			MERCK LTD							
Date of the AGM/EGM			01-06-2018							
Total number of shareholders on record dat	e		29191				and the first second			
No. of shareholders present in the meeting	either in person or thre	ough proxy:								
Promoters and Promoter Group:			3							
Public:			123							
No. of Shareholders attended the meeting through Video Conferencing				100 Page 100 Page 100						
Promoters and Promoter Group:		Not Applicable								
Public:			Not Applicable							
Resolution No.	1					·				
Resolution required: (Ordinary/ Special)		eceive, consider and Board of Directors			nts of the Company	for the year endec	l December 31, 20	17, together with		
Whether promoter/ promoter group are		The State of States								
nterested in the agenda/resolution?	Yes			70 OF VOLES POILED			70 OF VOLES III	70 UI VOLES		
		No. of shares	No. of votes	on outstanding	No. of Votes – in	No. of Votes –	favour on votes	against on votes		
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	E-Voting		8599224			0		The second se		
	Poll	0500004	0	0.0000	00	0	0.0000	0.000		
	Postal Ballot (if	8599224								
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.000		
	Total		8599224	100	8599224	0	100	and the ground shows		
	E-Voting		1649673	71.1865	1649673	0	100.0000	0.000		
	Poll	2217200	0	0.0000	00	0	0.0000	0.000		
	Postal Ballot (if	- 2317396						1		
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.000		
	Total		1649673	71.1865	1649673	0	100			
	E-Voting		6702	0.1179	6701	1	99.9850	0.014		
	Poll	5682762	2812	0.0495		860		30.583		
Public- Non Institutions	Postal Ballot (if		0	0.0000			0.0000			
	Total	- Martin Carlos	9514	0.1674	8653	861	90.9502	9.049		
		16599382	10258411	61.8000	10257550	861	99.9916	0.008		

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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To de	eclare dividend for t	he year 2017.					
Whether promoter/ promoter group are nterested in the agenda/resolution?	Yes							
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)		(3)=[(2)/(1)]* 100		against (5)		
	E-Voting		8599224		4			a second and the second s
	Poll		0	0.0000				
	Postal Ballot (if	8599224						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
	E-Voting		1649673	71.1865	1649673	0	100.0000	0.0000
	Poll	2317396	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	2317390						
Public- Institutions	applicable)		0	0.0000	Contraction of the second s		0.0000	
	Total		1649673	71.1865	1649673	0	100	0
	E-Voting		6702	0.1179	6701	1	99.9850	0.0149
	Poll	5682762	2813	0.0495	1959	854	69.6409	30.3590
	Postal Ballot (if	5082702	Sector Sector Sector Sector					
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9515	0.1674	8660	855	91.0142	8.9858
	Total	16599382	10258412	61.8000	10257557	855	99.9917	0.0083

Resolution No.	3		23					
Resolution required: (Ordinary/ Special)	ORDINARY - To ap appointment.	opoint a Director in	place of Mr. N. Kris	hnan (DIN: 010276	59) who retires by	rotation and, being	geligible, offers hin	nself for re-
Whether promoter/ promoter group are					20050255050			
interested in the agenda/resolution?	Yes							
			No. of votes	% of Votes Polled on outstanding shares		No. of Votes –	% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		8599224	100.0000	8599224	0	100.0000	0.0000
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	0555224						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
	E-Voting		1649673	71.1865	1647968	1705	99.8966	0.1033
	Poll	2317396	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	2317390	0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1647968	1705		and the second se
	E-Voting		6702	0.1179			99.9552	0.0447
	Poll		2813	0.0495		36	98.7202	1.2797
	Postal Ballot (if	- 5682762						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9515	0.1674	9476	39	99.5901	0.4099
	Total	16599382	10258412	61.8000	10256668	1744	99.9830	LIM 0.0170

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Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Mr. Mili	nd Thatte (DIN:080	92990) as Director	and Managing Dire	ector of the Compa	ny	
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
		No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in		% of Votes in favour on votes polled	% of Votes against on votes polled
Catagony	Mode of Voting		polled (2)	(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	
Category	E-Voting		8599224				f	COLORGANISATION POLICY IN COLORGE CONTRACTOR AND AND ADDRESS OF A DESCRIPTION OF A
	Poll	-	0333224	0.0000		0	0.0000	
	Postal Ballot (if	8599224	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
	E-Voting		1649673	71.1865	1649673	0	100.0000	0.0000
	Poll	2217206	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	- 2317396						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
	E-Voting		6701	0.1179	6679	22	99.6716	0.3283
	Poll	5682762	2813	0.0495	2777	36	98.7202	1.2797
	Postal Ballot (if	3082762						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9514	0.1674	9456	58	99.3904	0.6096
	Total	16599382	10258411	61.8000	10258353	58	99.9994	0.0006

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Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratif	ication of appointm	ent of M/s Haribha	kti& Co. LLP, Chart	ered Accountants a	s Statutory Auditor	s	
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		8599224	100.0000		0		
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	00000224	0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	C
	E-Voting		1649673	71.1865	1649673	0	100.0000	0.0000
	Poll Postal Ballot (if	- 2317396	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
	E-Voting		6702	0.1179	6655	47	99.2987	0.7012
	Poll	5682762	2813	0.0495	2802	11	99.6089	0.3910
Public- Non Institutions	Postal Ballot (if applicable)	3082702	0	0.0000	00	0	0.0000	0.0000
	Total		9515	0.1674	9457	58	99.3904	0.6096
	Total	16599382	10258412	61.8000	10258354	58	99.9994	0.0006

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Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Payn	nent of Commission	to Non- Executive	Independent Direct	tors.			
Nhether promoter/ promoter group are nterested in the agenda/resolution?	Yes							
		No. of shares		% of Votes Polled on outstanding shares	No. of Votes – in		% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of Voting	held (1)		(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	
	E-Voting		8599224	the second se		the second s	100.0000	
	Poll	-	00000224	0.0000			0.0000	0.0000
	Postal Ballot (if	- 8599224		0.0000			0.0000	0.0000
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
	E-Voting		1649673	71.1865	1648077	1596	99.9032	0.0967
	Poll	2317396	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	251/390	0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865		1596		0.0967
	E-Voting		6699	0.1179			99.1192	0.8807
	Poll		2807	0.0494	and an entering of the second s	1024	63.5197	36.4802
	Postal Ballot (if	- 5682762						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9506	0.1673	8423	1083	88.6072	11.3928
	Total	16599382	10258403	61.7999	10255724	2679	99.9739	0.0261

