

	MERCK LTD
Date of the AGM/EGM	01-06-2018
Total number of shareholders on record date	29191
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	123
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - 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							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
Public- Institutions	E-Voting	2317396	1649673	71.1865	1649673	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
Public- Non Institutions	E-Voting	5682762	6702	0.1179	6701	1	99.9850	0.0149
	Poll		2812	0.0495	1952	860	69.4167	30.5832
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9514	0.1674	8653	861	90.9502	9.0498
Total		16599382	10258411	61.8000	10257550	861	99.9916	0.0084






Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To declare dividend for the year 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
Public- Institutions	E-Voting	2317396	1649673	71.1865	1649673	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
Public- Non Institutions	E-Voting	5682762	6702	0.1179	6701	1	99.9850	0.0149
	Poll		2813	0.0495	1959	854	69.6409	30.3590
	Postal Ballot (if 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							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. N. Krishnan (DIN: 01027659) who retires by rotation and, being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
Public- Institutions	E-Voting	2317396	1649673	71.1865	1647968	1705	99.8966	0.1033
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1647968	1705	99.8966	0.1034
Public- Non Institutions	E-Voting	5682762	6702	0.1179	6699	3	99.9552	0.0447
	Poll		2813	0.0495	2777	36	98.7202	1.2797
	Postal Ballot (if 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	0.0170






Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Milind Thatte (DIN:08092990) as Director and Managing Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
Public- Institutions	E-Voting	2317396	1649673	71.1865	1649673	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
Public- Non Institutions	E-Voting	5682762	6701	0.1179	6679	22	99.6716	0.3283
	Poll		2813	0.0495	2777	36	98.7202	1.2797
	Postal Ballot (if 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





Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s Haribhakti& Co. LLP, Chartered Accountants as Statutory Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
Public- Institutions	E-Voting	2317396	1649673	71.1865	1649673	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
Public- Non Institutions	E-Voting	5682762	6702	0.1179	6655	47	99.2987	0.7012
	Poll		2813	0.0495	2802	11	99.6089	0.3910
	Postal Ballot (if applicable)		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





Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of Commission to Non- Executive Independent Directors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
Public- Institutions	E-Voting	2317396	1649673	71.1865	1648077	1596	99.9032	0.0967
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1648077	1596	99.9033	0.0967
Public- Non Institutions	E-Voting	5682762	6699	0.1179	6640	59	99.1192	0.8807
	Poll		2807	0.0494	1783	1024	63.5197	36.4802
	Postal Ballot (if 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





Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Fixation of remuneration of Cost Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		8599224	100	8599224	0	100	0
Public- Institutions	E-Voting	2317396	1649673	71.1865	1649673	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
Public- Non Institutions	E-Voting	5682762	6702	0.1179	6699	3	99.9552	0.0447
	Poll		2812	0.0495	2781	31	98.8975	1.1024
	Postal Ballot (if 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 - Approval of Related party transactions which may cross the materiality threshold as per Listing Regulations							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	2317396	1649673	71.1865	1649673	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1649673	71.1865	1649673	0	100	0
Public- Non Institutions	E-Voting	5682762	6702	0.1179	2519	4183	37.5857	62.4142
	Poll		2813	0.0495	1927	886	68.5033	31.4966
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9515	0.1674	4446	5069	46.7262	53.2738
Total		16599382	1659188	9.9955	1654119	5069	99.6945	0.3055





Combined Report of Scrutinizer on  
Remote E-Voting and Poll  
**MERCK LIMITED**  
(L99999MH1967PLC013726)



Scrutinizer:  
**K.G.Saraf**  
**Saraf and Associates**  
(Company Secretaries)  
423 Hind Rajasthan Building,  
95 Dadasaheb Phalke Road,  
Dadar East, Mumbai 400022  
Ph – 022-24130371/24153887  
Mob – 9820320072/ 9773393877  
E-mail – [kamalax\\_saraf@hotmail.com](mailto:kamalax_saraf@hotmail.com)  
[kgsaraf@sarafandassociates.com](mailto:kgsaraf@sarafandassociates.com)  
Website – [www.sarafandassociates.com](http://www.sarafandassociates.com)



