

**CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT, DETAILED PUBLIC STATEMENT AND LETTER OF OFFER FOR THE ATTENTION OF THE SHAREHOLDERS OF FULFORD (INDIA) LIMITED**

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**VOLUNTARY OPEN OFFER FOR ACQUISITION OF UP TO 821,913 SHARES (21.07% OF THE VOTING SHARE CAPITAL) FROM THE SHAREHOLDERS OF FULFORD (INDIA) LIMITED ("TARGET COMPANY") BY DASHTAG ("ACQUIRER") ALONG WITH MERCK & CO., INC. AS A PERSON ACTING IN CONCERT ("PAC") WITH THE ACQUIRER ("OFFER").**

This corrigendum ("Corrigendum") to the public announcement dated July 25, 2012 ("PA"), the detailed public statement dated July 31, 2012 and published in the newspapers on August 1, 2012 ("DPS") and the letter of offer dated August 31, 2012 ("LoF") is being issued by **Morgan Stanley India Company Private Limited ("Manager to the Offer")**, for and on behalf of the Acquirer and the PAC to the Shareholders of the Target Company, pursuant to and in compliance with, among others, Regulations 18(4) and 18(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof ("**Takeover Regulations**"), with respect to an upward revision in the Offer Price from ₹ 830/- (Rupees Eight Hundred and Thirty only) per Share to ₹ 1,000/- (Rupees One Thousand only) per Share.

This Corrigendum should be read in continuation of, and in conjunction with, the PA, the DPS and the LoF, which is being dispatched to the Shareholders who hold Shares of the Target Company as on the Identified Date.

Capitalized terms used in this Corrigendum but not defined shall have the same meaning as assigned to them in the PA, the DPS and/or the LoF.

The Shareholders are requested to note the following developments with respect to this Offer:

**A. Upward revision of the Offer Price**

- In terms of Regulation 18(4) of the Takeover Regulations, the Acquirer and the PAC have decided to revise the Offer Price upwards from ₹ 830/- (Rupees Eight Hundred and Thirty only) per Share to ₹ 1,000/- (Rupees One Thousand only) per Share ("**Revised Offer Price**").
- Accordingly, the Revised Offer Price of ₹ 1,000/- (Rupees One Thousand only) per Share shall be paid to all Shareholders who validly tender their Shares in this Offer, subject to the terms and conditions set out in the LoF.
- All other terms and conditions of this Offer set out in the PA, the DPS and the LoF remain unchanged.

**B. Financial Arrangements**

- Based on the Revised Offer Price, the maximum consideration payable under this Offer (assuming full acceptance of this Offer) would be ₹ 821,913,000/- (Rupees Eight Hundred and Twenty One Million, Nine Hundred and Thirteen Thousand only), i.e. consideration payable for acquisition of 821,913 Shares at the Revised Offer Price of ₹ 1,000/- (Rupees One Thousand only) per Share.
- In light of the revision to the Offer Price and in accordance with Regulations 17 and 18(5) of the Takeover Regulations:
  - The Acquirer has deposited an additional amount of ₹ 1,149,200/- (Rupees One Million, One Hundred and Forty Nine Thousand, Two Hundred only) in the Escrow Account maintained with the Escrow Bank pursuant to the Escrow Agreement (dated July 26, 2012) entered into between the Acquirer, the Manager to the Offer and the Escrow Bank. The aggregate of such amount and the amount of ₹ 7,097,100 (Rupees Seven Million Ninety Seven Thousand and One Hundred only) originally deposited by the Acquirer in the Escrow Account, is more than 1% of the revised maximum consideration payable by the Acquirer under this Offer (assuming full acceptance of this Offer); and
  - The value of the original bank guarantee (dated July 27, 2012) issued by the Escrow Bank in favour of the Manager to the Offer for an amount of ₹ 170,546,950/- (Rupees One Hundred Seventy Million Five Hundred Forty Six Thousand Nine Hundred and Fifty only) has been increased to ₹ 205,478,251/- (Rupees Two Hundred and Five Million, Four Hundred and Seventy Eight Thousand, Two Hundred and Fifty One only). The revised amount is higher than the minimum prescribed escrow amount of 25% for the first ₹ 5,000 million (Rupees Five Thousand Million only) of the revised maximum consideration payable under this Offer (assuming full acceptance) in accordance with Regulation 17 of the Takeover Regulations.
- Additionally, in light of the revision to the Offer Price, Mr. Rajesh Sarfare, membership no. 140399, of M/s R D Sarfare & Co. (FRN: 13339410) having their office at 305, 3<sup>rd</sup> Floor, D/8, Shan Building, Sion (East), Mumbai 400 037, Telephone No. +91-98213-76512, Fax No. +91-22-2659-2005, vide his letter dated September 10, 2012, has certified that the Acquirer has adequate financial resources available for meeting the financial obligations under this Offer. Such certificate will be available for inspection to the Shareholders (along with the other documents available for inspection, as mentioned in the LoF) at the office of the Manager to the Offer at 18F/19F, Tower 2, One Indiabulls Centre, 841, Senapati Bapat Marg, Mumbai 400013, India on any working day (i.e. Monday to Friday, not being a bank holiday in Mumbai) between 10:00 am to 4:00 pm during the Tendering Period.
- Based on the above, the Manager to the Offer is satisfied that firm financial arrangements through verifiable means are in place by the Acquirer to implement this Offer, upon revision in the Offer Price in accordance with the Takeover Regulations.