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Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Fixat	tion of remuneratior	of Cost Auditors					
Whether promoter/ promoter group are nterested in the agenda/resolution?	Yes							
		No. of shares	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in	No. of Votes –	% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		8599224	100.0000	8599224	0	100.0000	0.0000
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	0599224						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
	E-Voting		1649673	71.1865	1649673	0	100.0000	0.0000
	Poll	2317396	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	2317390						
Public- Institutions	applicable)		0	0.0000	and the second		0.0000	and a second
	Total		1649673	71.1865	and the second sec	0	100	Construction of the second s
	E-Voting		6702	Company and a second		3	99.9552	0.0447
	Poll	5682762	2812	0.0495	2781	31	98.8975	1.1024
	Postal Ballot (if	5002702						and the second second second
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9514	0.1674	9480	34	99.6426	0.3574
	Total	16599382	10258411	61.8000	10258377	34	99.9997	0.0003

Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Appr	oval of Related part	y transactions which	ch may cross the m	ateriality threshold	as per Listing Regu	llations	
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
			No. of votes	% of Votes Polled on outstanding shares	the state of the second second	No. of Votes –	% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100		against (5)		(7)=[(5)/(2)]*100
	E-Voting	-	0	0.0000		0	0.0000	
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if applicable)	1	0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	C	0
Anne ganne againet annan ann ann ann ann ann ann ann ann	E-Voting		1649673	71.1865	1649673	0	100.0000	0.0000
	Poll	2317396	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	231/396						1
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
	E-Voting		6702	0.1179	2519	4183	37.5857	62.4142
	Poll	5682762	2813	0.0495	1927	886	68.5033	31.4966
	Postal Ballot (if	3082702						
ublic- Non Institutions	applicable)	12236341.8	0	0.0000	00	0	0.0000	0.0000
	Total		9515	0.1674	4446	5069	46.7262	53.2738
Sheet Carl State and a state of the state of the	Total	16599382	1659188	9.9955	1654119	5069	99.6945	0.3055

MERCK

Combined Report of Scrutinizer on

Remote E-Voting and Poll

MERCK LIMITED

(L99999MH1967PLC013726)

Scrutinizer: K.G.Saraf Saraf and Associates (Comapny Secretaries) 423 Hind Rajasthan Building, 95 Dadasaheb Phalke Road, Dadar East, Mumbai 400022 Ph – 022-24130371/24153887 Mob – 9820320072/ 9773393877 E-mail – <u>kamalax_saraf@hotmail.com</u> <u>kgsaraf@sarafandassociates.com</u> Website – <u>www.sarafandassociates.com</u>



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SARAF & ASSOCIATES COMPANY SECRETARIES

www.sarafandassociates.com

423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (C.Rly.), Mumbai - 400 014. (022) 2413 0371 / 2415 3887 (1) +91 98203 20072 (2) kamalax_saraf@hotmail.com

01.06.2018

To, The Chairman. MERCK LIMITED. Godrej One, 8th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai City Maharashtra 400079 – India

Ref : 51st Annual General Meeting of the members of MERCK LIMITED held on Friday, June 01, 2018 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018

Dear Sir,

I, K.G.Saraf, Practicing Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai, was appointed as the Scrutinizer by:

- The Board of Directors of M/s MERCK LIMITED vide Letter dated 27/03/2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, for scrutinizing the process of remote e-voting held between Tuesday May 29, 2018 at 9.00 am and Thursday, May 31, 2018 (5:00 pm).
- The Chairman of the Annual General Meeting (AGM) for Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 51st AGM of the members of the Company, held on Friday, June 01, 2018 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018.

The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 & 109 of the Companies Act, 2013, read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Listing Obligation Disclosure Requirements, 2015 relating to the remote e-voting and poll process.

The Notice dated 27th March, 2018 convening Annual General Meeting (AGM) of the Company along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 were sent to all the Shareholders through emails as made available by RTA and also had sent out the physical notices and annual report through courier in respect of the below mentioned resolutions see passed at the said Annual General Meeting of the Company. The Notice was also uploaded of the website of the company.

Remote E-voting

- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting Remote E-voting by the Shareholders of the Company.
- The Shareholders of the Company holding shares as on the "cutoff" date **Friday**, **May 25, 2018**, were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 8 in the Notice of the AGM of M/s MERCK LIMITED.
- The voting period for remote E-voting remained open from 9.00 a.m. on Tuesday May 29, 2018 to 5.00 p.m. on 31st May 2018 and the National Securities Depository Limited (NSDL) e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked after the conclusion of the Annual General Meeting in the presence of Mr. Mandar Saraf and Ms. Reshma Vora who are not in the employment of the Company. (Declaration I Attached)
- Only the Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc at email ID <u>evoting@sarafandassociates.com</u>, <u>evoting@nsdl.co.in</u> or who have uploaded on the website of National Security Depository Limited (NSDL) i.e. <u>https://www.evoting.nsdl.com</u> have been considered valid.

<u>Poll</u>

- The Company has availed Poll facility from Karvy Computershare Private Limited, their Register and Share Transfer Agents for enabling the shareholders to vote at the AGM Venue.
- After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence.
- The locked ballot box were subsequently opened in my presence and under the witness of Mr. Mandar Saraf and Ms. Reshma Vora who are not in the employment of the Company and poll papers were diligently scrutinized. (Declaration II Attached)
- The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

As a scrutinizer of the process, my responsibility is restricted to ensure the process to be carried on in fair manner and to report on the votes cast in 'Favour' and 'Against' the resolutions.

