture of materials for the cosmetic industry (**Performance Materials**); and (iii) trading of products for use in the pharmaceutical and bio-pharma industries, including active pharmaceutical ingredients, excipients and biopharmaceutical process chemicals (**Life Science**) (Biopharma, Performance Materials and Life Science together, the **BPL Business**) to Merck Life Science Private Limited (**MLSPL**) (or to an affiliate of MLSPL, as directed by MLSPL), along with such employees, assets and liabilities, licenses, regulatory approvals, permits, contracts, liabilities and interests thereof, for an overall consideration of INR 10,520,000,000 (Indian Rupees Ten Billion Five Hundred and Twenty Million) on terms and conditions more appropriately defined in a draft business transfer agreement proposed to be executed by the Company with MLSPL (**BTA**), a form of which was tabled before the Board. The said BTA will be entered into upon receipt of approval of the shareholders of the Company under the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and the consummation of the said transfer shall be subject to the receipt of applicable statutory and regulatory approvals.



Merck Limited

Registered Office
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



3. **Commercial agreements** – The Board of the Company has resolved, subject to receipt of approval of the shareholders of the Company and other statutory approvals, if any required, to enter into certain commercial agreements for manufacturing and supply of materials and products, provision and receipt of transitional services and provision of transitional distribution services, with one or more entities belonging to Merck group. Such agreements will be entered into upon receipt of approval of the shareholders of the Company under the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
4. **Postal Ballot Notice** – In order to seek the approval of the shareholders of the Company under Sections 180(1)(a) and 188 of the Companies Act, 2013, Regulation 23(4) (read with Regulation 23(1)) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 26(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and such other provisions as may be applicable to transfer the BPL Business, enter into the BTA and commercial agreements (as aforesaid), the Board has approved the postal ballot notice in terms of provisions of Section 110 of the Companies Act, 2013 and other applicable provisions, if any.
5. **Constitution of committee of independent directors** – On April 26, 2018, the Company has **received** a copy of the detailed public statement published by Procter & Gamble Overseas India B.V. (as the Acquirer) together with The Procter & Gamble Company (as the person acting in concert), in connection with the mandatory open offer made by Acquirer to acquire upto 4,315,840 equity shares of Rs. 10 each constituting 26% of the total outstanding capital of the Company. Accordingly, as per and in compliance with Regulation 26(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Board has constituted a committee of independent directors (comprising of Mr. Suresh N Talwar, Mr. Homi C Bhabha, and Mrs. Rani Ajit Jadhav to provide reasoned recommendations on the open offer to the Company's shareholders

The meeting commenced at 3.30 p.m. and concluded at 7.15 p.m.

This is for your information and records.

Yours faithfully,

For Merck Limited



Vikas R. Gupta




General Counsel & Company Secretary



Merck Limited

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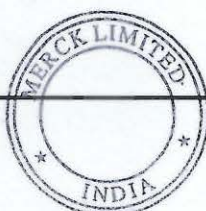
MERCK LIMITED					
Regd. Office: Godrej One, 8th Floor, Eastern Express Highway, Pirojshanagar, Vikhroli (East), Mumbai : 400 079. CIN No. L99999MH1967PLC013726, email : corpsec@merckgroup.com					
STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST MARCH, 2018					
(Rs in millions)					
	Particulars	3 months ended 31/03/2018 Unaudited	3 months ended 31/12/2017 Audited (Refer note 7)	Corresponding 3 months ended 31/03/2017 Unaudited	Previous year ended 31/12/2017 Audited
1.	Revenue from Operations	3,011.68	3,041.30	2,369.22	11,194.51
2.	Other Income	54.87	53.97	67.15	239.69
3.	Total income (1+2)	3,066.55	3,095.27	2,436.37	11,434.20
4.	Expenses				
	a) Cost of materials consumed	752.51	505.75	540.82	2,365.63
	b) Purchases of stock-in-trade	735.48	727.78	409.73	2,022.35
	c) Changes in inventories of finished goods,work-in-progress and stock in trade	(322.58)	(78.78)	(47.92)	22.75
	d) Excise duty	-	-	79.74	154.91
	e) Employee benefits expense	432.86	449.04	409.64	1,696.43
	f) Finance Costs	-	-	-	-
	g) Depreciation and amortisation expense	85.56	70.65	62.34	264.03
	h) Impairment	-	172.35	-	172.35
	h) Other expenses	996.90	957.94	751.41	3,383.82
	Total expenses (4)	2,680.73	2,804.73	2,205.76	10,082.27
5.	Profit before exceptional items and tax (3-4)	385.82	290.54	230.61	1,351.93
6.	Less: Exceptional items [Refer note 5]	(65.35)	(169.99)	-	(169.99)
7.	Profit before tax (5-6)	451.17	460.53	230.61	1,521.92
8.	Tax expenses				
	Current Tax	179.00	243.00	106.20	635.00
	Deferred Tax	20.95	(105.41)	(23.86)	(102.42)
	Tax for earlier years	24.08	50.24	-	50.24
9.	Profit for the period (7-8)	227.14	272.70	148.27	939.10
10.	Other Comprehensive Income				
	Items that will not be reclassified to profit or loss				
	i. Re-measurement (losses) on defined benefit plans	(9.57)	(23.98)	(5.61)	(38.28)
	ii. Income tax effect	3.31	8.30	1.94	13.26
	Total Other Comprehensive Income, net of tax	(6.26)	(15.68)	(3.67)	(25.02)
11.	Total Comprehensive Income for the period (9+10)	220.88	257.02	144.60	914.08
12.	Paid-up equity share capital (Face Value Rs 10/- each)	165.99	165.99	165.99	165.99
13.	Other equity excluding Revaluation reserve as per Balance sheet				7,166.58
14.	Earnings per equity share (of Rs 10/- each) *(not annualised)				
	(a) Basic	* 13.68	* 16.43	* 8.93	56.57
	(b) Diluted	* 13.68	* 16.43	* 8.93	56.57
Notes:					
1. The above results have been reviewed by the Audit Committee and thereafter approved by the Board of Directors at its meeting held on 27 April 2018. These results have been subjected to "Limited Review" by the statutory auditors of the Company. The review report has been filed with stock exchange and is available on the website.					
2. Figures for the previous quarter/year have been re-grouped/re-arranged wherever necessary.					
3. Post implementation of Goods and Services Tax ("GST") with effect from 1 July 2017, revenue from operations is disclosed net of GST. Revenue from operations for the earlier periods included excise duty which is now subsumed in the GST. Revenue from operations for the year ended 31 December 2017 includes excise duty upto 30 June 2017. Accordingly, revenue from operations for the quarter ended 31 March 2018 is not comparable with those of the previous periods presented.					
4. Results for all the above periods are in compliance with Indian Accounting Standards (Ind-AS) notified by the Ministry of Corporate Affairs.					
5. Exceptional items comprise of profit from the sale of office premises located at Mumbai which was held for sale.					
6. The Board of Directors has resolved to sell biopharma, performance materials and life sciences businesses of the Company to Merck Life Science Private Limited subject to receipt of approval of the shareholders of the Company and other statutory approvals, if any required, for an overall consideration of INR 10,520,000,000/-. In order to seek shareholders' approval for sale of aforesaid businesses of the Company, the Board has approved the postal ballot notice.					
7. Figures for the quarter ended 31 December 2017 are the balancing figures between the audited figures in respect of the full financial year and the reviewed figures upto the third quarter of the relevant financial year.					
					