**C. Other Information**

- The Revised Offer Price represents a premium of 42.8% to the closing price of the Shares on July 24, 2012, which was 1 day prior to the date of the PA. The Revised Offer Price also represents a premium of 107.8% over the closing price of the Shares as of December 30, 2011, being the last trading day of the previous calendar year. Since December 30, 2011 and upto July 24, 2012, being 1 day prior to the date of the PA, the BSE Sensex has increased by 9.5%. The average daily trading volume for the Shares on the BSE for the same period, i.e. since December 30, 2011 to 1 day prior to the date of the PA was 2,781 Shares. (Source: [www.bseindia.com](http://www.bseindia.com))
- The Acquirer, the PAC and their respective directors accept full responsibility for the information contained in this Corrigendum and also for the fulfilment of their obligations under the Takeover Regulations.
- This Corrigendum for revision to the Offer Price is not being issued pursuant to any competing offer.
- This Corrigendum will also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)).

**D. Details of Manager to the Offer and Registrar to the Offer**

| MANAGER TO THE OFFER                                                                                                                                                                                                                                                                                                                                     | REGISTRAR TO THE OFFER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
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| <b>Morgan Stanley</b><br><br>Morgan Stanley India Company Private Limited<br>18F/19F, Tower 2, One Indiabulls Centre,<br>841, Senapati Bapat Marg, Mumbai 400013, India<br>Tel: (91 22) 6118 1000<br>Fax: (91 22) 6618 1040<br>Email: <a href="mailto:FIIL_Officer@MorganStanley.com">FIIL_Officer@MorganStanley.com</a><br>Contact Person: Naveen Asopa | <b>LINK INTIME</b><br>INDIA PVT LTD<br><br>(Formerly INTIME SPECTRUM REGISTRY LTD)<br><br>Link Intime India Private Limited<br>C-13, Kantilal Maganlal Industrial Estate<br>(Pannalal Silk Mills Compound), L.B.S. Marg,<br>Bhandup (West), Mumbai 400 078, India<br>Tel: (91 22) 2596 7878; Fax: (91 22) 2596 0329<br>Email: <a href="mailto:fil.officer@linkintime.co.in">fil.officer@linkintime.co.in</a><br>Contact Person: Mr. Pravin Kasare |

**ISSUED BY:**  
**THE MANAGER TO THE OFFER**  
**On behalf of the Acquirer and PAC:**  
Dashtag  
Merck & Co., Inc.

**Place : Mumbai**  
**Date : September 10, 2012**