

# MERCK LIMITED

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This advertisement ("Offer Opening Public Announcement") is being issued by ICICI Securities Limited, the manager to the Offer (the "Manager"), for and on behalf of Procter & Gamble Overseas India B.V. ("Acquirer") along with The Procter & Gamble Company ("PAC"), in its capacity as a person acting in concert with the Acquirer, in compliance with Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations"), in respect of the open offer for the 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 ("Offer Shares"), representing 26.00% of the Voting Share Capital of Merck Limited ("Target Company"), under the SEBI (SAST) Regulations, ("Open Offer" or "Offer"), to the Public Shareholders of the Target Company.

The Offer Opening Public Announcement is to be read together with: (a) the Public Announcement dated April 19, 2018 ("Public Announcement" or "PA"); (b) the Detailed Public Statement dated April 25, 2018 that was published in all editions of Financial Express (English), all editions of Jansatta (Hindi) and the Mumbai edition of Mumbai Lakshadeep (Marathi) on April 26, 2018 ("DPS"); (c) the Letter of Offer dated October 15, 2018 ("LoF"); and (d) the Corrigendum to the DPS that was published in all editions of Financial Express (English), all editions of Jansatta (Hindi) and the Mumbai edition of Mumbai Lakshadeep (Marathi) on October 22, 2018 ("DPS Corrigendum").

Capitalized terms used herein but not specifically defined shall have the same meaning ascribed to such terms in the LoF.

## Offer Price

The Offer Price is INR 1,500.36 (Indian Rupees One Thousand Five Hundred and Thirty Six Paise Only) per Equity Share, payable in cash. The Offer Price is justified in terms of Regulation 8(2) of the SEBI (SAST) Regulations, being the highest of the following parameters:

S. No.	Details	Price (per share)
A	The highest negotiated price per Equity Share of the Target Company for any acquisition under an agreement attracting the obligation to make a public announcement of an open offer i.e. the price per share under the India SAPA	INR 1,500
B	The volume weighted average price paid or payable per Equity Share for acquisitions by the Acquirer or by any person acting in concert with him during the fifty two weeks immediately preceding the date of the PA	Not Applicable
C	The highest price per Equity Share paid or payable for any acquisition by the Acquirer or by any person acting in concert with him during the twenty six weeks immediately preceding the date of the PA	Not Applicable
D	The volume weighted average market price per Equity Share for a period of sixty trading days immediately preceding the date of the PA as traded on the Stock Exchanges during such period and such shares being frequently traded	INR 1,500.36

As set out in the announcement to the Stock Exchanges dated June 22, 2018 by the Manager, as required by SEBI, the Offer Price would be paid together with interest computed at the rate of 10 percent per annum on the Offer Price from July 10, 2018 (being the originally contemplated date for completion of payment of consideration) till November 27, 2018 (being the date of the actual payment to the Public Shareholders who successfully tender their Equity Shares in the Offer). The interest computed at 10 percent per annum on the Offer Price over such period is INR 57.55 (Indian Rupees Fifty Seven and Fifty Five Paise Only) per Equity Share.

## Recommendations of the Committee of Independent Directors of Merck Ltd.

The recommendations of the committee of independent directors ("IDC") constituted by the Board of Directors of the Target Company were published on October 20, 2018 in Financial Express (English), October 21, 2018 in Mumbai Lakshadeep (Marathi) and October 22, 2018 in Jansatta (Hindi), the same newspapers where the DPS and the DPS Corrigendum were published. Summary of the IDC's recommendations is provided below:

