

### 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
cs@spassociates.co
+91 9870670676/ +91 9769086522
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 21<sup>st</sup> 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 Wednesdyay, May 31, 2017 at 3.00 P.M. at 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 28<sup>th</sup> May, 2017 to 5.00 p.m. on 30<sup>th</sup> 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 <a href="mailto:isha@spassociates.co">isha@spassociates.co</a>, <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or who have uploaded on the website of National Security Depository Limited (NSDL) i.e. <a href="mailto:https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> have been considered valid.

## Pol1

- 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.	

thereon.			
	Remote E		T
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electro		76	1,02,18,963
Less: Total Number of Invalid V		5	33,891
Total Number of Valid Votes (A	<u>()</u>	71	1,01,85,072
	Pol		
Particular	S	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Poll		72	2,243
Less: Total Number of Invalid V		3	274
Total Number of Valid Votes (F	/	69	1,969
	Remote E-Voting an		
Particular	S	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electro		148	1,02,21,206
<u>Less</u> : Total Number of Invalid V		8	34,165
Total Number of Valid Votes (A		140	1,01,87,041
1. Voted in Favour of the			
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	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 re	solution:	N. J. CF.	Of CT (IN I C
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
D	who voted / Polled	Shares	Valid Votes Cast.
Remote E- voting	2 3	27,248	0.27
Poll	5	37.256	0.41
Combined (E-Voting & Poll)	] 3	27,256	0.27
3. Invalid Votes	Remote E	Voting	
	. Kemote E	· voting.	
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Atto	rney/Authority letter		runiber of Shares
not Received	The y/Mathority letter	5	33,891
		5	33,891
Total (I)	Pol		33,891
Already Exercised Remote E-Vo		0	C
Invalid Signature / Signature not	Available	2	
Not voted	, / tvanaule	1	255
		3	19
Total (II)		8	274
Total (Combined) (I+II)		8	34,165

	Remote E-V	Voting.	78.77
Particulars	Kemote E-	Number of Members	Number of Equity Shares
T the total to		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electroni	c means	77	1,02,19,820
Less: Total Number of Invalid Vo		5	33,891
Total Number of Valid Votes (A)		72	1,01,85,929
	Poll.		
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Poll		72	2,243
ess: Total Number of Invalid Vo	otes	3	274
Total Number of Valid Votes (B)		69	1,969
	Remote E-Voting and	l Poll (Combined)	
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron		149	1,02,22,063
Less: Total Number of Invalid V		8	34,165
Total Number of Valid Votes (A		141	1,01,87,898
1. Voted in Favour of the			l ~ cm · lN · l·····f
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	Valid Votes Cast.
Remote E- voting	72	1,01,85,929	
Poll	67	1,962	
Combined (E-Voting & Poll)	139	1,01,87,891	99.9999
2. Voted in Against the res	solution:	NY 1 CF 't-	% of Total Number of
Mode of Voting	Number of Members	Number of Equity	Valid Votes Cast.
	who voted / Polled	Shares	The second secon
Remote E- voting	0	7	
Poll	2	/	0.30
Combined (E-Voting & Poll)	2	7	0.0001
3. Invalid Votes		<b>X7</b>	
	Remote E	- Young.	Number of Shares
Reason for Invalidation		Number of Votes	INUITION OF SHALES
Board Resolution/Power of Atto	rney/Authority letter		5 33,89
not Received			5 33,89
Total (I)			35,89
	Pol		0
Already Exercised Remote E-Vo	oting		
Invalid Signature / Signature no	t Available		
Not voted			1 1
Total (II)			3 27
Total (Combined) (I+II)			8 34,10

Item No 3. To appoint a Direct library slightly affore himse	tor in place of Mr. N.	Krishnan (DIN: 01027659	9) who retires by rotation
and, being eligible, offers himse	Remote E-	Voting.	
Particulars		Number of Members	Number of Equity Shares
Taticulais		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron	ic means	77	1,02,19,820
Less: Total Number of Invalid V	otes	5	33,891
Total Number of Valid Votes (A		72	1,01,85,929
	Poll		
Particulars	3	Number of Members	Number of Equity Shares
	e e	who voted / Polled	(N.V of Rs.10/- Each) 2,243
Total Votes received by Poll		72	2,243
Less: Total Number of Invalid V	otes	3	1,969
Total Number of Valid Votes (B	)	69	1,903
	Remote E-Voting and	d Poll (Combined)	Number of Equity Shares
Particulars	3	Number of Members	(N.V of Rs.10/- Each)
	. 15 11	who voted / Polled 149	1,02,22,063
Total Votes received by Electron	nic means and Poll	8	34,165
Less: Total Number of Invalid V	otes	141	1,01,87,898
Total Number of Valid Votes (A		171	-,-,-
1. Voted in Favour of the	Number of Members	Number of Equity	% of Total Number of
Mode of Voting	who voted / Polled	Shares	Valid Votes Cast.
Demote E voting	68	1,01,84,892	99.98
Remote E- voting Poll	66	1,961	99.59
Combined (E-Voting & Poll)	134	1,01,86,153	99.98
2. Voted in Against the re-	solution:		av* =
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
Mode of Young	who voted / Polled	Shares	Valid Votes Cast.
Remote E- voting	4	1,737	0.02
Poll	3	8	0.4
Combined (E-Voting & Poll)	7	1,745	0.02
3. Invalid Votes			Y III
•	Remote E-		1.2
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Atto	rney/Authority letter	5	33,89
not Received			
Total (I)		5	33,89
	Pol		
Already Exercised Remote E-Vo	ting	0	
Invalid Signature / Signature not	Available	2	25
Not voted		1	1
Total (II)		3	27
Total (Combined) (I+II)		8	34,16

