

EXTRACT OF ANNUAL RETURN - FORM MGT-9

As on the financial year ended on 31/12/2018
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sr. No.	Particulars	Details
i)	CIN	L99999MH1967PLC013726
ii)	Registration Date [DDMMYY]	26-04-1967
iii)	Name of the Company	Merck Limited
iv)	Category of the Company	Public Limited Company
v)	Sub Category of the Company	Company having share capital and limited by shares
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes
vii)	Name and Registered Office Address of Company	
	Company Name	Merck Limited
	Address	Godrej One, 8th Floor, Pirojshanagar, Eastern Express Highway, Vikhroli
	Town / City	Mumbai
	State	Maharashtra
	Pin Code	400 079
	Country Name	India
	Country Code	+91
	Telephone (With STD Area Code Number)	022 - 6210 9800
	Fax Number	022 - 6210 9999
	Email Address	investorgrievance.im@pg.com
Website	www.pghealthindia.com	
viii)	Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given	
	Registrar & Transfer Agents (RTA):-	Karvy Fintech Private Limited
	Address	Karvy Selenium Tower B, Plot 31-32, Gadchibowli, Financial District, Nana Kramguda Hyderabad, Telangana (India) Toll Free No: 1800-3454-001 Website: www.karvyfintech.com
	Town / City	Hyderabad
	State	Telangana
	Pin Code:	500 032
	Telephone (With STD Area Code Number)	+91 40-6716 2222
	Fax Number :	+91 40-2342 0814
	Email Address :	einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Pharmaceutical Products	21002	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	The Procter & Gamble Company, USA (Ultimate holding Company)	Not applicable (Foreign Company)	Holding Company	51.82 % (through its subsidiary)	2 (46)
2	Procter & Gamble Overseas India B.V., Netherlands (Holding Company)	Not applicable (Foreign Company)	Holding Company	51.82 % (directly)	2 (46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding:

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A.	Promoters									
1.	Indian									
	Bodies corporate	-	-	-	-	-	-	-	-	-
2.	Foreign									
	Bodies corporate	8599224	-	8599224	51.80	8599945	1126	8601071	51.82	0.2
	Total Promoter Shareholding (A)	8599224	-	8599224	51.80	8599945	1126	8601071	51.82	0.2
B.	Public Shareholding									
1.	Institutions									
	Mutual funds	190529	1200	191729	1.16	156822	1200	158022	0.95	-0.21
	Alternate Investment Funds	-	-	-	-	-	-	-	-	-
	Financial Institutions / Banks	8682	809	9491	0.06	2593	809	3402	0.02	-0.04
	Insurance Companies	1368157	-	1368157	8.24	1048050	-	1048050	6.31	-1.93
	FPI	642042	-	642042	3.87	609894	-	609894	3.67	-0.20
	Sub Total (B)(1)	2209410	2009	2211419	13.33	1817359	2009	1819368	10.96	2.37
2.	Non-Institutions									
	Bodies Corporate									
	- Indian	575640	3711	579351	3.49	483163	3706	486869	2.93	-0.56
	- Overseas	81	-	81	0.00	81	-	81	0.00	-
	Individuals									
	- Individual shareholders holding nominal share capital up to Rs 2 lakh	3742514	256726	3999240	24.09	3934598	231318	4165916	25.10	1.01
	- Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	921377	-	921377	5.55	1070068	-	1070068	6.45	0.90

Others										
- NBFCs registered with RBI	11923	-	11923	0.07	1539	-	1539	0.01	-0.06	
- Clearing Members	45371	-	45371	0.27	17052	-	17052	0.10	-0.17	
- NRI (Rep + Non Rep)	190672	205	190877	1.15	268154	205	268359	1.62	0.47	
- Trust	1126	-	1126	0.01	5959	-	5959	0.04	0.03	
- IEPF	39393	-	39393	0.24	39149	-	39149	0.24	0.00	
- Alternate Investment Fund	-	-	-	-	123951	-	123951	0.75	0.75	
Sub Total (B)(2)	5528097	260642	5788739	34.87	5943714	235229	6178943	37.22	2.35	
Total Public Shareholding (B)	7681631	318527	8000158	48.20						
Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	16280855	318527	16599382	100.00			16599382	100.00	-	

ii) Shareholding of Promoter:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Emedia Export Company	3534559	21.29	Nil	-	-	-	-21.29
2	Merck Internationale Beteiligungen GmbH	1973441	11.89	Nil	-	-	-	-11.89
3	Chemitra Gesellschaft Mit Beschränkter Haftung	3091224	18.62	Nil	-	-	-	-18.62
4	Procter & Gamble Overseas India B.V.	-	-	-	8601071	51.82	-	51.82
	Total	8599224	51.80	-	8601071	51.82	-	0.02

