

# Notice

**NOTICE** is hereby given that the Fifty Second Annual General Meeting of the Members of **Merck Limited** will be held on Friday, May 31, 2019 at 3 p.m. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018 to transact the following business:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended December 31, 2018, together with the reports of the Board of Directors and Auditors thereon
2. To declare Final Dividend for the Financial Year ended December 31, 2018
3. To appoint a Director in place of Mr. Milind Thatte (DIN: 08092990) who retires by rotation and being eligible, offers himself for re-appointment

## **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as **ORDINARY RESOLUTION**:

*“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be and is hereby given for payment of remuneration of ₹ 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the Financial Year 2019 to M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No: 00240) who were appointed as Cost Auditor of the Company by the Board of Directors at its meeting held on February 27, 2019.*

*RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or any of their delegate, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”*

5. To consider and if thought fit, to pass, with or without modification(s) the following resolution as **ORDINARY RESOLUTION**:

*“RESOLVED THAT pursuant to the provision of regulation 31A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, if any, consequent to the completion of the acquisition by Procter & Gamble Overseas India B.V. (Acquirer) of 51.80% of the total issued share capital of the Company from Merck Internationale Beteiligungen GmbH, Chemitra GmbH, Emedia Export Company mbH (together, the Sellers), the approval of the Members be and is hereby accorded to de-classify the Sellers as promoters of the Company.*

*RESOLVED FURTHER THAT after such declassification, the Sellers shall cease to be the promoters of the Company.*

*RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, including without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.*

*RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.*

*RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”*

6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

*“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendments thereto or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded for alteration of the Articles of Association of the Company, in the manner:*

*In Article No. 2*

*The following definition under Interpretations:*

*“MERCK”*

*“MERCK” shall mean and include:*

- E.Merck, Darmstadt, West Germany.*
- Emedia Export Co. mbH, a Company incorporated in Darmstadt, having as at 1<sup>st</sup> January, 1958, its registered office at 61 Darmstadt, West Germany*
- Any Body Corporate in which Emedia Export Co. mbH has amalgamated or merged or which has acquired the whole or substantial part of the undertaking and assets of Emedia Export Co. mbH*
- Any Body Corporate or firm which is a parent company / associate / affiliate or subsidiary or associated company of Emedia Export Co. mbH*
- Any nominees or associates of Emedia Export Co. mbH and / or any body corporate mentioned in (ii) or (iii) above.*

*Shall be substituted by the following definition:*

*“Procter & Gamble”*

“Procter & Gamble” shall mean The Procter & Gamble Company, USA, a corporation incorporated in the United States of America and its successors and assigns.

In Article Nos. 3, 110, 113, 136, 145, 146 and 155, the word “MERCK” shall be replaced by the words “Procter & Gamble” wherever it appears in Article 3, 110, 113, 136, 145, 146 and 155 of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such necessary acts and deeds and comply with such formalities and delegate such powers, as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

**Jeevan Mondkar**  
Company Secretary

Mumbai  
February 27, 2019

**Registered Office :**

Godrej One, 8th Floor, Pirojshanagar,  
Eastern Express Highway, Vikhroli (East)  
Mumbai – 400 079

**NOTES:**

**1. Members’ right to appoint proxy: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of Corporate Members must be supported by relevant Board Resolution / authority etc. The instrument appointing proxies in order to be effective must be received at the Registered Office of the Company not less than Forty-Eight (48) hours before commencement of the Meeting.

2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a copy of the Board Resolution / authority etc. authorising their representative to attend and vote on their behalf at the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

3. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Item Nos. 4 to 6 of the Notice are annexed.
4. The relevant details, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the Director seeking re-appointment are also annexed.
5. Book Closure Dates: The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, May 25, 2019 to Friday, May 31, 2019 (both days inclusive) for the purpose of Annual General Meeting and for payment of dividend, if declared at the AGM.
6. The final dividend on Equity Shares for the Financial Year ended December 31, 2018, as recommended by the Board of Directors, if approved at the Annual General Meeting will be paid on or before Saturday, June 29, 2019 as under:
  - (a) To all beneficial owners, in respect of shares held in dematerialized form, as per details furnished by the Depositories for this purpose as at the close of business hours on May 24, 2019;
  - (b) To all Members, in respect of shares held in physical form, whose names shall appear on the Company’s Register of Members as on May 31, 2019.
7. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories. The Company will not entertain any direct request from such Members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their depository participants.
8. Dividend of prior years: In terms of Sections 124 of the Companies Act, 2013, the dividend which remains unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the “Investor Education and Protection Fund” established by the Central Government. According to the relevant provisions of the Companies Act, 2013, no claim shall lie against the said Fund or the Company for the amount of dividend so transferred to the said Fund. Accordingly dividend upto the Financial Year December 31, 2009 and interim dividend declared during the Financial Year 2010 have been transferred to “Investor Education and Protection Fund”. A list of shareholders whose unclaimed dividend has been transferred is available on Company’s website – <https://www.merckgroup.com/in-en/company/legal-entities/merck-limited.html>. Members who have not encashed the dividend warrant(s) so far for the Financial Year ended December 31, 2012 or any

subsequent years are requested to send their claims directly to the Company or to M/s. Karvy Fintech Private Ltd. (hereinafter referred to as 'Karvy') whose contact details are given at the end of this notice.

9. In terms of the provisions of Section 124(6) of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company was required to transfer all such equity shares in respect of which dividend has not been claimed by the shareholders for the last seven or more consecutive years to Investor Education & Protection Fund (IEPF). In terms of the Ministry of Corporate Affairs' notification dated October 13, 2017, the process of transfer of such shares was prescribed and accordingly the Company had transferred on November 30, 2017, 39,393 equity shares of ₹ 10 each of the shareholders who have not claimed or encashed their dividend declared by the Company for seven or more consecutive years i.e. the dividend declared and paid upto the Financial Year ending on December 31, 2009. The Company uploaded the details of the aforesaid transfer of shares on IEPF's website and on the website of the Company. The shareholders can approach IEPF authority to reclaim their shares. The process for reclaiming such shares is given on the IEPF authority's website, a link to the same is also given on the investor's page of the Company's website.
10. Change of Address: Members are requested to notify any change of address and bank details to their depository participants in respect of their holdings in electronic form and in respect of shares held in physical form, to the secretarial department at the registered office of the Company or to Karvy.
11. Joint Holding: Members are informed that in case of joint holders attending the Meeting; only one such joint holder whose name appears first in the joint holder list will be entitled to vote.
12. In compliance with the provisions of section 108 of the Companies Act, 2013, the Rules framed thereunder and Regulation 44 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice. All shareholders holding shares as on Friday, May 24, 2019, being the cut-off date fixed for determining voting rights of members, will be entitled to participate in e-voting process.
13. The Annual Report 2018 circulated to the Members of the Company, will be made available on the Company's website, and on the website of the respective stock exchanges at [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com).
14. All documents referred to in the accompanying Notice and Explanatory Statement setting out material facts are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 12.00 noon up to the date of the 52<sup>nd</sup> Annual General Meeting.

15. In accordance with the provisions of Section 101 of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the Financial Year 2018 and this Notice, *inter- alia*, indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by email, unless any Member has requested for a physical copy of the same, to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

### Instructions for E-voting

#### Voting through electronic means

- (1) The Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- (2) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (3) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (4) The remote e-voting period commences on Monday, May 27, 2019 at 9.00 am and ends on Thursday, May 30, 2019 at 5:00 pm. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, May 24, 2019, may cast their vote by remote e-voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (5) The process and manner for remote e-voting are as under:

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.**

2. **Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.**
3. **A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.**

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**4. Your User ID details are given below:**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

**5. Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

**6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:**

- a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [merckagm2019@sarafandassociates.com](mailto:merckagm2019@sarafandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (6) You can also update your mobile number and e-mail id in the user profile details of the folio for future communication(s).
- (7) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, May 24, 2019.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Friday, May 24, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset

Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- (8) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (9) M/s. Saraf & Associates, Practicing Company Secretaries, represented by Mr. Kamalax Saraf, Proprietor, holding COP No. 1596 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (10) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (11) The Scrutinizer after the conclusion of voting at the general meeting, shall first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (12) The Results declared along with the report of the Scrutinizer will be placed on the website of the Company, and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately forwarded to BSE Limited, Mumbai and National Stock Exchange of India Limited.