# 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 ☎ +91 98203 20072 ✉ 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 :** 51<sup>st</sup> 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

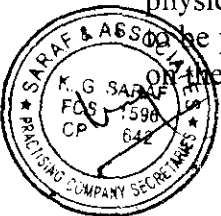
Dear Sir,

**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 51<sup>st</sup> 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 27<sup>th</sup> 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 31<sup>st</sup> 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 [evoting@sarafandassociates.com](mailto:evoting@sarafandassociates.com) , [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or who have uploaded on the website of National Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> have been considered valid.

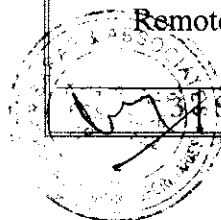
Poll

- 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:**

Scrutinizer'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 year ended December 31, 2017, together with the reports of the Board of Directors and Auditors thereon.**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	69	10,255,599
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A)</b>	<b>69</b>	<b>10,255,599</b>

**Poll.**

Particulars	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 Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>48</b>	<b>2,812</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	117	10,258,411
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A+B)</b>	<b>117</b>	<b>10,258,411</b>

**1. Voted in Favour of the resolution:**

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	43	1,952	69.4167
<b>Combined (E-Voting &amp; Poll)</b>	<b>111</b>	<b>10,257,550</b>	<b>99.9916</b>

**2. Voted in Against the resolution:**

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	5	860	30.5833
<b>Combined (E-Voting &amp; Poll)</b>	<b>6</b>	<b>861</b>	<b>0.0084</b>

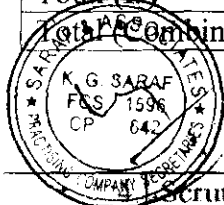
**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (I)</b>	<b>-</b>	<b>-</b>

**Poll.**

Already Exercised Remote E-Voting	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>-</b>	<b>-</b>



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



**Item No 2. To declare dividend for the year 2017.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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 Votes	0	-
Total Number of Valid Votes (B)	49	2,813

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	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 resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>113</b>	<b>10,257,557</b>	<b>99.9917</b>

**2. Voted in Against the resolution:**

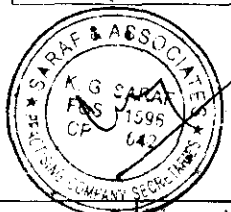
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	1	1	0.0001
Poll	4	854	30.3590
<b>Combined (E-Voting &amp; Poll)</b>	<b>5</b>	<b>855</b>	<b>0.0083</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-



**Item No 3. To appoint a Director in place of Mr. N. Krishnan (DIN:01027659) who retires by rotation and, being eligible, offers himself for re-appointment.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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 Votes	0	-
Total Number of Valid Votes (B)	49	2,813

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	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 resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>109</b>	<b>10,256,668</b>	<b>99.9830</b>

**2. Voted in Against the resolution:**

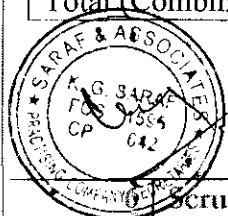
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	4	1,708	0.0167
Poll	5	36	1.2798
<b>Combined (E-Voting &amp; Poll)</b>	<b>9</b>	<b>1,744</b>	<b>0.0170</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-



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



**Item No 4. Appointment of Mr. Milind Thatte as Director and Managing Director of the company and fixation of remuneration.**

### Remote E-Voting.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	68	10,255,598
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A)</b>	<b>68</b>	<b>10,255,598</b>

**Poll.**

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 Votes	0	-
Total Number of Valid Votes <b>(B)</b>	49	2,813

### Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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
<b>Combined (E-Voting &amp; Poll)</b>	<b>110</b>	<b>10,258,353</b>	<b>99.9994</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>7</b>	<b>58</b>	<b>0.0006</b>

