

Notice of Annual General Meeting

NOTICE is hereby given that the Forty-Ninth Annual General Meeting of the Members of Merck Limited will be held on Friday, June 10, 2016 at 3.00 p.m. at the Auditorium One, First Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai- 400079 to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2015, including the audited Balance Sheet as at December 31, 2015, the statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend for the year 2015.
3. To appoint a Director in place of Mr. Brijesh Kapil (DIN: 06949048) who retires by rotation and, being eligible, offers himself for re-appointment.
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 139 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) and the Rules framed thereunder, as amended from time to time, B S R &Co. LLP, Chartered Accountants Firm Registration No: (101248W/W-100022), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. *To consider and, if thought fit, to pass, with or without modification, the following resolution as an 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 Rs. 2,00,000 (Rupee Two Lacs only) plus applicable taxes and out of pocket expenses for conducting audit of the cost records of the Company for the financial year 2016 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 26, 2016 .”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), 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.”

6. *To consider and, if thought fit, to pass, with or without modification, the following as an ORDINARY RESOLUTION:*

“RESOLVED THAT pursuant to the provisions of the Regulation 23 of the SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015(“Listing Regulations”) and other applicable provisions if any, including any statutory modification or re-enactment thereto, approval of the Company be and is hereby accorded to the Board of Directors to enter into agreement or transactions or arrangement with Merck KGaA, Germany, a Related Party, as defined in the Companies Act, 2013 and the Listing Regulations for purchase, sale, import and export of products, services, technical consultancy services, intellectual property rights, royalty, IT services, reimbursement/recovery cost or other obligations, if any, on such terms and conditions as may be mutually agreed upon between the Company and Merck KGaA for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only) during the financial year 2016.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things, and to finalise the terms and conditions as may be necessary to give effect to this Resolution.”

By Order of the Board of Directors

Vikas R. Gupta
General Counsel & Company Secretary

April 30, 2016

Registered Office:

Godrej One, 8th Floor, Pirojshanagar
Eastern Express Highway, Vikhroli (East),
Mumbai – 400 079
Phone Number: 022 6210 9000
CIN: **L99999MH1967PLC013726**
Mumbai,

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.** 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. *Explanatory Statement for the Special Business:* The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Item No.5 & 6 of the Notice is annexed.
4. The relevant details, as required under the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015, of the director seeking appointment/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 Wednesday, June 08, 2016 to Friday, June 10, 2016 both days inclusive) for the purpose of Annual General Meeting.
6. If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or before Friday, July 09, 2016 as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on Tuesday, June 07, 2016;
 - b. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Tuesday, June 07, 2016
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 and 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 205A and 205C of the Companies Act, 1956, 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, 2007 have been transferred to “Investor Education and Protection Fund”. A list of shareholders whose such unclaimed dividend has been transferred is available on Company’s website www.merck.co.in. Members who have not encashed the dividend warrant(s) so far for the year ended December 31, 2008 or any subsequent years are requested to send their claims directly to the Company or to M/s. Karvy Computershare Private Ltd. (hereinafter referred to as ‘Karvy’) whose contact details are given at the end of this notice.

9. *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.
10. *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.
11. 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 Regulations 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, June 03, 2016 (end of the day) being the cut-off date (i.e record date for the purpose of Rule 20(3) (vii) of the Companies (Management and Administration) Rules, 2014) fixed for determining voting rights of members will be entitled to participate in e- voting process.
12. The Annual Report 2015 circulated to the Members of the Company, will be made available on the Company’s website, www.merck.co.in and on the website of the respective stock exchanges at www.bseindia.com & www.nseindia.com
13. All documents referred to in the accompanying Notice and 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 49th Annual General Meeting.
14. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the Financial Year 2015 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

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Listing regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (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).
- II. 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.
- III. 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.
- IV. The remote e-voting period commences on June 07, 2016 (9:00 am) and ends on June 09, 2016 (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 of June 03, 2016, 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.