#### REQUEST TO THE MEMBERS:

1. *Request for additional information if required:* Members desiring any relevant information on the accounts at the AGM are requested to write to the Company well in advance to ensure that such requests reach the Company at least seven days before the date of the meeting, so as to enable the Company to keep the information ready.
2. *Electronic delivery of Annual Report:* Pursuant to Section 101 of the Companies Act, 2013 read with applicable rules, the Annual Report for the Financial Year 2018 along with Notice of 52<sup>nd</sup> Annual General Meeting is being sent through electronic mode to all those Members whose Email IDs are registered with the Company or Depository Participants, at the Email ID so provided. For Members

who have not registered their Email ID with the Company or Depository Participants, a physical copy of the Annual Report for the Financial Year 2018 along with Notice of 52<sup>nd</sup> Annual General Meeting is being sent by permitted mode of communication. As a measure of economy, copies of the Annual Report will not be distributed at the AGM.

3. *Green Initiative:* Members are requested to bring their copies of the Annual Report to the Meeting.

We request you to provide your email address to us in any of the following ways:

- a) Register your email address with your depository: In case you are holding shares in electronic form please provide your Email ID to your depository participant (DP). We'll download the same from the depository at the time of finalizing the mailing list. or
- b) Write to us: You may provide your Email ID details in a simple letter addressed either to the secretarial department of the Company or to Karvy at the address given below.
- c) Members holding shares in dematerialised form are requested to intimate all changes relating to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Karvy to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.
- d) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Karvy, for assistance in this regard.

**Contact Details:**

**Merck Limited**

Mr. Jeevan Mondkar  
Company Secretary  
Godrej One, 8<sup>th</sup> Floor, Pirojshanagar Eastern Express Highway,  
Vikhroli (East), Mumbai – 400 079  
Phone: 022-6210 9800  
Email: [investorgrievance.im@pg.com](mailto:investorgrievance.im@pg.com)

**Karvy Fintech Private Limited**

Unit – Merck Limited  
Karvy Selenium, Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad - 500032 Phone: +91 040 67162222  
Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
Website: [www.karvyfintech.com](http://www.karvyfintech.com)

**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 4**

The Board of Directors in its meeting held on February 27, 2019, on the recommendation of the Audit Committee had appointed M/s. Joshi Apte and Associates, Cost Accountants and recommended payment of a remuneration of ₹ 2,25,000/- (Rupees Two Lacs Twenty Five Thousand Only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company as applicable to the Company for the Financial Year 2019. As per the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the remuneration to be paid to the cost auditors is subject to ratification by the members of the Company.

The Board therefore recommends the resolution at item no. 4 as an Ordinary Resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, in this Resolution.

**Item No. 5**

The Members may note that on April 19, 2018, a sale and purchase agreement (the India SAPA) was entered into by and among, Merck Internationale Beteiligungen GmbH, Chemitra GmbH, Emedia Export Company mbH (together, the Sellers), Merck KGaA and Procter & Gamble Overseas India B.V. (Acquirer), pursuant to which the Sellers had agreed to sell 8,599,224 (Eight Million Five Hundred Ninety Nine Thousand Two Hundred Twenty Four) equity shares of face value INR 10 (Indian Rupees Ten Only) each of the Company, which constitutes 51.80% of the fully diluted voting equity share capital of the Company (Sale Shares), at a price of up to INR 1,500 (Indian Rupees One Thousand Five Hundred Only) per fully paid up Equity Share aggregating to up to INR 12,898,836,000 (Indian Rupees Twelve Thousand Eight Hundred and Ninety Eight Million Eight Hundred Thirty Six Thousand Only).