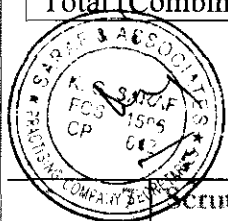
### 3. Invalid Votes

## 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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-



**Item No 5. Ratification of appointment of M/s Haribhakti & Co, LLP, Chartered Accountants as statutory Auditors.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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 Votes	0	-
Total Number of Valid Votes (B)	49	2,813

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	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 resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>111</b>	<b>10,258,354</b>	<b>99.9994</b>

**2. Voted in Against the resolution:**

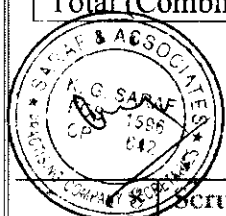
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	3	47	0.0005
Poll	4	11	0.3910
<b>Combined (E-Voting &amp; Poll)</b>	<b>7</b>	<b>58</b>	<b>0.0006</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-



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



**Item No 6. Payment of Commission to Non-Executive Independent Directors****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	67	10,255,596
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A)</b>	<b>67</b>	<b>10,255,596</b>

**Poll.**

Particulars	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 Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>47</b>	<b>2,807</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	114	10,258,403
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A+B)</b>	<b>114</b>	<b>10,258,403</b>

**1. Voted in Favour of the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>100</b>	<b>10,255,724</b>	<b>99.9739</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>14</b>	<b>2,679</b>	<b>0.0261</b>

**3. Invalid Votes****Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (I)</b>	<b>-</b>	<b>-</b>

**Poll.**

Already Exercised Remote E-Voting	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>-</b>	<b>-</b>



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

**Item No 7. Fixation of remuneration of Cost Auditors.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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 Votes	0	-
Total Number of Valid Votes (B)	48	2,812

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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
<b>Combined (E-Voting &amp; Poll)</b>	<b>110</b>	<b>10,258,377</b>	<b>99.9997</b>

**2. Voted in Against the resolution:**

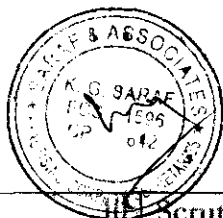
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	2	3	0.0001
Poll	5	31	1.1025
<b>Combined (E-Voting &amp; Poll)</b>	<b>7</b>	<b>34</b>	<b>0.0003</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-



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



**Item No 8. Approval of Related party transactions which may cross the materiality threshold as per listing Regulations.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	66	1,656,375
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A)</b>	<b>66</b>	<b>1,656,375</b>

**Poll.**

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 Votes	0	-
<b>Total Number of Valid Votes (B)</b>	<b>49</b>	<b>2,813</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	115	1,659,188
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A+B)</b>	<b>115</b>	<b>1,659,188</b>

**1. Voted in Favour of the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>102</b>	<b>1,654,119</b>	<b>99.6945</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>13</b>	<b>5,069</b>	<b>0.3055</b>

**3. Invalid Votes****Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (I)</b>	<b>-</b>	<b>-</b>

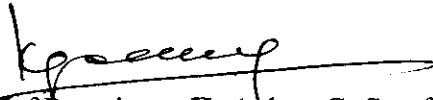
**Poll.**

Already Exercised Remote E-Voting	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>-</b>	<b>-</b>



- 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.

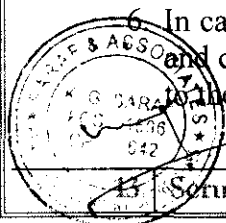
#### II. Voting through Electronic Mode (Remote E-Voting).

