

		MERCK LTD						
Period of Postal Ballot		20-01-2019 to 18-02-2019						
Total number of shareholders on record date		31924						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:								
Public:								
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 - Appointment of Mr. Amit Gupta as an Executive Director Finance ORDINARY RESOLUTION						
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	86,01,071	86,01,071	100.0000	86,01,071	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		86,01,071	100.0000	86,01,071	0	100.0000	0.0000
Public- Institutions	E-Voting	19,59,494	11,75,372	59.9834	11,75,372	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,75,372	59.9834	11,75,372	0	100.0000	0.0000
Public- Non Institutions	E-Voting	60,38,817	1,77,971	2.9471	1,77,514	457	99.7432	0.2567
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		14,317	0.2371	14,297	20	99.8603	0.1396
	Total		1,92,288	3.1842	1,91,811	477	99.7519	0.2481
Total		1,65,99,382	99,68,731	60.0548	99,68,254	477	99.9952	0.0048



Resolution No.	2							
Resolution required: (Ordinary/ Special)	SPECIAL - Change of name of the Company and consequential alteration of the Memorandum and Articles of Association of the Company SPECIAL RESOLUTION							
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	86,01,071	86,01,071	100.0000	86,01,071	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		86,01,071	100.0000	86,01,071	0	100.0000	0.0000
Public- Institutions	E-Voting	19,59,494	11,75,372	59.9834	11,75,372	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,75,372	59.9834	11,75,372	0	100.0000	0.0000
Public- Non Institutions	E-Voting	60,38,817	1,78,021	2.9479	1,77,338	683	99.6163	0.3836
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		14,357	0.2377	14,357	0	100.0000	0.0000
	Total		1,92,378	3.1856	1,91,695	683	99.6450	0.3550
Total		1,65,99,382	99,68,821	60.0554	99,68,138	683	99.9931	0.0069



SARAF & ASSOCIATES

COMPANY SECRETARIES

www.sarafandassociates.com

423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (East), Mumbai - 400 014.

☎ (022) 2413 0371 / 2415 3887 ☎ +91 98203 20072 ✉ kamalax_saraf@hotmail.com

Date 19/02/2019

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

Sub: Scrutinizers Report on E-Voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014

Dear Sir,

I, K.G.Saraf, Practising Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai, appointed as the Scrutinizer by the Board of Directors of MERCK LIMITED vide resolution dated 10.12.2018 pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, for scrutinizing the process of E-voting and Postal Ballot process in a fair and transparent manner, hereby submit my report as under.

- The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 & 110 of the Companies Act, 2013, read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Listing Obligation Disclosure Requirements, 2015 relating to voting through electronic means and Postal Ballot process.
- The Notice dated 16th January, 2019 along with the Explanatory Statement under Section 102 of the Act and the Postal Ballot forms were dispatched by 20th January 2019 along with postage prepaid business reply envelope to the members whose name(s) appeared on the register of members of the Company / list of beneficiaries as on the cut-off date 11th January, 2019 who were entitled to vote on the proposed resolution number 1 and 2 as set out in the notice of the Postal Ballot.
- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting E-voting by the Shareholders of the Company.



- The voting commenced on Sunday, January 20, 2019 at 9:00 a.m. (IST) and ended on Monday, February 18, 2019 at 5:00 p.m. (IST) for both Physical ballots as well as for E-voting platform.
- On February 18, 2019 at 5:00 p.m. (IST) the National Securities Depository Limited (NSDL) e-voting platform was blocked and the votes cast under e-voting facility were then unblocked forthwith in the presence of two witnesses not being in the employment of the Company. Only the Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of B.R/Power of Attorney/Authority letter etc at email ID merckpb2019@sarafandassociates.com , 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.
- The Postal Ballot Forms received were opened from time to time and the last lot was opened on Monday, February 18, 2019 at 5:00 p.m. (IST) which were duly scrutinized. The same were reconciled with the records maintained by the R&T Agent and the authorizations / power of attorney etc. lodged thereof. The Postal Ballots were also scrutinized for the purpose of eliminating duplicate voting's. Postal Ballot forms received after 5.00 P.M (IST) on Monday, February 18, 2019 were not taken into consideration for the purpose of my scrutiny.
- Based on Postal Ballot forms received and duly scrutinized and based on the data downloaded from the official website of National Securities Depository Limited (NSDL) for the E-Voting process, we now submit combined report on E-voting and Postal Ballot as under:



Item No 1. Appointment of Mr. Amit Gupta as Executive Director (Finance) (Ordinary Resolution)**E-Voting.**