Based on the information furnished by M/s. Karvy Computershare Private Limited, the Company's Registrars and Share Transfer Agents, on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of National Securities Depository Limited (NSDL) for the Remote E-voting process, we now submit a combined report on **Remote E-voting and Poll as under**:

year ended December 31, 2017, together with the reports of the Board of Directors and Auditors thereon. **Remote E-Voting.** Particulars Number of Members Number of Equity Shares who voted / Polled (N.V of Rs. 10/- Each)Total Votes received by Electronic means <u>6</u>9 10,255,599 Less: Total Number of Invalid Votes Total Number of Valid Votes (A) 69 10,255,599 Poll. Particulars Number of Members Number of Equity Shares (N.V of Rs. 10/- Each)who voted / Polled Total Votes received by Poll 48 2.812 . Less: Total Number of Invalid Votes Total Number of Valid Votes (B) 48 2.812 Remote E-Voting and Poll (Combined) Number of Members Number of Equity Shares Particulars who voted / Polled (N.V of Rs. 10/- Each)10,258,411 Total Votes received by Electronic means and Poll 117 Less: Total Number of Invalid Votes 117 Total Number of Valid Votes (A+B) 10,258,411 1. Voted in Favour of the resolution: Number of Members % of Total Number of Mode of Voting · Number of Equity who voted / Polled Shares Valid Votes Cast. 99.9999 Remote E- voting 10,255,598 68 1,952 69.4167 43 Poll 10,257,550 99.9916 Combined (E-Voting & Poll) 111 2. Voted in Against the resolution: Number of Members Number of Equity Mode of Voting % of Total Number of who voted / Polled Shares Valid Votes Cast. Remote E- voting 1 0.0001 1 5 30.5833 860 Poll **Combined (E-Voting & Poll)** 6 861 0.0084 3. Invalid Votes **Remote E-Voting.** Number of Votes Number of Shares **Reason for Invalidation** Board Resolution/Power of Attorney/Authority letter not Received Total (I) -_ Poll. Already Exercised Remote E-Voting _ _ Invalid Signature / Signature not Available _ -Name not found in the Register on Cut-off Date _ -Total (III) --Total (Combined) (I+II) crutinizer's Combined Report on Remote E-Voting and Poll of Merck Limited.

Item No 1. To receive, consider and adopt the Audited Financial Statements of the Company for the

Item No 2. To declare dividend	Remote E	-Voting.	
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electror		69	10,255,599
Less: Total Number of Invalid V			
Total Number of Valid Votes (A		69	10,255,599
	Pol		Benerale pinto, and the
Particulars	\$	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		49	2,813
Less: Total Number of Invalid V	··	0	
Total Number of Valid Votes (B	· · · · · · · · · · · · · · · · · · ·	49	2,813
r de la companya de l Porte de la companya d	Remote E-Voting an		i i la su cial da la companya da la Companya da la companya da la company En la companya da la c
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electror		118	10,258,412
Less: Total Number of Invalid V	· · · · · · · · · · · · · · · · · · ·		
Total Number of Valid Votes (A		118	10,258,412
1. Voted in Favour of the			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	68	10,255,598	99.9999
Poll	45	1,959	69.6410
Combined (E-Voting & Poll)	113	10,257,557	99.9917
2. Voted in Against the re-			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	1	1	0.0001
Poll	4	854	30.3590
Combined (E-Voting & Poll)	5	855	0.0083
3. Invalid Votes			
	Remote E	-Voting.	
Reason for Invalidation	<u></u>	Number of Votes	Number of Shares
Board Resolution/Power of Atto not Received	rney/Authority letter	-	-
Total (I)		-	
	Pol]	
Already Exercised Remote E-Vo			
Invalid Signature / Signature not		_	
Name not found in the Register of	on Cut-off Date	-	
Total (II)			
Total (Combined) (I+II)		-	
A G SARAT TH H			

	Remote E	-Voting.	
Particulars	S	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
otal Votes received by Electron		69	10,255,599
ess: Total Number of Invalid V	otes	-	
otal Number of Valid Votes (A)	69	10,255,599
	Pol		
Particulars	S	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
otal Votes received by Poll		49	2,81
ess: Total Number of Invalid V		0	
otal Number of Valid Votes (B)	49	2,81
	Remote E-Voting an	d Poll (Combined)	
Particulars	5	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
otal Votes received by Electror		118	10,258,412
ess: Total Number of Invalid V	otes	-	
otal Number of Valid Votes (A	(+B)	118	10,258,412
1. Voted in Favour of the			
1ode of Vcting	Number of Members	Number of Equity	% of Total Number of
č	who voted / Polled	Shares	Valid Votes Cast.
emote E- voting	65	10,253,891	99.983
Poll	44	2,777	98.7202
Combined (E-Voting & Poll)	109	10,256,668	99.983
2. Voted in Against the re			
Adde of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	Valid Votes Cast.
temote E- voting	4	1,708	0.016
oll	5	36	1.2798
Combined (E-Voting & Poll)	9	1,744	0.017
3. Invalid Votes			
Cr AATTHAAM T VVVV	Remote E	-Votinσ.	
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Atto	rnev/Authority letter	-	rightor or blidleb
ot Received	mey/multority forter		
fotal (I)			
	Pol	1	<u> </u>
Irandy Everyised Demote E V		1. 	
Already Exercised Remote E-Vo nvalid Signature / Signature not		_	
lame not found in the Register			
Cotal (II) Cotal (Combined) (I+II)			
otal (Combined) (I+II)		_	
AFBAESOC			
G. Strankill			
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N Mell			