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](mailto:evoting@sarafandassociates.com) , [evoting@nsdl.co.in](mailto: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 **51<sup>st</sup> 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](http://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**



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 **51<sup>st</sup> 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**



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**  
(Company Secretaries)

423 Hind Rajasthan Building,

95 Dadasaheb Phalke Road,

Dadar East, Mumbai 400022

Ph – 022-24130371/24153887

Mob – 9820320072/ 9773393877

E-mail – [kamalax\\_saraf@hotmail.com](mailto:kamalax_saraf@hotmail.com)

[kgsaraf@sarafandassociates.com](mailto:kgsaraf@sarafandassociates.com)

Website – [www.sarafandassociates.com](http://www.sarafandassociates.com)



# 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 ☎ +91 98203 20072 ✉ 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 : 51<sup>st</sup> 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**

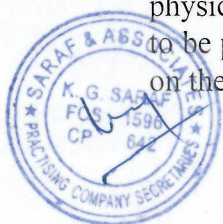
Dear Sir,

**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 51<sup>st</sup> 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 27<sup>th</sup> 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 31<sup>st</sup> 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 [evoting@sarafandassociates.com](mailto:evoting@sarafandassociates.com) , [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or who have uploaded on the website of National Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> 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 who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	69	10,255,599
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A)</b>	<b>69</b>	<b>10,255,599</b>

**Poll.**

Particulars	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 Votes	-	-
<b>Total Number of Valid Votes (B)</b>	<b>48</b>	<b>2,812</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	117	10,258,411
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A+B)</b>	<b>117</b>	<b>10,258,411</b>

**1. Voted in Favour of the resolution:**

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	43	1,952	69.4167
<b>Combined (E-Voting &amp; Poll)</b>	<b>111</b>	<b>10,257,550</b>	<b>99.9916</b>

**2. Voted in Against the resolution:**

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	5	860	30.5833
<b>Combined (E-Voting &amp; Poll)</b>	<b>6</b>	<b>861</b>	<b>0.0084</b>

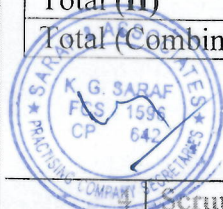
**3. Invalid Votes**

**Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (I)</b>	<b>-</b>	<b>-</b>

**Poll.**

Already Exercised Remote E-Voting	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>-</b>	<b>-</b>



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



**Item No 2. To declare dividend for the year 2017.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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 Votes	0	-
Total Number of Valid Votes (B)	49	2,813

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	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 resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>113</b>	<b>10,257,557</b>	<b>99.9917</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>5</b>	<b>855</b>	<b>0.0083</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-





**Item No 3. To appoint a Director in place of Mr. N. Krishnan (DIN:01027659) who retires by rotation and, being eligible, offers himself for re-appointment.**

**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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 Votes	0	-
Total Number of Valid Votes (B)	49	2,813

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	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 resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>109</b>	<b>10,256,668</b>	<b>99.9830</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>9</b>	<b>1,744</b>	<b>0.0170</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-



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



**Item No 4. Appointment of Mr. Milind Thatte as Director and Managing Director of the company and fixation of remuneration.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	68	10,255,598
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A)</b>	<b>68</b>	<b>10,255,598</b>

**Poll.**

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 Votes	0	-
<b>Total Number of Valid Votes (B)</b>	<b>49</b>	<b>2,813</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	117	10,258,411
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A+B)</b>	<b>117</b>	<b>10,258,411</b>

**1. Voted in Favour of the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>110</b>	<b>10,258,353</b>	<b>99.9994</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>7</b>	<b>58</b>	<b>0.0006</b>

**3. Invalid Votes****Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (I)</b>	<b>-</b>	<b>-</b>

**Poll.**

Already Exercised Remote E-Voting	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>-</b>	<b>-</b>



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



**Item No 5. Ratification of appointment of M/s Haribhakti & Co, LLP, Chartered Accountants as statutory Auditors.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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 Votes	0	-
Total Number of Valid Votes (B)	49	2,813

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	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 resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>111</b>	<b>10,258,354</b>	<b>99.9994</b>