Members of the IDC	Mr. Suresh N. Talwar (Chairman of IDC) Mr. Homi C. Bhabha Mrs. Rani Ajit Jadhav
Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC believes that the Open Offer is in compliance with the requirements of the SEBI (SAST) Regulations and hence is fair and reasonable as on the PA Date (as defined below).
Summary of reasons for recommendation	The IDC has reviewed the Public Announcement dated April 19, 2018 ("PA Date"), the Detailed Public Statement published on April 26, 2018, the Draft Letter of Offer ("DLOF") dated May 7, 2018 and Letter of Offer dated October 17, 2018 issued/published by ICICI Securities Limited on behalf of the Acquirer and the PAC, in connection with the Open Offer.  The IDC has taken into consideration the following for making this recommendation:  (i) Based on the review of the PA, DPS, DLOF and LoF, the IDC is of the opinion that the Offer Price offered by the Acquirer and the PAC is in compliance with the SEBI (SAST) Regulations.  (ii) The IDC had sought external professional advice from Bansi S. Mehta & Co., Chartered Accountants, who have reviewed and analyzed the Open Offer and provided a fairness opinion dated May 23, 2018 to the IDC, in respect of the Offer Price. This opinion confirms that the Offer Price is in accordance with the provisions of the SEBI (SAST) Regulations.  Based on the above, the IDC is of the opinion that the Offer Price as on the PA Date to the public shareholders of the Target Company is in compliance with the requirements of the SEBI (SAST) Regulations and hence is fair and reasonable.  The public shareholders of the Target Company are, however, advised to independently evaluate the Open Offer and take an informed decision whether or not to offer their shares in the Open Offer.
Details of Independent Advisors, if any.	Bansi S. Mehta & Co.

## Other details of the Offer

- The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations. No competing offer has been made.
- The LoF was dispatched to the Public Shareholders of the Target Company, holding Equity Shares in physical and/or dematerialized form as on the Identified Date (October 10, 2018), on October 17, 2018.
- Public Shareholders are required to refer to Section VI of the LoF (*Procedure for Acceptance and Settlement of the Open Offer*) in relation to *inter alia* the procedure for tendering their Equity Shares in the Open Offer and are required to adhere to and follow the procedure outlined therein.
- Please note that the LoF along with the Form of Acceptance-cum-Acknowledgment is also available on the website of the Securities and Exchange Board of India ("SEBI") at <http://www.sebi.gov.in/> and Public Shareholders can also apply by downloading such form from SEBI's website. Further, in case of non-receipt/non availability of the Form of Acceptance-cum-Acknowledgment, the application can be made on plain paper along with the following details:

## a) Public Shareholders holding the equity shares in physical form shall deliver the following documents:

- Form of Acceptance-cum-Acknowledgment, duly completed and signed in accordance with the instructions contained therein by all Public Shareholders whose name appears on the share certificates.
- Original share certificate(s).
- Valid share transfer deed(s)/form(s) duly signed by the transferors by all registered Public Shareholders in same order and as per the specimen signatures registered with the Target Company and duly witnessed at the appropriate place.
- A copy of the PAN card, power of attorney, corporate authorization (including board resolution/specimen signature) and no objection certificate/tax clearance certificate from income tax authorities, as applicable.
- In case the aforesaid documents have not been received but the original share certificates and valid transfer forms, duly signed, have been tendered, the Equity Shares shall be deemed to have been accepted for all resident Public Shareholders.
- Any additional documents as stated under the heading "Compliance with Tax Requirements" in Section VI (*Procedure for Acceptance and Settlement of the Open Offer*) of the LoF.

## b) Public Shareholders holding equity shares in dematerialized form shall deliver the following documents:

- Form of Acceptance-cum-Acknowledgment duly completed and signed in accordance with the instructions contained therein, as per the records of the depository.
- Photocopy of the delivery instruction slip in "Off-market" mode or counterfoil of the delivery instruction slip in "Off-market" mode, duly acknowledged by the relevant DP.
- For each delivery instruction, the beneficial owner should submit a separate Form of Acceptance-cum-Acknowledgment. The Public Shareholders having their beneficiary account in CDSL have to use the inter-depository delivery instruction slip for the purpose of crediting their Equity Shares in favor of the Open Offer Escrow Demat Account opened with NSDL (*please see details below*). The ISIN number allotted to Equity Shares of the Target Company is INE199A01012. The Public Shareholders who have sent their physical Equity Shares for dematerialization need to ensure that the dematerialization process is completed in sufficient time to ensure that the credit in the Open Offer Escrow Demat Account is received on or before closure of the Tendering Period.
- A copy of the PAN card, power of attorney, corporate authorization (including board resolution/specimen signature) and no objection certificate/tax clearance certificate from income tax authorities, as applicable.
- In case the aforesaid documents have not been received but the Equity Shares have been transferred to the Open Offer Escrow Demat Account, the Equity Shares shall be deemed to have been accepted for all resident Public Shareholders.
- Any additional documents as stated under the heading "Compliance with Tax Requirements" in Section VI (*Procedure for Acceptance and Settlement of the Open Offer*) of the LoF.