NOTE: The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “Merck.remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and

password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Name of the company".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@sarafassociates.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the

downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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, June 03, 2016.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.. However, if you are already registered with NSDL for remote e-voting then you can use re-set your password by using “Forget User Details/Password” option available on www.evoting.nsdl.com

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” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. 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.
- XII. Mr. K.G. Saraf of Saraf & Associates, Practicing Company Secretaries , (Membership No. FCS:1596) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIII. 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 “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”

- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company, www.merck.co.in 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 shall 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 Annual General Meeting 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. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting.
2. Pursuant to Section 101 of the Act read with applicable rules, the Annual report for the year 2015 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 year 2015 is being sent by permitted mode of communication.
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) *Register your email id using our website:* To register your Email ID for the above purpose you may log on to our website www.merck.co.in and on the 'Investors' page you will find an option of registration for Green Initiative. or
 - c) *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.
4. Members holding shares in dematerialised form are requested to intimate all changes pertaining 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.
 5. 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

Manager – Legal & Secretarial Department

Godrej One, 8th Floor, Pirojshanagar

Eastern Express Highway, Vikhroli (East),

Mumbai – 400 079

Phone: 022-6210 9136

Email: jeevan.mondkar@merckgroup.com

Karvy Computershare Private Limited

Unit – Merck Limited

Karvy Selenium, Tower B, Plot 31-32, Gachibowli,

Financial District, Nanakramguda,

Hyderabad - 500032 Phone: +91 040 23420814 Email: tanveer.momin@karvy.com

**EXPLANATORY STATEMENT:
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No: 5

The Board of Directors in its meeting held on February 26, 2016, on the recommendation of the Audit Committee had appointed M/s. Joshi Apte and Associates, Cost Accountants and recommended a remuneration of Rs.2,00,000 (Rupees Two lakhs 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 year 2016. 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 under Section 148 of the Companies Act, 2013 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.

The Board recommends the resolution set forth at item No. 5 of the Notice for approval of the Members of the Company.

Item No: 6

The Company, inter-alia, is engaged in the business of manufacturing, marketing, trading, distribution, imports, exports of pharmaceutical and chemical products. The Company in its ordinary course of business purchase, sale, import, export various products and services from and to Merck KGaA and its various affiliates, subsidiaries, associates companies.

Merck KGaA is a 'Related Party' within the meaning of section 2(76) of the Companies Act, 2013 and Regulation 2 (zb) of the Listing Regulations.

The aggregate value of the total transaction of purchase, sale, import and export of products, services, technical consultancy services, intellectual property rights, royalty, IT services, reimbursement/recovery cost or other obligations with Merck KGaA may exceed the materiality threshold i.e. 10% of the annual turnover of the Company, therefore, in terms of provisions of Listing Regulations, the Company would require the approval of the members by way of an ordinary resolution. The estimated aggregate value of the transactions with Merck KGaA may be approximately Rs. 200 crores during the financial year 2016.

These transactions with Merck KGaA are in the ordinary course of business of the Company and will be on arms length basis, the Audit Committee in its meeting held on February 26, 2016, subject to approval by the shareholders, has accorded omnibus approval for entering into such transactions.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set forth at item No. 6 of the Notice for approval of the Members of the Company.

By Order of the Board of Directors

Vikas R. Gupta
General Counsel & Company Secretary

Mumbai, April 30, 2016

Registered Office:

**Godrej One, 8th Floor,
Pirojshanagar,
Eastern Express Highway,
Vikhroli (East)
Mumbai – 4000 79**

CIN: L99999MH1967PLC013726

Details of Director Seeking Appointment /Re-appointment at the Annual General Meeting

Particulars	Mr. Brijesh Kapil
Date of Birth	22 nd October, 1960
Date of Appointment	05 th February, 2015
Qualifications	<ul style="list-style-type: none">• PGDM – MBA (IIM-A) Post Graduate in Business Management from Indian Institute of management – Ahmedabad with majors in Marketing. Rank 25/162• Ph.D (Business Administration) Consumer Behaviour from BRA (Agra University)
Expertise in specific functional areas	Sales and Marketing experience in FMCG, Pharmaceuticals, OTC and Agro experience in India, Europe & Africa with Indian Companies and MNC's.
Directorship held in other public companies (excluding foreign companies and section 8 companies)	NIL
Membership / Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Number of shares held in the company	NIL