Consequent to the transfer of the Sale Shares by the Sellers to the Acquirer under the India SAPA on December 3, 2018, the Sellers have ceased to hold any shares in the Company, or exercise any control over the Company, or have any special rights in the

Company. The Sellers have made a request to the Company for de-classification of the Sellers as “Promoters” of the Company on account of the abovementioned reason, and have stated that they are compliant with the applicable provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the conditions specified in Regulation 31A(3)(b). On consideration of such request, the Board is satisfied that the applicable provisions of Regulation 31A are satisfied and therefore the Board recommends adoption of the resolution set out in Item no. 5 as an Ordinary Resolution. Accordingly, the approval of the Members is sought to de-classify the Sellers as promoters of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

#### Item No. 6

The Members may note that on April 19, 2018, a sale and purchase agreement (the India SAPA) was entered into by and among, Merck Internationale Beteiligungen GmbH, Chemitra GmbH, Emedia Export Company mbH (together, the Sellers), Merck KGaA and Procter & Gamble Overseas India B.V. (Acquirer), pursuant to which the Sellers had agreed to sell 8,599,224 (Eight Million Five

Hundred Ninety Nine Thousand Two Hundred Twenty Four) equity shares of face value INR 10 (Indian Rupees Ten Only) each of the Company, which constitutes 51.80% of the fully diluted voting equity share capital of the Company (Sale Shares), at a price of up to INR 1,500 (Indian Rupees One Thousand Five Hundred only) per fully paid up Equity Share aggregating to up to INR 12,898,836,000 (Indian Rupees Twelve Thousand Eight Hundred and Ninety Eight Million Eight Hundred Thirty Six Thousand only).

Consequent to the transfer of the Sale Shares by the Sellers to the Acquirer under the India SAPA on December 3, 2018, the Sellers have ceased to hold any shares in the Company, or exercise any control over the Company, or have any special rights in the Company. It is proposed to alter the articles of association to remove references to the Sellers and to replace with the Procter & Gamble, the new promoter group.

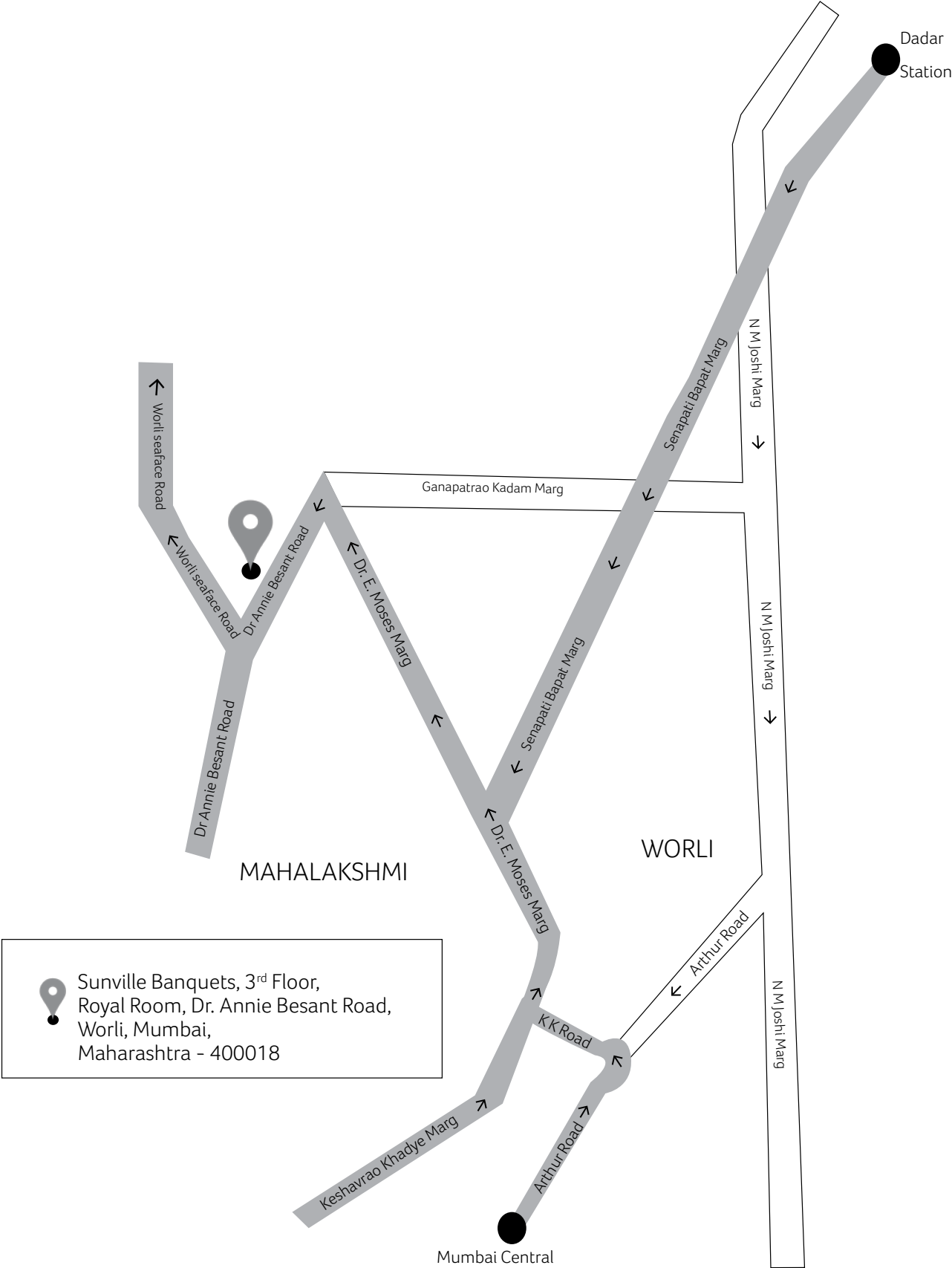
The Board recommends adoption of the resolution set out in Item no. 6 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