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Item No 4. Appointment of M fixation of remuner	ration.		ctor of the company and
	Remote E	-Voting.	
Particular	s	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electro	nic means	68	10,255,598
Less: Total Number of Invalid V	/otes		_
Total Number of Valid Votes (A	k)	68	10,255,598
	Pol	1	
Particular	S	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		49	2813
Less: Total Number of Invalid V	/otes	0	2013
Total Number of Valid Votes (E		49	2,813
	Remote E-Voting an	· · · · · · · · · · · · · · · · · · ·	
Particular		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	117	10,258,411
Less: Total Number of Invalid V			
Total Number of Valid Votes (A		117	10,258,411
1. Voted in Favour of the			
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
whole of voting	who voted / Polled	Shares	Valid Votes Cast.
Remote E- voting	66	10,255,576	99.9998
Poll	44	2777	98.7202
Combined (E-Voting & Poll)	110	10,258,353	99.9994
2. Voted in Against the re		10,200,000	
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	2	22	0.0002
Poll	5	36	1.2798
Combined (E-Voting & Poll)	7	58	
3. Invalid Votes			0.0006
3. Invand votes	D 4. D	N7-45	
	Remote E		NL
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Atto	orney/Authority letter	-	-
not Received	,-w	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·
Total (I)			-
	Pol].	T
Already Exercised Remote E-Ve			
Invalid Signature / Signature no			
Name not found in the Register	on Cut-off Date		
Total (II)		-	
Total (Combined) (I+II)		-	-
A A CO FCS MOLF CP CIF CP CIF CP CIF CIF CIF CIF CIF CIF CIF CIF	ed Ranost on Pomoto I	-Voting and Doll of Marc	t I imited
Crutinizer's Combin	ed Report on Remote I	E-Voting and Poll of Merc	^x K Limited.

_	Remote E	Voting	
Particulars		Number of Members	Number of Equity Shores
Particulars)	who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron		69	10,255,599
Less: Total Number of Invalid V	otes		
Total Number of Valid Votes (A)	69	10,255,599
· · · · · · · · · · · · · · · · · · ·	Pol		n 1990 - Anna ann an Anna an A Anna an Anna an
Particulars	ŀ	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		49	2813
Less: Total Number of Invalid V	otes	0	
Total Number of Valid Votes (B)	49	2,813
	Remote E-Voting an	d Poll (Combined)	
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	ic means and Poll	118	10,258,412
Less: Total Number of Invalid V		-	
Total Number of Valid Votes (A		118	10,258,412
1. Voted in Favour of the			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	66	10,255,552	99.999
Poll	45	2802	99.6090
Combined (E-Voting & Poll)	111	10,258,354	99.9994
2. Voted in Against the re-			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	3	47	0.000
Poll	4	11	0.3910
Combined (E-Voting & Poll)	7	58	0.000
3. Invalid Votes			
	Remote E	-Voting.	<u>, i - a - a - a - a - a - a - a - a - a -</u>
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Atto	rney/Authority letter	-	
Total (I)			
· · · · · · · · · · · · · · · · · · ·	Pol	I	1
Already Exercised Remote E-Vo		-	[
Invalid Signature / Signature not		-	· · · · · · · · · · · · · · · · · · ·
Name not found in the Register		-	
Total (II)			· · · · · · · · · · · · · · · · · · ·
Total (Combined) (I+II)	· · · · · · · · · · · · · · · · · · ·		
ACSOLT		I	L
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Item No 6. Payment of Comm	Remote E		
Particular		Number of Members	Number of Equity Shares
Particular	8	who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron	nic means	67	10,255,596
Less: Total Number of Invalid V			10,205,57
Total Number of Valid Votes (A		67	10,255,590
Total Number of Valid Votes (A	Pol	· · · · · · · · · · · · · · · · · · ·	10,235,57
Particular	and the second	Number of Members	Number of Equity Shares
1 articular	5	who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Poll	······································	47	2,807
Less: Total Number of Invalid V	Zotes		
Total Number of Valid Votes (B		47	2,80
	Remote E-Voting an		
Particular		Number of Members	Number of Equity Shares
i arreuta	~	who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	114	10,258,403
Less: Total Number of Invalid V			
Total Number of Valid Votes (A+B)		114	10,258,403
1. Voted in Favour of the			
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	Valid Votes Cast.
Remote E- voting	61	10,253,941	99.9839
Poll	39	1783	63.5197
Combined (E-Voting & Poll)	100	10,255,724	99.9739
2. Voted in Against the re			
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
6	who voted / Polled	Shares	Valid Votes Cast.
Remote E- voting	6	1655	0.0161
Poll	8	1024	36.4803
Combined (E-Voting & Poll)	14	2,679	0.0261
3. Invalid Votes			
	Remote E	-Voting.	
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Atto	rney/Authority letter	-	
not Received			
Total (I)		-	
	Pol	l	
Already Exercised Remote E-Ve	oting		
Invalid Signature / Signature not Available		-	
Name not found in the Register			
Total (II)		-	
Total (Combined) (I+II)		······································	······································



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er of Members /oted / Polled 69 - 69 er of Members /oted / Polled 48 0 48 0 48 0 48 0 48 0 117 of Equity 10,255,596 2781 10,258,377	Number of Equity Shares (N.V of Rs.10/- Each) 10,255,599 Number of Equity Shares (N.V of Rs.10/- Each) 2,812 2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99,9999 98.8975 99.9997
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69 - 69 er of Members /oted / Polled 48 0 48 0 48 0 48 0 48 0 48 0 48 0 48	10,255,599 10,255,599 Number of Equity Shares (N.V of Rs.10/- Each) 2,812 2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
- 69 er of Members voted / Polled 48 0 117 - 117 0 117 0 117 0 117 0 117 117	10,255,599 Number of Equity Shares (N.V of Rs.10/- Each) 2,812 2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
er of Members /oted / Polled 48 0 48 ombined er of Members /oted / Polled 117 - 117 of Equity 10,255,596 2781	Number of Equity Shares (N.V of Rs.10/- Each) 2,812 2,812 2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 30 10,258,411 30 40 of Total Number of Valid Votes Cast. 99,9999 98.8975
er of Members /oted / Polled 48 0 48 ombined er of Members /oted / Polled 117 - 117 of Equity 10,255,596 2781	Number of Equity Shares (N.V of Rs.10/- Each) 2,812 2,812 2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 30 10,258,411 30 40 of Total Number of Valid Votes Cast. 99,9999 98.8975
voted / Polled 48 0 48 0 0 48 0 0 0 0 0 0 0 0 0 0 0 0 0	(N.V of Rs.10/- Each) 2,812 2,812 2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
48 0 48 0 48 0 mbined) er of Members voted / Polled 117 - 117 of Equity 10,255,596 2781	(N.V of Rs.10/- Each) 2,812 2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
0 48 ombined) er of Members voted / Polled 117 - 117 of Equity 10,255,596 2781	2,812 2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
48 ombined) er of Members voted / Polled 117 - 117 of Equity 10,255,596 2781	2,812 Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
ombined) er of Members voted / Polled 117 - 117 of Equity 10,255,596 2781	Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
er of Members voted / Polled 117 - 117 of Equity 10,255,596 2781	Number of Equity Shares (N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
er of Members voted / Polled 117 - 117 of Equity 10,255,596 2781	(N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
117 - 117 of Equity 10,255,596 2781	(N.V of Rs.10/- Each) 10,258,411 10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
- 117 of Equity 10,255,596 2781	10,258,411 % of Total Number of Valid Votes Cast. 99.9999 98.8975
of Equity 10,255,596 2781	% of Total Number of Valid Votes Cast. 99.9999 98.8975
of Equity 10,255,596 2781	% of Total Number of Valid Votes Cast. 99.9999 98.8975
10,255,596 2781	Valid Votes Cast. 99.9999 98.8975
10,255,596 2781	Valid Votes Cast. 99.9999 98.8975
· 2781	99.9999 98.8975
· 2781	98.8975
an e fer frest	
a an an an the state of the state	
of Equity	% of Total Number of
	Valid Votes Cast.
3	0.0001
31	1.1025
34	0.0003
r of Votes	Number of Shares
-	
	· · · · · · · · · · · · · · · · · · ·
-	
-	
11	-