				For Merck Limited  Milind Thattai Managing Director	
Place : Mumbai Date : 27 April 2018					
Please visit us at our website www.merck.co.in					

MERCK LIMITED

(Rs in millions)

Segment Wise Revenue, Result and Capital Employed

Sr. No.	Particulars	3 months ended 31/03/2018 Unaudited	3 months ended 31/12/2017 Audited (Refer note 7)	Corresponding 3 months ended 31/03/2017 Unaudited	Previous year ended 31/12/2017 Audited
1.	Segment Revenue				
	a) Pharmaceuticals	2,302.23	2,241.99	1,881.45	8,623.80
	b) Chemicals	709.45	799.31	487.77	2,570.71
	Total	3,011.68	3,041.30	2,369.22	11,194.51
	Less : Inter segment revenue	-	-	-	-
	Revenue from operations (net)	3,011.68	3,041.30	2,369.22	11,194.51
2.	Segment Results (Profit before Tax and Interest from each segment)				
	a) Pharmaceuticals	222.34	127.07	202.58	990.98
	b) Chemicals	128.04	74.35	(23.69)	173.82
	Total	350.38	201.42	178.89	1,164.80
	Less : Other un-allocable expenditure net off un-allocable Income	(100.79)	(259.11)	(51.72)	(357.12)
	Total Profit before Tax	451.17	460.53	230.61	1,521.92
3.	Capital Employed				
	Segment Assets				
	Pharmaceuticals	3,718.16	3,327.28	3,529.02	3,327.28
	Chemicals	1,923.67	2,037.18	1,391.20	2,037.18
	Unallocated	4,687.57	4,547.76	4,181.17	4,547.76
	Total Assets	10,329.40	9,912.22	9,101.39	9,912.22
	Segment Liabilities				
	Pharmaceuticals	2,146.97	1,893.48	1,683.55	1,893.48
	Chemicals	516.34	443.00	450.27	443.00
	Unallocated	119.24	243.17	142.90	243.17
	Total Liabilities	2,782.55	2,579.65	2,276.72	2,579.65
	Capital Employed				
	Pharmaceuticals	1,571.19	1,433.80	1,845.47	1,433.80
	Chemicals	1,407.33	1,594.18	940.93	1,594.18
	Unallocated	4,568.33	4,304.59	4,038.27	4,304.59
	Total	7,546.85	7,332.57	6,824.67	7,332.57



Limited Review Report on the Unaudited Financial Results for the quarter ended March 31, 2018 pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors

Merck Limited

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **Merck Limited** ('the Company') for the quarter ended March 31, 2018 ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/FAC/ 62/2016 dated July 5, 2016. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of Companies Act, 2013 ("the Act") read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with aforesaid accounting standard and other recognised accounting practices and policies has not disclosed the



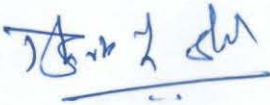
information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

4. The comparative unaudited financial results of the Company for the quarter ended March 31, 2017 included in this Statement had been reviewed by B S R & Co. LLP, Chartered Accountants, the predecessor auditor, who had issued an unmodified conclusion vide their report dated May 3, 2017.

For Haribhakti & Co. LLP

Chartered Accountants

ICAI Firm Registration No.103523W/W100048



Bhavik L. Shah

Partner

Membership No. 122071

Place: Mumbai

Date: April 27, 2018