Details of Director proposed to be re-appointed by rotation at the forthcoming 52<sup>nd</sup> Annual General Meeting

<b>Name of Director</b>	<b>Mr. Milind Thatte</b>
<b>Purpose</b>	<b>Re-appointment by rotation</b>
Age	49 years
Date of appointment on the Board	April 1, 2018
Expertise in specific field	M.Pharm. Sci., M.B.A
Names of other Companies in which he holds Directorships	1. Organisation of Pharmaceutical Producers of India
Chairman/Member of the Committee(s) of the Board of Directors of the Company	Member of Committees: 1. Audit Committee 2. Stakeholder Relationship Committee 3. Corporate Social Responsibility Committee
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Nil
Shareholding in the Company	Nil

# ROUTE MAP OF THE AGM VENUE





## MERCK LIMITED

CIN: L99999MH1967PLC013726

Registered Office: Godrej One, 8<sup>th</sup> Floor, Pirojshanagar, Eastern Express Highway, Vikhroli, Mumbai 400079, India

Email: investorgrievance.im@pg.com, Website: www.merck.co.in

Tel. No. +91 22 62109800, Fax No. +91 22 62109999

### ATTENDANCE SLIP

Name and Address of the Member :

Attending

(in BLOCK LETTERS)

DP-ID No. / Client-ID :

Folio No.\* :

No. of Shares :

Name of the Proxy, if any :

\* Applicable in case shares held in physical form.

I certify that I am a member/ proxy for the member of the Company. I hereby record my presence at the 52<sup>nd</sup> Annual General Meeting of the Company held on Friday, May 31, 2019 at 3.00 p.m. at Sunville Banquets, 3<sup>rd</sup> Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra - 400018.

\_\_\_\_\_  
Member's / Proxy's Signature

#### Notes:

1. Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand over the same at the entrance of the meeting hall.
2. Instructions and other information relating to e-voting are mentioned in the Notice of AGM.

#### E – VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

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## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of ..... Equity shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52<sup>nd</sup> Annual General Meeting of the Company, to be held on Friday, May 31, 2019 at 3.00 p.m. at Sunville Banquets, 3<sup>rd</sup> Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai, Maharashtra - 400018, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS
1	Adoption of the Audited Financial Statements along with the Board's Report and Auditors Report thereon for the year ended December 31, 2018.
2	Declaration of Dividend for Financial Year 2018.
3	Appointment of Director in place of Mr. Milind Thatte (DIN: 08092990), who retires by rotation and being eligible, offers himself for re-appointment.
4	Ratification of the remuneration of Cost Auditor of the Company for the Financial Year 2019.
5	Declassification of Merck Internationale Beteiligungen GmbH, Chemitra GmbH, Emedia Export Company mbH as the 'promoters' of the Company.
6	Alteration of Articles of Association of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Re 1  
Revenue  
Stamp

### Note:

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
- Please complete all details of member(s) in above box before submission.

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