	Remote E-		
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	ic means	66	1,656,375
Less: Total Number of Invalid V	otes	-	
Total Number of Valid Votes (A)	66	1,656,375
	Pol		
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		49	2813
Less: Total Number of Invalid V	otes	0	
Total Number of Valid Votes (B)	49	2,81
	Remote E-Voting and	d Poll (Combined)	
Particulars	• <u> </u>	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron		115	1,659,18
Less: Total Number of Invalid V			·
Total Number of Valid Votes (A		115	1,659,18
1. Voted in Favour of the			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	61	1,652,192	99.747:
Poll	41	1927	68.5034
Combined (E-Voting & Poll)	102	1,654,119	<u> </u>
2. Voted in Against the re-			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	5	4183	0.252
Poll	8	886	31.496
Combined (E-Voting & Poll)	13	5,069	0.305
3. Invalid Votes	an <u>an an a</u>		
	Remote E	-Voting.	
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received		-	
Total (I)		_	
	Pol	l	
Already Exercised Remote E-Vo	oting	-	
Invalid Signature / Signature not Available		-	
Name not found in the Register on Cut-off Date		-	
Total (II)		-	
Fotal (Combined) (I+II)			
in teneral F			

- In cases where Votes are casted in both, Remote E-voting and Poll at the AGM, only the votes casted in E-voting are taken into account in respect of such shareholder.
- The aforesaid combined report is computed on the basis of Acceptance and Rejection as annexed herewith, which forms an integral part of this Report.
- The relevant records relating to remote E- Voting and Poll were sealed and handed over to the person authorized by the Board for safe keeping.
- The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting after which the same will be handed over to the Company for safe keeping.
- You may accordingly declare the result of voting.

Thanking you, Yours faithfully, For Saraf and Associates (Company Secretaries)

Name of Proprietor: Kamalax. G. Saraf Membership No: 1596

K. G. SARAF FCS 1596

Date : 01.06.2018 Place : Mumbai.

COP No: 642

Annexure

A. Basis of Acceptance

I. Physical Polling Papers.

- 1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
- 2. Where the Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the Vote(s) cast by the joint named shareholders has/have been considered.
- 3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
- 4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
- 5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
- 6. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and Voting done through Poll has been treated as Invalid.

II. Voting through Electronic Mode (Remote E-Voting).

1. Member has voted only through e-voting i,e. electronic mode.

B. Basis of Rejection

I. Physical Polling Papers.

- 1. Shareholder has not put any mark on either assent or dissent.
- 2. Poll paper is not signed.
- 3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
- 4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
- 5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.

6 In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder ACS and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided Company/ Registrar and Share Transfer Agent.

- 7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
- 8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
- 9. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
- 10. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
- 11. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

II. Voting through Electronic Mode (Remote E-Voting).

1. Votes cast by Corporate/Institutional Members who have not emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc at email ID <u>evoting@sarafandassociates.com</u>, <u>evoting@nsdl.co.in</u> or who have not uploaded the same on the website of National Security Depository Limited (NSDL) i.e. <u>https://www.evoting.nsdl.com</u> have been considered invalid.



Declaration I

(Unblocking of votes cast through Remote E-Voting)

We, Mr. Mandar Saraf and Ms.Reshma Vora hereby state that the Excel Sheet containing the Results of Remote E-Voting of MERCK LIMITED held between Tuesday, May 29, 2018 (9.00 am) and Thursday, May 31, 2018 (5:00 pm) for the 51st Annual General Meeting of the Company held on Friday, June 01, 2018 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018 were unblocked from the website of M/s. National Securities Depository Limited i.e.www.evoting.nsdl.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: Mr. Mandar Saraf

Address: 1, Guruprasad Plot no 192, Sion East Mumbai – 400022.

Witness 2 (Kestine

Name: Ms. Reshma Vora

Address: Purandare Sadan, Dr. BA Road Parel, Mumbai 400012.

Declaration II

(Ballot Box)

We, Mr. Mandar Saraf and Ms. Reshma Vora hereby state that the Polling Box, in which Equity Shareholders of MERCK LIMITED cast their vote by way of Poll at the 51st Annual General Meeting of the Company held on Friday, June 01, 2018 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018, were opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014.

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Witness 1

Name: Mr. Mandar Saraf

Address: 1, Guruprasad Plot no 192, Sion East Mumbai – 400022.

Reshmen Witness 2

Name: Ms. Reshma Vora

Address: Purandare Sadan, Dr. BA Road Parel, Mumbai 400012.