**2. Voted in Against the resolution:**

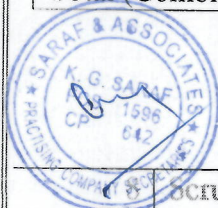
Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	3	47	0.0005
Poll	4	11	0.3910
<b>Combined (E-Voting &amp; Poll)</b>	<b>7</b>	<b>58</b>	<b>0.0006</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-





**Item No 6. Payment of Commission to Non-Executive Independent Directors****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	67	10,255,596
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (A)	67	10,255,596

**Poll.**

Particulars	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 Votes	-	-
Total Number of Valid Votes (B)	47	2,807

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic 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 resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>100</b>	<b>10,255,724</b>	<b>99.9739</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>14</b>	<b>2,679</b>	<b>0.0261</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-





**Item No 7. Fixation of remuneration of Cost Auditors.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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 Votes	0	-
Total Number of Valid Votes (B)	48	2,812

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (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 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
<b>Combined (E-Voting &amp; Poll)</b>	<b>110</b>	<b>10,258,377</b>	<b>99.9997</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>7</b>	<b>34</b>	<b>0.0003</b>

**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	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
Total (II)	-	-
Total (Combined) (I+II)	-	-



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



**Item No 8. Approval of Related party transactions which may cross the materiality threshold as per listing Regulations.****Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	66	1,656,375
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A)</b>	<b>66</b>	<b>1,656,375</b>

**Poll.**

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 Votes	0	-
<b>Total Number of Valid Votes (B)</b>	<b>49</b>	<b>2,813</b>

**Remote E-Voting and Poll (Combined)**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	115	1,659,188
Less: Total Number of Invalid Votes	-	-
<b>Total Number of Valid Votes (A+B)</b>	<b>115</b>	<b>1,659,188</b>

**1. Voted in Favour of the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>102</b>	<b>1,654,119</b>	<b>99.6945</b>

**2. Voted in Against the resolution:**

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
<b>Combined (E-Voting &amp; Poll)</b>	<b>13</b>	<b>5,069</b>	<b>0.3055</b>

**3. Invalid Votes****Remote E-Voting.**

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	-	-
<b>Total (I)</b>	<b>-</b>	<b>-</b>

**Poll.**

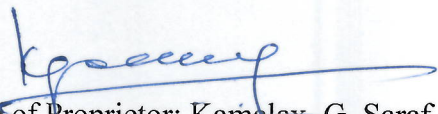
Already Exercised Remote E-Voting	-	-
Invalid Signature / Signature not Available	-	-
Name not found in the Register on Cut-off Date	-	-
<b>Total (II)</b>	<b>-</b>	<b>-</b>
<b>Total (Combined) (I+II)</b>	<b>-</b>	<b>-</b>



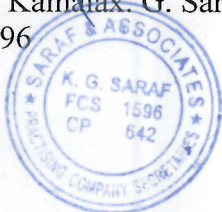


- In cases where Votes are casted in both, Remote E-voting and Poll at the AGM, only the votes casted in E-voting are taken into account in respect of such shareholder.
- The aforesaid combined report is computed on the basis of Acceptance and Rejection as annexed herewith, which forms an integral part 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.

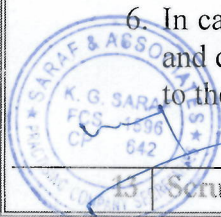
#### II. Voting through Electronic Mode (Remote E-Voting).

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](mailto:evoting@sarafandassociates.com) , [evoting@nsdl.co.in](mailto: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.



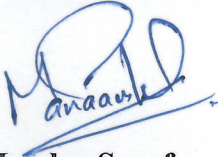


### **Declaration I**

(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 **51<sup>st</sup> 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](http://www.evoting.nsdl.com) and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

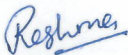
**Witness 1**



**Name: Mr. Mandar Saraf**

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

**Witness 2**



**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 **51<sup>st</sup> 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.

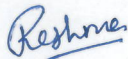
**Witness 1**



Name: **Mr. Mandar Saraf**

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

**Witness 2**



Name: **Ms. Reshma Vora**

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