

	MERCK LTD
Period of Postal Ballot	02-03-2019 to 31-03-2019
Total number of shareholders on record date	31821
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
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)	SPECIAL - Approval for continuation of present tenure of directorship of Mr. Suresh Talwar DIN 00001456 as Non-Executive Independent Director of the Company, i.e. upto April 7, 2020, notwithstanding that he has attained the age of 75 years							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	19,72,516	4,74,248	24.0428	4,41,866	32,382	93.1719	6.8280
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,74,248	24.0428	4,41,866	32,382	93.1719	6.8281
Public- Non Institutions	E-Voting	60,25,795	1,80,614	2.9973	1,78,771	1,843	98.9795	1.0204
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		16,454	0.2731	16,158	296	98.2010	1.7989
	Total		1,97,068	3.2704	1,94,929	2,139	98.9146	1.0854
	Total	1,65,99,382	92,72,387	55.8598	92,37,866	34,521	99.6277	0.3723



Report of Scrutinizer on
E-Voting and Postal Ballot Process
MERCK LIMITED
(L99999MH1967PLC013726)

Scrutinizer:
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Saraf and Associates
(Company Secretaries)
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Dadar East, Mumbai 400022
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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 02/04/2019

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 27.02.2019 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 27th February, 2019 along with the Explanatory Statement under Section 102 of the Act and the Postal Ballot forms were dispatched by 1st March, 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 22nd February, 2019 who were entitled to vote on the proposed resolution number 1 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 Saturday, March 2, 2019 at 9:00 a.m. (IST) and ended on Sunday, March 31, 2019 at 5:00 p.m. (IST) for both Physical ballots as well as for E-voting platform.
- On March 31, 2019 at 5:01 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 received on Sunday, March 31, 2019 at 5:00 p.m. (IST) at 5:00 p.m. (IST) 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 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. Continuation of present tenure of directorship of Mr. Suresh Talwar, who is above 75 years of age, as a Non-Executive Independent Director (**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	199	9,255,933
Less: Total Number of Invalid Votes	-	
Total Number of Valid Votes (A)	199	9,255,933

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	99	16,738
Less: Total Number of Invalid Votes	3	284
Total Number of Valid Votes (B)	96	16,454

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	298	9,272,671
Less: Total Number of Invalid Votes	3	284
Total Number of Valid Votes (A+B)	295	9,272,387

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	166	9,221,708	99.6302
Postal Ballot	85	16,158	98.2010
Combined	251	9,237,866	99.6277

2. Voted in Against the resolution:

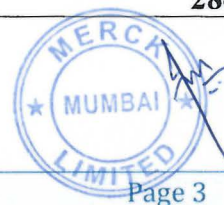
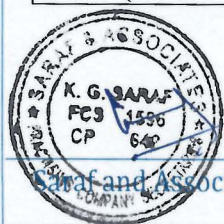
Mode of Voting	Number of Members who voted	Number of Equity Shares	% of Total Number of Valid Votes Cast.
E- voting	33	34,225	0.3698
Postal Ballot	11	296	1.7990
Combined	44	34,521	0.3723

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	3	284
B.R/Power of Attorney/Authority letter not Received		
Total (II)	3	284
Total (Combined) (I+II)	3	284



- 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,

For Saraf and Associates
(Company Secretaries)

Kamalax G Saraf



Membership No : 1596

COP No : 642

Date : 02.04.2019

Place : Mumbai



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

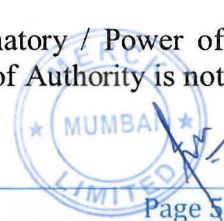
1. The assent or dissent has been given by any other mark, the Postal Ballot paper has been considered.
2. Where the Joint shareholder(s) has/ have signed the Postal Ballot paper instead of first named shareholder; the Vote(s) cast by the joint named shareholders has/have been considered.
3. Shareholder 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 March 31, 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.