Combined Report of Scrutinizer on Remote E-Voting and Poll **MERCK LIMITED**

(L99999MH1967PLC013726)

Scrutinizer: K.G.Saraf Saraf and Associates (Comapny Secretaries) 423 Hind Rajasthan Building, 95 Dadasaheb Phalke Road, Dadar East, Mumbai 400022 Ph – 022-24130371/24153887 Mob – 9820320072/ 9773393877 E-mail – <u>kamalax_saraf@hotmail.com</u> <u>kgsaraf@sarafandassociates.com</u> Website – <u>www.sarafandassociates.com</u>

SARAF & ASSOCIATES

COMPANY SECRETARIES

www.sarafandassociates.com

423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (C.Rly.), Mumbai - 400 014. (022) 2413 0371 / 2415 3887 (2) +91 98203 20072 (2) kamalax_saraf@hotmail.com

01.06.2018

To, The Chairman. MERCK LIMITED. Godrej One, 8th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East) Mumbai City Maharashtra 400079 – India

Ref : 51st Annual General Meeting of the members of MERCK LIMITED held on Friday, June 01, 2018 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018

Dear Sir,

I, K.G.Saraf, Practicing Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai, was appointed as the Scrutinizer by:

- The Board of Directors of M/s MERCK LIMITED vide Letter dated 27/03/2018 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, for scrutinizing the process of remote e-voting held between Tuesday May 29, 2018 at 9.00 am and Thursday, May 31, 2018 (5:00 pm).
- The Chairman of the Annual General Meeting (AGM) for Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 51st AGM of the members of the Company, held on Friday, June 01, 2018 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018.

The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 & 109 of the Companies Act, 2013, read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Listing Obligation Disclosure Requirements, 2015 relating to the remote e-voting and poll process.

The Notice dated 27th March, 2018 convening Annual General Meeting (AGM) of the Company along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 were sent to all the Shareholders through emails as made available by RTA and also had sent out the physical notices and annual report through courier in respect of the below mentioned resolutions to be passed at the said Annual General Meeting of the Company. The Notice was also uploaded on the website of the company.

Remote E-voting

- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting Remote E-voting by the Shareholders of the Company.
- The Shareholders of the Company holding shares as on the "cutoff" date **Friday**, **May 25, 2018**, were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 8 in the Notice of the AGM of M/s MERCK LIMITED.
- The voting period for remote E-voting remained open from 9.00 a.m. on Tuesday May 29, 2018 to 5.00 p.m. on 31st May 2018 and the National Securities Depository Limited (NSDL) e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked after the conclusion of the Annual General Meeting in the presence of Mr. Mandar Saraf and Ms. Reshma Vora who are not in the employment of the Company. (Declaration I Attached)
- Only the Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc at email ID <u>evoting@sarafandassociates.com</u>, <u>evoting@nsdl.co.in</u> or who have uploaded on the website of National Security Depository Limited (NSDL) i.e. <u>https://www.evoting.nsdl.com</u> have been considered valid.

Poll

- The Company has availed Poll facility from Karvy Computershare Private Limited, their Register and Share Transfer Agents for enabling the shareholders to vote at the AGM Venue.
- After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence.
- The locked ballot box were subsequently opened in my presence and under the witness of Mr. Mandar Saraf and Ms. Reshma Vora who are not in the employment of the Company and poll papers were diligently scrutinized. (Declaration II Attached)
- The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

As a scrutinizer of the process, my responsibility is restricted to ensure the process to be carried on in fair manner and to report on the votes cast in 'Favour' and 'Against' the resolutions.

Based on the information furnished by M/s. Karvy Computershare Private Limited, the Company's Registrars and Share Transfer Agents, on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of National Securities Depository Limited (NSDL) for the Remote E-voting process, we now submit a combined report on **Remote E-voting and Poll as under**:

Item No 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2017, together with the reports of the Board of Directors and Auditors thereon. **Remote E-Voting.** Particulars Number of Members Number of Equity Shares who voted / Polled (N.V of Rs. 10/- Each)Total Votes received by Electronic means 69 10,255,599 Less: Total Number of Invalid Votes -Total Number of Valid Votes (A) 69 10,255,599 Poll. Particulars Number of Members Number of Equity Shares who voted / Polled (N.V of Rs. 10/- Each)Total Votes received by Poll 48 2.812 . Less: Total Number of Invalid Votes Total Number of Valid Votes (B) 48 2,812 Remote E-Voting and Poll (Combined) Particulars Number of Members Number of Equity Shares who voted / Polled (N.V of Rs. 10/- Each)Total Votes received by Electronic means and Poll 117 10.258,411 Less: Total Number of Invalid Votes Total Number of Valid Votes (A+B) 117 10,258,411 1. Voted in Favour of the resolution: Mode of Voting Number of Members Number of Equity % of Total Number of who voted / Polled Shares Valid Votes Cast. Remote E- voting 68 10,255,598 99.9999 Poll 43 1.952 69.4167 Combined (E-Voting & Poll) 111 10,257,550 99.9916 2. Voted in Against the resolution: Mode of Voting Number of Members Number of Equity % of Total Number of who voted / Polled Shares Valid Votes Cast. Remote E- voting 1 1 0.0001 Poll 5 860 30.5833 Combined (E-Voting & Poll) 6 861 0.0084 3. Invalid Votes **Remote E-Voting. Reason for Invalidation** Number of Votes Number of Shares Board Resolution/Power of Attorney/Authority letter -not Received Total (I) -_ Poll. Already Exercised Remote E-Voting Ξ. -Invalid Signature / Signature not Available _ -Name not found in the Register on Cut-off Date -Total (II) -_ Total (Combined) (I+II) _

	Remote E	-Voting.	
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electro	nic means	69	10,255,599
Less: Total Number of Invalid	/otes	-	
Total Number of Valid Votes (A	A)	69	10,255,599
	Pol	1.	
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		49	2,813
Less: Total Number of Invalid V		0	-
Total Number of Valid Votes (E	3)	49	2,813
	Remote E-Voting an	d Poll (Combined)	
Particular	S	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	118	10,258,412
Less: Total Number of Invalid V		-	
Total Number of Valid Votes (A		118	10,258,412
1. Voted in Favour of the			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	68	10,255,598	99.9999
Poll	45	1,959	69.6410
Combined (E-Voting & Poll)	113	10,257,557	99.9917
2. Voted in Against the re			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	1	1	0.0001
Poll	4	854	30.3590
Combined (E-Voting & Poll)	5	855	0.0083
3. Invalid Votes			
	Remote E-		
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received			-
Total (I)		-	-
	Poll		
Already Exercised Remote E-Vo	ting	-	-
nvalid Signature / Signature not	Available	-	-
Name not found in the Register of	on Cut-off Date	-	
Fotal (II)		-	-
Total (Combined) (I+II)			

Scrutinizer's Combined Report on Remote E-Voting and Poll of Merck Limited.