- For the purpose of the Open Offer, the Registrar to the Offer - Link Intime India Private Limited, opened the Open Offer Escrow Demat Account with Ventura Securities Limited as the Depository Participant in NSDL called, "LIPL Merck Open Offer Escrow Demat Account", for receiving Equity Shares tendered during the Open Offer from Public Shareholders who hold Equity Shares in dematerialized form. The details of the Open Offer Escrow Demat Account are mentioned below:

DP Name	Ventura Securities Limited
DP ID	IN303116
Client ID	12645304
ISIN No.	INE199A01012
Depository	NSDL

- The eligible Public Shareholders who wish to participate in this Open Offer will have to deliver the relevant documents as mentioned above and such other documents as specified in the LoF at the following collection centres of Registrar to the Offer. The centres will be closed on Saturdays, Sundays and public holidays. The centres will be open from 10 am to 1 pm and 2 pm to 5 pm. The documents should not be sent to the Manager, the Acquirer, the PAC or the Target Company.

S. No.	City	Contact person	Address	Tel. No.	Fax No.	E-mail id	Mode of delivery
1.	Mumbai	Sumeet Deshpande	Link Intime India Pvt. Ltd., C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083	022-49186200	022-49186195	merck.offer@linkintime.co.in	Hand Delivery & Speed/Registered Post
2.	Ahmedabad	Chandrasekher	Link Intime India Pvt Limited, 506-508, Amaramath Business centre -1 (ABC -1) Beside Gala Business Centre, Near XT Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad - 380006	079-2646 5179	022-49186195	merck.offer@linkintime.co.in	Hand Delivery
3.	Vadodara	Alpesh Gandhi	Link Intime India Pvt Limited, B-102 & 103 Shangrila Complex, First Floor, Opp. HDFC Bank Near Radhakrishna Char Rasta, Akota, Vadodara - 390020	0265-2356573/2356794/96	022-49186195	merck.offer@linkintime.co.in	Hand Delivery
4.	Kolkata	Kuntal Mustafi	Link Intime India Pvt Limited, 59 C, Chowringhee Road, 3rd Floor, Kolkata -700020	033-22890540	022-49186195	merck.offer@linkintime.co.in	Hand Delivery
5.	New Delhi	V.M. Joshi/ Bharat	Link Intime India Pvt Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi 110058	011-41410592/93/94	022-49186195	merck.offer@linkintime.co.in	Hand Delivery
6.	Pune	Ajinkya Kulkarni	Link Intime India Pvt Limited, Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off: Dhole Patil Road, Pune - 411 001	020-26161629	022-49186195	merck.offer@linkintime.co.in	Hand Delivery

7.	Bangalore	Nagendra D. Rao	Link Intime India Pvt. Ltd., No. 180, First Floor, 3rd Main, 3rd Cross, S.L. Byrappa Road, Hanumanthanagar, Bangalore - 560 019	080-26509004	022-49186195	merck.offer@linkintime.co.in	Hand Delivery
8.	Chennai	Divya S Jain	Link Intime India Pvt. Ltd., C/O SAs Partners Corporate Advisors Private Limited, #12, 3rd Floor, RMS Apartments, Gopalakrishna Street, Pondy Bazar, T Nagar, Chennai-17	044-28152672/73	022-49186195	merck.offer@linkintime.co.in	Hand Delivery

- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on May 7, 2018. SEBI, *vide* its letter no. SEBI/HO/CFD/DCR1/OW/P/2018/17088/1 dated June 13, 2018, issued its comments on the Draft Letter of Offer. These comments have been incorporated in the LoF and the DPS Corrigendum in accordance with the aforementioned letter of SEBI.
- There have been no material changes in relation to the Open Offer since the date of the PA, save as otherwise disclosed in the DPS, the Draft Letter of Offer, the DPS Corrigendum, and the LoF.
- Given the receipt of the approvals from the Competition Commission of India and the Department of Pharmaceuticals, details of the which are set out in the LoF, as of the date of the LoF, to the best of the knowledge of the Acquirer and the PAC, there are no statutory or other approval(s) required to complete the acquisition under the India SAPA or of the Offer Shares. If, however, any statutory or other approval(s) becomes applicable prior to the completion of the Offer, the Offer would be subject to such approval(s). The acquisition of Equity Shares under the Offer from NRIs and erstwhile OCBs is subject to the approval or exemption from the RBI, NRI, OCB and any other non-resident holders of Equity Shares must obtain all requisite approvals, if any, to tender the Equity Shares held by them in this Offer and submit such approvals alongwith the documents required to accept this Offer.

