

Details of the Agenda:

ORDINARY BUSINESS:

1. *Adoption of Audited Financial Statements, Directors' Report and Auditors' Report for the year ended 31 December 2016.*

Resolution required: Ordinary

Mode of voting: Poll/ remote e-Voting (Resolution passed with requisite majority)

2. *Declaration of Dividend for the financial year 2016.*

Resolution required: Ordinary

Mode of voting: Poll/ remote e-Voting – (Resolution was passed with requisite majority)

3. Appointment of Director in place of Mr. N. Krishnan (DIN: 01027659) who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required: Ordinary

Mode of voting: Poll/ remote e-Voting (Resolution was passed with requisite majority)

4. Appointment of Statutory Auditor, M/s Haribhakti & Co, LLP, Chartered Accountants, Firm Registration No: 103523W/W100048 in place of retiring auditor, M/s BSR & Co. LLP, Chartered Accountants and fixation of remuneration of Statutory Auditors.

Resolution required: Ordinary

Mode of voting: Poll/remote e-Voting – (Resolution was passed with requisite majority)

SPECIAL BUSINESS:

5. Re-appointment of Mr. Anand Nambiar as the Managing Director of the Company for a further period of five years from October 01, 2017 until September 30, 2022.

Resolution required: Ordinary

Mode of voting: Poll/ remote e-Voting – (Resolution was passed with requisite majority)

6. Re-appointment of Mr. N Krishnan as the Executive Director of the Company for a further period of five years from October 22, 2017 until October 21, 2022.

Resolution required: Ordinary

Mode of voting: Poll/ remote e-Voting – (Resolution was passed with requisite majority)

7. Fixing the remuneration of Cost Auditors.

Resolution required: Ordinary

Mode of voting: Poll/ remote e-Voting – (Resolution was passed with requisite majority)

8. Approving the related party transactions/arrangements with Merck KGaA

Resolution required: Ordinary

Mode of voting: Poll/ remote e-Voting – (Resolution was passed with requisite majority)

Combined Report of Scrutinizer on

Remote E-Voting and Poll

MERCK LIMITED

(L99999MH1967PLC013726)

Scrutinizers:

**M/s. Shah Patel & Associates
(Practising Company Secretaries)**

198/A, Jaya Niwas CHS,

Jain Society, Sion West,

Mumbai - 400 022

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Website – www.spassociates.co

01.06.2017

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

Ref : 50th Annual General Meeting of the members of **MERCK LIMITED** held on Wednesday, May 31, 2017 at 3.00 P.M. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besent Road, Worli, Mumbai 400 018

Dear Sir,

I, Isha Shah, Practising Company Secretary, Partner of M/s. Shah Patel & Associates Company Secretaries, Mumbai, was appointed as the Scrutinizer by:

- The Board of Directors of **M/s MERCK LIMITED** vide resolution dated 21st April, 2017, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014, for scrutinizing the process of remote e-voting held between May 28, 2017 (9:00 am) and May 30, 2017 (5:00 pm).
- The Chairman of the Annual General Meeting (AGM) for Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 50th Annual General Meeting of the members of **MERCK LIMITED** held on Wednesday, May 31, 2017 at 3.00 P.M. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besent Road, Worli, Mumbai 400 018.

The Management of the Company assumes complete responsibility of ensuring compliance of Sections 108 & 109 of the Companies Act, 2013, read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 as may be necessary and the Listing Obligation Disclosure Requirements, 2015 relating to the remote e-voting and poll process.

The Notice dated April 21, 2017 for convening Annual General Meeting (AGM) of the Company along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 were sent to all the Shareholders through emails as made available by RTA and also had sent out the physical notices and annual report through courier in respect of the below mentioned resolutions to be passed at the said Annual General Meeting of the Company. The Notice was also uploaded on the website of the company.



Remote E-voting

- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting Remote E-voting by the Shareholders of the Company.
- The Shareholders of the Company holding shares as on the "cutoff" date **May 24, 2017** were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 8 in the Notice of the AGM of M/s MERCK LIMITED.
- The voting period for remote E-voting remained open from 9.00 a.m. on 28th May, 2017 to 5.00 p.m. on 30th May, 2017 and the National Securities Depository Limited (NSDL) e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked after the conclusion of the Annual General Meeting in the presence of Mr. Swapneel Patel and Ms. Jinal Vora who are not in the employment of the Company. **(Declaration I Attached)**
- Only the Votes cast by Corporate/Institutional Members who have emailed the scanned certified true copy of Board Resolution/Power of Attorney/Authority letter etc at email ID isha@spassociates.co , 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.