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	offers himself for re-a Remote E		
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electro		69	10,255,599
Less: Total Number of Invalid V		-	
Total Number of Valid Votes (A	A)	69	10,255,599
	Pol	1.	
Particular	'S	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		49	2,813
Less: Total Number of Invalid V		0	
Total Number of Valid Votes (E	3)	49	2,813
	Remote E-Voting an	d Poll (Combined)	
Particular	S	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron		118	10,258,412
Less: Total Number of Invalid Votes		-	
Total Number of Valid Votes (A+B)		. 118	10,258,412
1. Voted in Favour of the			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	65	10,253,891	99.9833
Poll	44	2,777	98.7202
Combined (E-Voting & Poll)	109	10,256,668	99.9830
2. Voted in Against the re			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	4	1,708	0.0167
Poll	5	36	1.2798
Combined (E-Voting & Poll)	9	1,744	0.0170
3. Invalid Votes			
	Remote E-	0	
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received		-	
Total (I)		-	
	Poll		,
Already Exercised Remote E-Vo		-	-
Invalid Signature / Signature not Available		-	-
Name not found in the Register of	on Cut-off Date	-	
Total (II)		-	-
Total (Combined) (I+II)			

	D (D	W7	
D. (* 1	Remote E		
Particulars		Number of Members who voted / Polled	Number of Equity Share (N.V of Rs.10/- Each)
Total Votes received by Electro		68	10,255,59
Less: Total Number of Invalid V		, –	
Total Number of Valid Votes (A	k)	68	10,255,59
	Pol	11.	
Particular	S	Number of Members who voted / Polled	Number of Equity Share (N.V of Rs.10/- Each)
Total Votes received by Poll		49	281
Less: Total Number of Invalid V	Votes	0	
Total Number of Valid Votes (E	3)	49	2,81
	Remote E-Voting an		
Particular		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	117	10,258,41
Less: Total Number of Invalid V			10,250,41
Total Number of Valid Votes (A+B)		117	10,258,41
1. Voted in Favour of the		117	10,230,41
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	66	10,255,576	99.9998
Poll	44	2777	98.7202
Combined (E-Voting & Poll)	110	10,258,353	99.9994
2. Voted in Against the re	and the second se	10,200,000	
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	2	22	0.0002
Poll	5	36	1.2798
Combined (E-Voting & Poll)	7	58	0.0006
3. Invalid Votes			0.0000
	Remote E-	Voting.	
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received		-	· · ·
Total (I)		-	
	Poll		
Already Exercised Remote E-Vo		-	
nvalid Signature / Signature not		-	
Name not found in the Register of		-	
Total (II)		-	
Total (Combined) (I+II)		-	
STARS		-	

	Remote E	-Voting.	
Particular		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	nic means	69	10,255,599
Less: Total Number of Invalid V			
Total Number of Valid Votes (A	.)	69	10,255,599
	Pol		
Particular		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		49	2813
Less: Total Number of Invalid V	otes	0	2012
Total Number of Valid Votes (B		49	2,813
	Remote E-Voting an		2,015
Particular		Number of Members	Number of Equity Shares
		who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron		118	10,258,412
Less: Total Number of Invalid V		-	-
Total Number of Valid Votes (A		118	10,258,412
1. Voted in Favour of the			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	66	10,255,552	99.9995
Poll	45	2802	99.6090
Combined (E-Voting & Poll)	111	10,258,354	99.9994
2. Voted in Against the re-			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	3	47	0.0005
Poll	4	11	0.3910
Combined (E-Voting & Poll)	7	58	0.0006
3. Invalid Votes	· ·		0.0000
	Remote E-	Voting	
Reason for Invalidation	Kembte E	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter		-	Number of Shares
not Received			
Total (I)		-	
	Pol	l.	
Already Exercised Remote E-Vo	ting	-	_
Invalid Signature / Signature not Available		_	
Name not found in the Register of			
Total (II)		-	-
		-	-
Total (Combined) (I+II)	1 Side a		

Item No 6. Payment of Commi			•
	Remote E		
Particular	S	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	nic means	67	10,255,596
Less: Total Number of Invalid V		- Co	
Total Number of Valid Votes (A	.)	67	10,255,596
	Pol	l.	
Particular	S	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		47	2,807
Less: Total Number of Invalid V	otes	· -	-
Total Number of Valid Votes (B		47	2,807
	Remote E-Voting an	d Poll (Combined)	
Particular		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	114	10,258,403
Less: Total Number of Invalid Votes		-	
Total Number of Valid Votes (A+B)		114	10,258,403
1. Voted in Favour of the			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	61	10,253,941	99.9839
Poll	39	1783	63.5197
Combined (E-Voting & Poll)	100	10,255,724	99.9739
2. Voted in Against the rea	solution:		
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	6	1655	0.0161
Poll	8	1024	36.4803
Combined (E-Voting & Poll)	14	2,679	0.0261
3. Invalid Votes			
	Remote E-	Voting.	······································
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attom not Received	rney/Authority letter	-	
Total (I)		_	
	Poll		
Already Exercised Remote E-Vo		-	
Invalid Signature / Signature not		_	-
Name not found in the Register of		-	
Total (II)		-	
Total (Combined) (I+II)	Y INTERNET	-	-