## Revised Schedule of Activities:

No.	Activity	Original Schedule (Day and Date)	Revised Schedule (Day and Date)
1.	PA	Thursday, April 19, 2018	Thursday, April 19, 2018
2.	Publication of the DPS	Thursday, April 26, 2018	Thursday, April 26, 2018
3.	Filing of the draft letter of offer with SEBI	Monday, May 7, 2018	Monday, May 7, 2018
4.	Last date for public announcement for competing offer(s)*	Monday, May 21, 2018	Monday, May 21, 2018
5.	Last date for receipt of SEBI observations on the draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	Monday, May 28, 2018	Wednesday, June 13, 2018**
6.	Identified Date***	Wednesday, May 30, 2018	Wednesday, October 10, 2018
7.	Last date by which the Letter of Offer is to be dispatched to the Public Shareholders whose name appears on the register of members on the Identified Date	Wednesday, June 6, 2018	Wednesday, October 17, 2018
8.	Date by which the committee of the independent directors of the Target Company shall give its recommendation to the shareholders of the Target Company for this Offer	Monday, June 11, 2018	Monday, October 22, 2018
9.	Last date for upward revision of the Offer Price/Offer Size	Friday, June 8, 2018	Wednesday, October 24, 2018
10.	Date of publication of Offer opening public announcement in the newspapers in which the DPS has been published	Tuesday, June 12, 2018	Wednesday, October 24, 2018
11.	Date of commencement of the tendering period	Wednesday, June 13, 2018	Thursday, October 25, 2018
12.	Date of closure of the tendering period ("Offer Closing Date")	Tuesday, June 26, 2018	Friday, November 9, 2018
13.	Last date of communicating the rejection/acceptance and completion of payment of consideration or refund of Equity Shares to the shareholders of the Target Company	Tuesday, July 10, 2018	Tuesday, November 27, 2018
14.	Last date for filing the report with SEBI	Tuesday, July 17, 2018	Tuesday, December 4, 2018
15.	Last date for publication of post-Offer public announcement in the newspapers in which the DPS has been published	Tuesday, July 17, 2018	Tuesday, December 4, 2018

\* There has been no competing offer as of the date of this Letter of Offer.

\*\* Actual date of receipt of SEBI's observation in relation to the Draft Letter of Offer.

\*\*\* The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be posted. It is clarified that, subject to Section V (Terms and Conditions of the Offer) below, all the Public Shareholders (registered or unregistered) of the Target Company are eligible to participate in the Offer at any time prior to the expiry of the Tendering Period.

The Acquirer and the PAC and their respective directors accept full responsibility for the information contained in the Offer Opening Public Announcement (other than such information as has been obtained from public sources or provided or relating to and confirmed by the Target Company and/or IDC). The Acquirer and the PAC shall be jointly and severally responsible for the fulfillment of obligations under the SEBI (SAST) Regulations in respect of this Offer.

A copy of this Offer Opening Public Announcement is expected to be available on SEBI's website (<http://www.sebi.gov.in>).

## Issued on behalf of the Acquirer and PAC by the Manager to the Offer

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <b>ICICI SECURITIES LIMITED</b> ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai - 400 020 Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 Email: <a href="mailto:project.winthorpe@icicisecurities.com">project.winthorpe@icicisecurities.com</a> Contact Person: Mr. Anurag Byas/ Mr. Rishi Tiwari SEBI Registration Number: INM000011179	 <b>LINK INTIME INDIA PRIVATE LIMITED</b> C-101, 1 <sup>st</sup> Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 Telephone: +91 22 4918 6200 Fax: +91 22 4918 6195 Email: <a href="mailto:merck.offer@linkintime.co.in">merck.offer@linkintime.co.in</a> Contact Person: Mr. Sumeet Deshpande SEBI Registration Number: INR000004058

Place : Mumbai, India

Date : October 23, 2018