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	Shareholding	8599224	51.80		
	Acquisition of shares by way of open offer from public shareholders (Acquired on 28-11-2018, became part of promoter shareholding on 03.12.2018)	1847	0.01	8601071	51.82

iv) Shareholding Pattern of Top Ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Shareholder's Name For each of the Top Ten Shareholders*	Shareholding at the beginning of the year.		Cumulative Shareholding at the end of the year.	
		No. of Shares	% of total Shares	No. of Shares	% of total Shares
1	Life Insurance Corporation of India	966021	5.82	675914	4.07
2	General Insurance Corporation of India	200000	1.20	200000	1.20
3	Hemendra M Kothari	198258	1.19	177000	1.07
4	The New India Assurance Company Limited	202136	1.22	172136	1.04
5	Ashish Kacholia	140000	0.84	160755	0.97
6	Vanaja Sundar Iyer	0	0.00	144195	0.87
7	Rati Farhad Forbes	164080	0.99	143800	0.87
8	TVF Fund Ltd	0	0.00	105409	0.64
9	Matthews Asia Small Companies Fund	265239	1.60	96425	0.58
10	Rakesh Kantilal Shah	73706	0.44	73706	0.44

*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated.

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Shareholding				
Directors:					
1	S.N. Talwar	5914	0.03	5914	0.03
2	H.C.H Bhabha *	29656	0.17	29656	0.17
3	N. Krishnan *	Nil	-	Nil	-
4	Rani A. Jadhav	Nil	-	Nil	-
5	Anand Nambiar *	Nil	-	Nil	-
6	Zoe Tang *	Nil	-	Nil	-
7	Milind Thatte #	Nil	-	Nil	-
8	Amit Gupta #	Nil	-	Nil	-
Key Managerial Personnel:					
9	Vikas Gupta *	Nil	-	Nil	-
10	Jeevan Mondkar #	Nil	-	Nil	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	Nil	Nil	Nil	Nil
	Shareholding	35570	0.21	35570	0.21

* Ceased to be associated with the Company at the end of financial year

Appointed during the financial year

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. in million)

Sr. No.	Particulars of Remuneration	Mr. Anand Nambiar ¹	Mr. Milind Thatte ²	Mr. N. Krishnan ³	Mr. Amit Gupta ⁴	Total Amount
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	37.6	15.5	14.1	1.0	68.2
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profit - Others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	37.6	15.5	14.1	1.0	68.2
	Ceiling as per Act					224.78

1. Mr. Anand Nambiar ceased to be Director and Managing Director effective March 31, 2018

2. Mr. Milind Thatte has been appointed as Director and Managing Director effective April 1, 2018

3. Mr. N. Krishnan ceased to be Executive Director (Finance) & Chief Financial Officer effective December 1, 2018

4. Mr. Amit Gupta was appointed as Executive Director (Finance) & Chief Financial Officer effective December 10, 2018

B Remuneration to other directors

(Rs. in million)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		S. N. Talwar	H.C.H Bhabha*	Rani Ajit Jadhav	
1	Independent Directors				
	• Fee for attending board committee meetings	0.56	0.56	0.56	1.68
	• Commission	1.10	0.75	0.70	2.55
	• Others, please specify	-	-	-	-
	Total (1)				
2	Other Non-Executive Directors				
	• Fee for attending board committee meetings	-	-	-	-
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	1.66	1.31	1.26	4.23
					22.48

* Mr. H. C. H. Bhabha ceased to be Director effective November 27, 2018

c Remuneration to key managerial personnel other than MD/Manager/WTD (Rs. in million)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Vikas R. Gupta Company Secretary ¹	Mr. Jeevan Mondkar Company Secretary ²	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.49	0.23	12.72
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	12.49	0.23	12.72

1. Mr. Vikas Gupta ceased to be Company Secretary effective December 1, 2018
2. Mr. Jeevan Mondkar was appointed as Company Secretary effective December 10, 2018

vii. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offence during the year ended December 31, 2018.