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	Remote E	-Voting.	
Particular		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electro		69	10,255,599
Less: Total Number of Invalid V		-	
Total Number of Valid Votes (A		69	10,255,599
	Pol		
Particular	S	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		48	2,812
Less: Total Number of Invalid V	otes	0	
Total Number of Valid Votes (B	3)	48	2,812
	Remote E-Voting an		2,012
Particular		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	117	10,258,41
Less: Total Number of Invalid V		-	10,200,11
Total Number of Valid Votes (A	(+B)	117	10,258,41
1. Voted in Favour of the	resolution:		10,200,11
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	67	10,255,596	99.9999
Poll	43	2781	98.8975
Combined (E-Voting & Poll)	110	10,258,377	99.9997
2. Voted in Against the re-			
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	2	3	0.0001
Poll	5	31	1.1025
Combined (E-Voting & Poll)	7	34	0.0003
3. Invalid Votes			
	Remote E-	Voting.	
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received		_	
Total (I)		_	
	Poll		
Already Exercised Remote E-Vo		_	
Invalid Signature / Signature not		_	
Name not found in the Register of			
Total (II)			
Total (Combined) (I+II)			

Item No 8. Approval of Relate listing Regulations		may si 000 the matel	many miconora as her
	Remote F	C-Voting.	
Particula	rs	Number of Members who voted / Polled	Number of Equity Share (N.V of Rs.10/- Each)
Total Votes received by Electro	onic means	66	1,656,37
Less: Total Number of Invalid		-	
Total Number of Valid Votes (A	A)	66	1,656,37
	Po	11.	
Particular	rs	Number of Members who voted / Polled	Number of Equity Share (N.V of Rs.10/- Each)
Total Votes received by Poll		49	281
Less: Total Number of Invalid		0	201.
Total Number of Valid Votes (I	3)	49	2,81
	Remote E-Voting an		2,01
Particular	'S	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electro	nic means and Poll	115	1,659,18
Less: Total Number of Invalid	/otes	_	1,000,100
Total Number of Valid Votes (A	A+B)	115	1,659,183
1. Voted in Favour of the			1,009,100
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	61	1,652,192	99.7475
Poll	41	1927	68.5034
Combined (E-Voting & Poll)	102	1,654,119	99.6945
2. Voted in Against the re		1,001,117	//.0/4.
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	5	4183	0.2525
Poll	8	886	31.4966
Combined (E-Voting & Poll)	13	5,069	0.3055
3. Invalid Votes			0.000
	Remote E-	-Voting.	
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Atto not Received	rney/Authority letter	-	-
Total (I)		-	
Already Exercised Demote E.V.	Poll	•	
Already Exercised Remote E-Vo		-	-
Invalid Signature / Signature not Available		-	
Name not found in the Register of Total (II)	on Cut-off Date	-	
Fotal (Combined) (I+II)		_	
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Scrutinizer's Combined Report on Remote E-Voting and Poll of Merck Limited.

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- In cases where Votes are casted in both, Remote E-voting and Poll at the AGM, only the votes casted in E-voting are taken into account in respect of such shareholder.
- The aforesaid combined report is computed on the basis of Acceptance and Rejection as annexed herewith, which forms an integral part of this Report.
- The relevant records relating to remote E- Voting and Poll were sealed and handed over to the person authorized by the Board for safe keeping.
- The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting after which the same will be handed over to the Company for safe keeping.
- You may accordingly declare the result of voting.

Thanking you, Yours faithfully, For Saraf and Associates (Company Secretaries)

Name of Proprietor: Kamalax. G. Saraf Membership No: 1596 COP No: 642

Date : 01.06.2018 Place : Mumbai.

Annexure

A. Basis of Acceptance

I. Physical Polling Papers.

- 1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
- 2. Where the Joint shareholder(s) has/ have signed the Poll Paper instead of first named shareholder; the Vote(s) cast by the joint named shareholders has/have been considered.
- 3. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
- 4. Shareholder has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.
- 5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.
- 6. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and Voting done through Poll has been treated as Invalid.

II. Voting through Electronic Mode (Remote E-Voting).

1. Member has voted only through e-voting i,e. electronic mode.

B. Basis of Rejection

I. Physical Polling Papers.

- 1. Shareholder has not put any mark on either assent or dissent.
- 2. Poll paper is not signed.
- 3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
- 4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
- 5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.

6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company/ Registrar and Share Transfer Agent.

- 7. The Poll Paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizers to identify either the Member or the number of votes.
- 8. If both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
- 9. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
- 10. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
- 11. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

II. Voting through Electronic Mode (Remote E-Voting).

1. Votes cast by Corporate/Institutional Members who have not emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc at email ID evoting@sarafandassociates.com, evoting@nsdl.co.in or who have not uploaded the same on the website of National Security Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com have been considered invalid.

Declaration I

(Unblocking of votes cast through Remote E-Voting)

We, Mr. Mandar Saraf and Ms.Reshma Vora hereby state that the Excel Sheet containing the Results of Remote E-Voting of MERCK LIMITED held between Tuesday, May 29, 2018 (9.00 am) and Thursday, May 31, 2018 (5:00 pm) for the 51st Annual General Meeting of the Company held on Friday, June 01, 2018 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018 were unblocked from the website of M/s. National Securities Depository Limited i.e.www.evoting.nsdl.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1



Name: Mr. Mandar Saraf

Address: ¹, Guruprasad Plot no 192, Sion East Mumbai – 400022.

Witness 2 (Restines

Name: Ms. Reshma Vora

Address: Purandare Sadan, Dr. BA Road Parel, Mumbai 400012.

Declaration II

(Ballot Box)

We, **Mr. Mandar Saraf** and **Ms. Reshma Vora** hereby state that the Polling Box, in which Equity Shareholders of **MERCK LIMITED** cast their vote by way of Poll at the **51st Annual General Meeting** of the Company held on Friday, June 01, 2018 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018, were opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: Mr. Mandar Saraf

Address: 1, Guruprasad Plot no 192, Sion East Mumbai – 400022.

Witness 2

Kerhne

Name: Ms. Reshma Vora

Address: Purandare Sadan, Dr. BA Road Parel, Mumbai 400012.