Poll

- The Company has availed Poll facility from Karvy Computershare Private Limited, their Register and Share Transfer Agents for enabling the shareholders to vote at the AGM Venue.
- After the time fixed for closing of the poll by the chairman, the ballot box kept for polling was locked in my presence.
- The locked ballot box were subsequently opened in my presence and under the witness of Mr. Swapneel Patel and Ms. Jinal Vora who are not in the employment of the Company and poll papers were diligently scrutinized. **(Declaration II Attached)**
- The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

As a scrutinizer of the process, my responsibility is restricted to ensure the process to be carried on in fair manner and to report on the votes cast in 'Favour' and 'Against' the resolutions.

Based on the information furnished by M/s. Karvy Computershare Private Limited, the Company's Registrars and Share Transfer Agents, on the Poll conducted at the AGM Venue and based on the data downloaded from the Official website of National Securities Depository Limited (NSDL) for the Remote E-voting process, we now submit a combined report on **Remote E-voting and Poll as under:**



Item No 1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended December 31, 2016, together with the reports of the Board of Directors and Auditors thereon.

Remote E-Voting.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	76	1,02,18,963
Less: Total Number of Invalid Votes	5	33,891
Total Number of Valid Votes (A)	71	1,01,85,072

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	72	2,243
Less: Total Number of Invalid Votes	3	274
Total Number of Valid Votes (B)	69	1,969

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	148	1,02,21,206
Less: Total Number of Invalid Votes	8	34,165
Total Number of Valid Votes (A+B)	140	1,01,87,041

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	69	1,01,57,824	99.73
Poll	66	1,961	99.59
Combined (E-Voting & Poll)	135	1,01,59,785	99.73

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	2	27,248	0.27
Poll	3	8	0.41
Combined (E-Voting & Poll)	5	27,256	0.27

3. Invalid Votes

Remote E-Voting.

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	5	33,891
Total (I)	5	33,891

Poll.

Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	2	255
Not voted	1	19
Total (II)	3	274
Total (Combined) (I+II)	8	34,165



Item No 2. To declare dividend for the year 2016.**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	77	1,02,19,820
Less: Total Number of Invalid Votes	5	33,891
Total Number of Valid Votes (A)	72	1,01,85,929

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	72	2,243
Less: Total Number of Invalid Votes	3	274
Total Number of Valid Votes (B)	69	1,969

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	149	1,02,22,063
Less: Total Number of Invalid Votes	8	34,165
Total Number of Valid Votes (A+B)	141	1,01,87,898

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	72	1,01,85,929	100.00
Poll	67	1,962	99.64
Combined (E-Voting & Poll)	139	1,01,87,891	99.9999

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	0	0	0
Poll	2	7	0.36
Combined (E-Voting & Poll)	2	7	0.0001

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	5	33,891
Total (I)	5	33,891

Poll.

Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	2	255
Not voted	1	19
Total (II)	3	274
Total (Combined) (I+II)	8	34,165

Item No 3. To appoint a Director in place of Mr. N. Krishnan (DIN: 01027659) who retires by rotation and, being eligible, offers himself for re-appointment.

Remote E-Voting.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	77	1,02,19,820
Less: Total Number of Invalid Votes	5	33,891
Total Number of Valid Votes (A)	72	1,01,85,929

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	72	2,243
Less: Total Number of Invalid Votes	3	274
Total Number of Valid Votes (B)	69	1,969

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	149	1,02,22,063
Less: Total Number of Invalid Votes	8	34,165
Total Number of Valid Votes (A+B)	141	1,01,87,898

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	68	1,01,84,892	99.98
Poll	66	1,961	99.59
Combined (E-Voting & Poll)	134	1,01,86,153	99.98

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	4	1,737	0.02
Poll	3	8	0.41
Combined (E-Voting & Poll)	7	1,745	0.02

3. Invalid Votes

Remote E-Voting.

Reason for Invalidity	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	5	33,891
Total (I)	5	33,891

Poll.

Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	2	255
Not voted	1	19
Total (II)	3	274
Total (Combined) (I+II)	8	34,165



Item No 4. To consider appointment of M/s. Haribhakati & Co. LLP, Chartered Accountants Firm Registration No: (103523W/W100048) as Auditors of the Company in place of the retiring auditors M/s B.S.R. & Co. LLP to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 55th AGM of the Company subject to ratification by members every year.

