

# Merck Limited

Corporate Identity Number (CIN): L99999MH1967PLC013726

## Registered Office:

Godrej One, 8<sup>th</sup> Floor, Pirojshanagar, Eastern Express Highway,  
Vikhroli – East, Mumbai, Maharashtra – 400079, India  
Phone: +91 22 6210 9000, FAX: +91 22 6210 9999  
Email id: [investorgrievance.im@pg.com](mailto:investorgrievance.im@pg.com); Website: [www.merck.co.in](http://www.merck.co.in)

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 and applicable Rules made thereunder)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended from time to time, including any statutory modification or re-enactment thereof for the time being in force, seeking approval of the Members for continuation of present tenure of directorship of Mr. Suresh Talwar, who is above 75 years of age, as Non-Executive Independent Director.

The Board of Directors of the Company (“the **Board**”) has appointed Saraf & Associates, Practicing Company Secretary (Proprietor – K G Saraf) as the scrutinizer (“**Scrutinizer**”) for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and the provisions of Sections 108 and 110 of the Act, read with the Rule 20 and 22 of the Rules, the Company is offering to its Members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“**NSDL**”) for facilitating e-voting in order to enable the Members to cast their votes electronically instead of dispatching a postal ballot form.

Members are requested to carefully read the instructions printed on the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach Karvy Fintech Private Limited (“the **RTA**”) at the address given below and also printed on the self-addressed envelope not later than the close of working hours i.e. 5 p.m. (IST) on **Sunday, March 31, 2019**. The postal ballot form may also be deposited personally at the address given on the Business Reply Envelope. The postal ballot form, if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted.

Postal ballot forms received after the close of working hours i.e. 5 p.m. (IST) on Sunday, March 31, 2019 will be treated as if no reply has been received from the Member. E-voting will be blocked by the NSDL at 5:01 p.m. (IST) on **Sunday, March 31, 2019** and e-voting shall not be allowed beyond the said date and time.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the notes to this postal ballot notice. References to postal ballot(s) in this postal ballot notice include votes received electronically.

Members’ consent is requested for the proposal contained in the resolution appended below. An explanatory statement pursuant to Section 102 of the Act setting out all material facts and reasons for the proposed resolution is annexed hereto for your consideration.

**Continuation of present tenure of directorship of Mr. Suresh Talwar, who is above 75 years of age, as a Non-Executive Independent Director**

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT, in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded 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.”

By Order of the Board of Directors

For **Merck Limited**

Jeevan Mondkar  
Company Secretary

**February 27, 2019**  
**Mumbai**

**Notes:**

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Act, setting out the material facts and reasons for the proposed resolution above, is appended herein below along with the postal ballot form for your consideration.
2. The postal ballot notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on February 22, 2019. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the member(s) as on the said date. A person who is not a member as on the relevant date should treat this postal ballot notice for information purposes only.
3. Members who have registered their email IDs for receipt of documents in electronic form are being sent the postal ballot notice by e-mail to their email IDs registered with their depository participants / the Company's registrar and share transfer agent. Members who receive the postal ballot notice by e-mail and who wish to vote through physical postal ballot form can download the same from the website of the Company ([www.merck.co.in](http://www.merck.co.in)). For members whose email IDs are not registered, physical copies of this postal ballot notice are being sent by registered post, speed post or courier along with a postal ballot form and a postage-prepaid self-addressed business reply envelope. Alternatively, a Member may write to the Company's share registrar and transfer agent, Karvy Fintech Private Limited (“the **RTA**”) for obtaining a duplicate postal ballot form.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
5. Members can opt for only one mode of voting i.e. either by postal ballot or through e-voting. In cases where members cast their votes through both modes, votes cast electronically (e-voting) shall be treated as valid and votes cast through postal ballot forms will be treated as invalid.
6. Members who have not registered their e-mail ID are requested to register the same with the Company's registrar and share transfer agent / depositories in order to receive the Company's Annual Report and other communications electronically in future.
7. The Scrutinizer will submit his report to the Chairman of the Board or any person authorized by him after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any person authorized by him, on or before Tuesday, April 2, 2019. The results along with the report of the Scrutinizer shall be displayed on the Company's website, the website of NSDL and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Sunday, March 31, 2019 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.
8. This postal ballot notice is also placed on the website of the Company: ([www.merck.co.in](http://www.merck.co.in)) and on the website of NSDL.

9. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended; and (ii) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the Members of the Company and the business may be transacted through electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically. A Member may avail of this facility at his / her discretion as per the instructions provided herein.
10. The e-voting period shall commence on Saturday, March 2, 2019 at 9:00 a.m. (IST) and end on Sunday, March 31, 2019 at 5:00 p.m. (IST). The e-voting will be blocked by NSDL thereafter. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date, i.e. February 22, 2019, may cast their vote electronically.
11. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
12. The instructions for Members for e-voting are as under:

### **E-VOTING INSTRUCTIONS**

#### **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.
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 110524 then user ID is 110524001***

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 [merckpb2019@sarafandassociates.com](mailto:merckpb2019@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)

**By order of the Board of Directors  
For Merck Limited**

**Sd/-  
Jeevan Mondkar  
Company Secretary**

**Mumbai, February 27, 2019**

#### **Registered Office:**

Godrej One, 8<sup>th</sup> Floor, Pirojshanagar, Eastern Express Highway,  
Vikhroli – East, Mumbai,  
Maharashtra – 400079, India  
Website: [www.merck.co.in](http://www.merck.co.in)

#### **Registrar and Share Transfer Agent**

Karvy Fintech Private Limited,  
Karvy Selenium Tower B,  
Plot 31-32,  
Gachibowli Financial District,  
Nanakramguda, Hyderabad – 500032  
Phone No. +91 40 6716 2222, Fax No. +91 40 2342 0814  
Toll Free No. 1800-3454-001  
Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
Website: [www.karvyfintech.com](http://www.karvyfintech.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

**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**

At the 48<sup>th</sup> Annual General Meeting held on April 8, 2015, an Ordinary Resolution was passed by the Members of the Company according approval for appointment of Mr. Suresh Talwar as Non-Executive Independent Director for a period of five years effective April 8, 2015. Mr. Talwar will complete his present term on April 7, 2020. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Independent Director beyond the age of 75 years. Mr. Talwar has attained the age of 75 years.

Mr. Suresh Talwar is a graduate in Commerce, LLB and a solicitor. He served as Senior Partner and Advisor of Crawford Bayley & Company for nearly 30 years. He is one of the founding partners of the law firm Talwar, Thakore & Associates. He has vast experience, specializing in corporate law dealing specifically with mergers and acquisitions, corporate taxation, foreign exchange laws, international issues of Indian securities and real estate laws among others. He is a Director on the Boards of several prominent companies in India. Considering the rich experience and expertise of Mr. Talwar and his valuable contribution towards the Company, the Nomination & Remuneration Committee ("the Committee") and the Board of Directors of the Company ("the Board") at their respective meetings held on February 27, 2019 recommended the continuation of Mr. Talwar's present tenure of appointment as Non-Executive Independent Director i.e. up to April 7, 2020, on the existing terms and conditions notwithstanding that he has attained the age of 75 years.

The Board recommends passing of the Special Resolution at item no. 1.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Suresh Talwar, are concerned or interested, financially or otherwise, in this item.

**Details of Director proposed to be appointed**

Resolution / Item No.	1
<b>Name of Director</b>	<b>Mr. Suresh Talwar</b>
Age	81 years
Date of Birth	21/11/1937
Date of appointment on the Board	17/05/1984
Qualification / Expertise in specific field	B. Com, L.L.B, Solicitor
Names of other Companies in which he holds Directorships	<ol style="list-style-type: none"> <li>1. Elantas Beck India Limited</li> <li>2. Sonata Software Limited</li> <li>3. Syngene International Limited</li> <li>4. Samson Maritime Limited</li> <li>5. Johnson &amp; Johnson Private Limited</li> <li>6. Chowgule And Company Private Limited.</li> <li>7. True North Fund Trusteeship Private Limited</li> <li>8. Swiss Re Global Business Solutions Indiaprivate Limited</li> <li>9. True North Trusteeship Private Limited</li> <li>10. Rediffusion Brand Solutions Private Limited</li> <li>11. Aditya Birla Sun Life Trustee Private Limited</li> <li>12. True North Fund Trusteeship Entity Private Limited</li> </ol>
Companies in which he is a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager	Nil
Chairman / Member of the Committee(s) of the Board of Directors of the Company	Chairman- <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Stakeholder Relationship Committee</li> </ol> Member- <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee</li> </ol>
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Audit Committee: <ol style="list-style-type: none"> <li>1. Aditya Birla Sun Life Trustee Private Limited</li> <li>2. Sonata Software Limited</li> <li>3. Syngene International Limited</li> </ol> Nomination & Remuneration Committee: <ol style="list-style-type: none"> <li>1. Sonata Software Limited (Chairman)</li> <li>2. Syngene International Limited</li> <li>3. Samson Maritime Limited</li> </ol> Stakeholder Relationship Committee: <ol style="list-style-type: none"> <li>1. Syngene International Limited (Chariman)</li> </ol> CSR Committee: <ol style="list-style-type: none"> <li>1. Sonata Software Limited</li> <li>2. Syngene International Limited</li> </ol>
Number of Meetings of the Board attended during the year (January 2018 to date)	Attended 9 out of 9 Board meetings held since January 2018 to date
Shareholding in the Company	5914
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None