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	207	99,54,414
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (A)	207	99,54,414

Postal Ballot

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Postal Ballot Forms	74	14,551
Less: Total Number of Invalid Votes	5	234
Total Number of Valid Votes (B)	69	14,317

Remote E-Voting and Postal Ballot (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Postal Ballot	281	99,68,965
Less: Total Number of Invalid Votes	5	234
Total Number of Valid Votes (A+B)	276	99,68,731

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	195	99,53,957	99.9954
Postal Ballot	67	14,297	99.8603
Combined	262	99,68,254	99.9952

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	12	457	0.0046
Postal Ballot	2	20	0.1397
Combined	14	477	0.0048

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

Reason for Invalidation	Number of Votes	Number of Shares
B.R/Power of Attorney/Authority letter not Received	-	-
Total (I)	-	-

Postal Ballot.

No Votes Cast	1	40
Invalid Signature	4	194
B.R/Power of Attorney/Authority letter not Received	-	-
Total (II)	5	234
Total (Combined) (I+II)	5	234



Item No 2. To change the name of the Company from Merck Limited to Procter & Gamble Health Limited and consequential alteration of the Memorandum and Articles of Association of the Company. **(Special Resolution)**

E-Voting.

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	208	99,54,464
Less: Total Number of Invalid Votes	-	-
Total Number of Valid Votes (A)	208	99,54,464

Postal Ballot

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Postal Ballot Forms	74	14,551
Less: Total Number of Invalid Votes	4	194
Total Number of Valid Votes (B)	70	14,357

Remote E-Voting and Postal Ballot (Combined)

Particulars	Number of Members who voted	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Postal Ballot	282	99,69,015
Less: Total Number of Invalid Votes	4	194
Total Number of Valid Votes (A+B)	278	99,68,821

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	191	99,53,781	99.9931
Postal Ballot	70	14,357	100.0000
Combined	261	99,68,138	99.9931

2. Voted in Against the resolution:

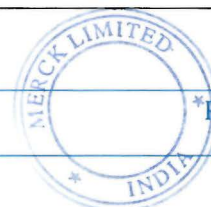
Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	17	683	0.0069
Postal Ballot	-	-	-
Combined	17	683	0.0069

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

Reason for Invalidation	Number of Votes	Number of Shares
B.R/Power of Attorney/Authority letter not Received	-	-
Total (I)	-	-

Postal Ballot.

No Votes Cast	-	-
Invalid Signature	4	194
B.R/Power of Attorney/Authority letter not Received	-	-
Total (II)	4	194
Total (Combined) (I+II)	4	194



- The aforesaid combined report is computed on the basis of Acceptance and Rejection as annexed herewith, which forms an integral part of this Report.
- Pursuant to Section 110 of the Companies Act, 2013 and rules framed thereunder, the electronic data along with the Postal Ballot forms and all other relevant records relating to the e-voting and the Postal Ballot received shall be under my safe custody and will be handed over to the Company for preserving the same safely, after the Chairman signs the Minutes.
- You may accordingly declare the result of voting.

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


Kamalax G Saraf

Membership No : 1596
COP No : 642

Date : 19.02.2019
Place : Mumbai



Annexure**A. Basis of Acceptance****I. Postal Ballot papers**

1. The assent or dissent has been given by any other mark, the Postal Ballot paper has been considered.
2. Where the Joint shareholder(s) has/ have signed the Postal Ballot 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 Postal Ballot, then Voting done through e-Voting has been considered and Voting done through Postal Ballot 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. Postal Ballot papers.**

1. Envelopes containing Postal Ballot Forms received after 5.00 P.M (IST) on Monday, February 18, 2019 was not taken into consideration for the purpose of my scrutiny.
2. Shareholder has not put any mark on either assent or dissent.
3. Postal Ballot paper is not signed.
4. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot papers.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.

6. In case where a Postal Ballot paper has been signed by Authorised Signatory / Power of Attorney Holder but certified true copy of B.R / Power of Attorney / Letter of Authority is not provided to the Company/ Registrar and Share Transfer Agent.



7. The Postal Ballot 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 the Shareholder has voted both in e-Voting and Postal Ballot, then Voting done through e-Voting has been considered and voting done through Postal Ballot has not been considered.

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 B.R/Power of Attorney/Authority letter etc at email ID merckpb2019@sarafandassociates.com , evoting@nsdl.co.in or who have not uploaded the same on the website of National Security Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com> have been considered invalid.