Remote E-Voting.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	77	1,02,19,820
Less: Total Number of Invalid Votes	5	33,891
Total Number of Valid Votes (A)	72	1,01,85,929

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	72	2,243
Less: Total Number of Invalid Votes	3	274
Total Number of Valid Votes (B)	69	1,969

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	149	1,02,22,063
Less: Total Number of Invalid Votes	8	34,165
Total Number of Valid Votes (A+B)	141	1,01,87,898

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	67	1,01,82,265	99.96
Poll	66	1,961	99.59
Combined (E-Voting & Poll)	133	1,01,84,226	99.96

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	5	3,664	0.04
Poll	3	8	0.41
Combined (E-Voting & Poll)	8	3,672	0.04

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	5	33,891
Total (I)	5	33,891

Poll.

Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	2	255
Not voted	1	19
Total (II)	3	274
Total (Combined) (I+II)	8	34,165



Item No 5. To consider re-appointment of Mr. Anand Nambiar (DIN: 02006594) as the Managing Director of the Company for a further period of five years from October 01, 2017 until September 30, 2022. (Special Business)

Remote E-Voting.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	76	1,02,18,963
Less: Total Number of Invalid Votes	5	33,891
Total Number of Valid Votes (A)	71	1,01,85,072

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	72	2,243
Less: Total Number of Invalid Votes	3	274
Total Number of Valid Votes (B)	69	1,969

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	148	1,02,21,206
Less: Total Number of Invalid Votes	8	34,165
Total Number of Valid Votes (A+B)	140	1,01,87,041

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	67	1,01,57,792	99.73
Poll	66	1,961	99.59
Combined (E-Voting & Poll)	133	1,01,59,753	99.73

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	4	27,280	0.27
Poll	3	8	0.41
Combined (E-Voting & Poll)	7	27,288	0.27

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	5	33,891
Total (I)	5	33,891

Poll.

Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	2	255
Not voted	1	19
Total (II)	3	274
Total (Combined) (I+II)	8	34,165



Item No 6. To consider reappointment of Mr. N Krishnan (DIN: 01027659) as the Executive Director of the Company for a further period of five years from October 22, 2017 until October 21, 2022 (Special Business)

Remote E-Voting.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	76	1,02,18,963
Less: Total Number of Invalid Votes	5	33,891
Total Number of Valid Votes (A)	71	1,01,85,072

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	72	2,243
Less: Total Number of Invalid Votes	3	274
Total Number of Valid Votes (B)	69	1,969

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	148	1,02,21,206
Less: Total Number of Invalid Votes	8	34,165
Total Number of Valid Votes (A+B)	140	1,01,87,041

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	65	1,01,57,767	99.73
Poll	66	1,961	99.59
Combined (E-Voting & Poll)	131	1,01,59,728	99.73

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	6	27,305	0.27
Poll	3	8	0.41
Combined (E-Voting & Poll)	9	27,313	0.27

3. Invalid Votes

Remote E-Voting.

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	5	33,891
Total (I)	5	33,891

Poll.

Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	2	255
Not voted	1	19
Total (II)	3	274
Total (Combined) (I+II)	8	34,165



Item No 7. To consider 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 2017 to, M/s. Joshi Apte & Associates, Cost Accountants Firm Registration No: 00240 (Special Business)

Remote E-Voting.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	77	102,19,820
Less: Total Number of Invalid Votes	5	33,891
Total Number of Valid Votes (A)	72	101,85,929

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	72	2,243
Less: Total Number of Invalid Votes	3	274
Total Number of Valid Votes (B)	69	1,969

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	149	102,22,063
Less: Total Number of Invalid Votes	8	34,165
Total Number of Valid Votes (A+B)	141	101,87,898

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	70	101,85,399	99.99
Poll	65	1,959	99.49
Combined (E-Voting & Poll)	135	101,87,358	99.99

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	2	530	0.01
Poll	4	10	0.51
Combined (E-Voting & Poll)	6	540	0.01

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	5	33,891
Total (I)	5	33,891

Poll.

Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	2	255
Not voted	1	19
Total (II)	3	274
Total (Combined) (I+II)	8	34,165



Item No 8. To consider to enter into agreement or transactions or arrangement with Related Party Merck KGaA, Germany (Special Business)**Remote E-Voting.**

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means	77	102,19,820
Less: Total Number of Invalid Votes	8	86,33,115
Total Number of Valid Votes (A)	69	15,86,705

Poll.

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	72	2,243
Less: Total Number of Invalid Votes	3	274
Total Number of Valid Votes (B)	69	1,969

Remote E-Voting and Poll (Combined)

Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Electronic means and Poll	149	102,22,063
Less: Total Number of Invalid Votes	11	86,33,389
Total Number of Valid Votes (A+B)	138	15,88,674

1. Voted in Favour of the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	66	15,86,653	99.99
Poll	66	1,961	99.59
Combined (E-Voting & Poll)	132	15,88,614	99.99

2. Voted in Against the resolution:

Mode of Voting	Number of Members who voted / Polled	Number of Equity Shares	% of Total Number of Valid Votes Cast.
Remote E- voting	3	52	0.01
Poll	3	8	0.41
Combined (E-Voting & Poll)	6	60	0.01

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

Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	5	33,891
Related party to the transaction	3	85,99,224
Total (I)	8	86,33,115

Poll.

Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	2	255
Not voted	1	19
Total (II)	3	274
Total (Combined) (I+II)	11	86,33,389



- In cases where Votes are casted in both, Remote E-voting and Poll at the AGM, only the votes casted in E-voting are taken into account in respect of such shareholder.
- The aforesaid combined report is computed on the basis of Acceptance and Rejection as annexed herewith, which forms an integral part of this Report.
- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR"/"AGAINST" and those whose votes were declared invalid for each resolution is enclosed herewith.
- The relevant records relating to remote E- Voting and Poll were sealed and handed over to **Mr. Vikas R. Gupta**, authorized by the Board for safe keeping.
- The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting after which the same will be handed over to the Company for safe keeping.
- You may accordingly declare the result of voting.

Thanking you,
Yours faithfully,
For M/s. Shah Patel & Associates
(Company Secretaries)



Name of Partner: Isha Shah
Membership No: 35253
COP No: 15201



For SHAH PATEL & ASSOCIATES

Date : 01.06.2017
Place : Mumbai.



Partner

Annexure**A. Basis of Acceptance****I. Physical Polling Papers.**

1. The assent or dissent has been given by any other mark, the Poll Paper has been considered.
2. Where the Joint shareholder(s) has/ have signed the Poll 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 Poll, then Voting done through e-Voting has been considered and Voting done through Poll 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. Physical Polling Papers.**

1. Shareholder has not put any mark on either assent or dissent.
2. Poll paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs with that of the signature in the Poll Papers.
4. The specimen signature of the beneficial owner is not provided to the Registrar and Share Transfer Agent by the Depositories and consequently there is no way to verify the signature with the specimen.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.



6. In case where a Poll Paper has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority not provided to the Company/ Registrar and Share Transfer Agent.
7. The Poll 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 both Shareholder and Proxy have signed and deposited the Poll Paper, the Poll Paper of the Proxy has been rejected and treated as invalid.
9. If the Name of the Person is not found in the Register of Members or Proxy Register or as an Authorised Representative of the Body Corporate, the Poll Paper has been rejected and treated as invalid.
10. If the Identity of the Person Voting is not known and there is no other way to trace his/her Identity due to incomplete Poll Paper, then the Poll paper has been rejected and treated as invalid.
11. If the Shareholder has voted both in e-Voting and Poll, then Voting done through e-Voting has been considered and voting done through Poll has been treated as Invalid.

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 Board Resolution/Power of Attorney/Authority letter etc at email ID isha@spassociates.co , 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 valid.
2. Board Resolution / Authority Letter / Power of Attorney, etc. do not grant power in favour of the person who has exercised voting right.



Declaration I

(Unblocking of votes cast through Remote E-Voting)

We, **Mr. Swapneel Patel** and **Ms. Jinal Vora** hereby state that the Excel Sheet containing the Results of Remote E-Voting of **MERCK LIMITED** ("the Company") for the **50th Annual General Meeting** of the Company held on Wednesday, **May 31st, 2017** at 3.00 P.M. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018 were unblocked from the website of M/s. National Securities Depository Limited i.e. www.evoting.nsdl.com and opened in our presence as required under Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

Witness 1

Swapneel Patel

Name: **Mr. Swapneel Patel**

Address: **52/6, Bhadran Nagar,
Malad (West), Mumbai - 63**

Witness 2 *J.D. Vora*

Name: **Ms. Jinal Vora**

Address: **WEST VIEW HEIGHTS,
MATUNGA WEST, MUMBAI 16**

Declaration II

(Ballot Box)

We, **Mr. Swapneel Patel** and **Ms. Jinal Vora** hereby state that the Polling Box, in which Equity Shareholders of **MERCK LIMITED** ("the Company") cast their vote by way of Poll at the **50th Annual General Meeting** of the Company held on Wednesday, **May 31st, 2017** at 3.00 P.M. at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besant Road, Worli, Mumbai 400 018, were opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014.

Witness 1

Swapneel Patel

Name: **Mr. Swapneel Patel**

Address: J3/6, Bhadravan Nagar,
Malad (West), Mumbai 63

Witness 2

J.D.Vora

Name: **Ms. Jinal Vora**

Address: WEST VIEW HEIGHTS,
MATUNGA WEST, MUMBAI 16