6 | Scrutinizer's Combined Report on Remote E-Voting and Poll of MERCK LIMITED

A35253 CP No. 15201 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.

conclusion of the 55th AGM of	the Company subject	to ratification by member	rs every year.
	Remote E-	Voting.	Y 1 6E ': 6I
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron	ic means	77	1,02,19,820
Less: Total Number of Invalid V		5	33,891
Total Number of Valid Votes (A	)	72	1,01,85,929
	Pol		
Particulars	3	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Poll		72	2,243
Less: Total Number of Invalid V	otes	3	274
Total Number of Valid Votes (B	)	69	1,969
	Remote E-Voting an		
Particulars	3	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	149	1,02,22,063
Less: Total Number of Invalid V	otes	8	34,165
Total Number of Valid Votes (A	(+B)	141	1,01,87,898
1. Voted in Favour of the		goods route	
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	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 re-	solution:		
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	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			
		16	
	Remote E	-Voting.	
Reason for Invalidation	Remote E	-Voting.  Number of Votes	Number of Shares
Reason for Invalidation  Board Resolution/Power of Atto		Number of Votes	
Reason for Invalidation  Board Resolution/Power of Atto not Received			33,891
Board Resolution/Power of Atto		Number of Votes	
Board Resolution/Power of Atto not Received		Number of Votes 5	33,891
Board Resolution/Power of Attonot Received Total (I)	rney/Authority letter	Number of Votes 5	33,891 33,891
Board Resolution/Power of Atto not Received	rney/Authority letter Pol	Number of Votes  5  1.	33,891 33,891
Board Resolution/Power of Attonot Received Total (I)  Already Exercised Remote E-Vo	rney/Authority letter Pol	Number of Votes  5  5  6  0	33,891
Board Resolution/Power of Attonot Received Total (I)  Already Exercised Remote E-Vo Invalid Signature / Signature not	rney/Authority letter Pol	Number of Votes   5   5	33,891 33,891 0 255

Item No 5. To consider re-appoi	ntment of Mr. Anand	Nambiar (DIN: 0200659	04) as the Managing
Director of the Company for a f	urther period of five y	ears from October 01, 2	017 until September 30,
2022. (Special Business)	D	V-4!	
	Remote E-	Number of Members	Number of Equity Shares
Particulars			(N.V of Rs.10/- Each)
		who voted / Polled	1,02,18,963
Total Votes received by Electroni		76	
Less: Total Number of Invalid Vo		5	33,891
Total Number of Valid Votes (A)		71	1,01,85,072
	Poll		0. C. C. C.
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Poll		72	2,243
Less: Total Number of Invalid V	otes	3	274
Total Number of Valid Votes (B)		69	1,969
	Remote E-Voting and	d Poll (Combined)	
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron	ic means and Poll	148	1,02,21,206
Less: Total Number of Invalid V		8	34,165
Total Number of Valid Votes (A	+B)	140	1,01,87,041
1. Voted in Favour of the			
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	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 re	solution:		
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	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 Atto	orney/Authority letter		
not Received		5	33,891
Total (I)		5	33,891
10(11)	Pol	l.	
Already Exercised Remote E-V	oting	0	0
Invalid Signature / Signature no	t Available	2	255
Not voted		1	19
Total (II)		3	274
Total (Combined) (I+II)		8	

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)

Business)	Remote E-	Voting.	
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs. 10/- Each)
Total Votes received by Electron	ic means	76	1,02,18,963
Less: Total Number of Invalid Vo		5	33,891
Total Number of Valid Votes (A)		71	1,01,85,072
12	Poll		
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Poll		72	2,24
Less: Total Number of Invalid V	otes	3	27-
Total Number of Valid Votes (B)	)	69	1,96
	Remote E-Voting and	d Poll (Combined)	· ·
Particulars		Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	148	1,02,21,20
Less: Total Number of Invalid V	otes	8	34,16
Total Number of Valid Votes (A	(+B)	140	1,01,87,04
1. Voted in Favour of the	resolution:		W . CM . 137 1 C
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
· · · · · · · · · · · · · · · · · · ·	who voted / Polled	Shares 1.01.57.767	Valid Votes Cast.
Remote E- voting	65	1,01,57,767	99.7
Poll	66	1,961	99.5
Combined (E-Voting & Poll)	131	1,01,59,728	99.7
2. Voted in Against the re	solution:	33 1 673	Of of Total Number of
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	Valid Votes Cast.
Remote E- voting	6	27,305	0.2
Poll	3	27 313	0.4
Combined (E-Voting & Poll)	9	27,313	0.2
3. Invalid Votes		V-4:	
	Remote E-	- voung.	
		Number of Votes	Number of Shares
Reason for Invalidation	14 1 1	Number of Votes	
Board Resolution/Power of Atto	rney/Authority letter	5	33,89
not Received		5	33,89
Total (I)			1 33,69
	Pol	<b>l.</b>	
Already Exercised Remote E-Vo	oting		25
Invalid Signature / Signature not	t Available	2	1
Not voted		1	
Total (II)		3	
Total (Combined) (I+II)		8	34,16

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)

(Special Business)			
	Remote E	2-Voting.	
Particular	'S	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electro		77	102,19,820
Less: Total Number of Invalid		5	33,891
Total Number of Valid Votes (A	<b>(</b> )	72	101,85,929
	Po	1.	
Particular	S	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Poll		72	2,243
Less: Total Number of Invalid V		3	274
Total Number of Valid Votes (E		69	1,969
	Remote E-Voting an	d Poll (Combined)	
Particular	S	Number of Members	Number of Equity Shares
		who voted / Polled	(N.V of Rs.10/- Each)
Total Votes received by Electron	nic means and Poll	149	102,22,063
Less: Total Number of Invalid \		8	34,165
Total Number of Valid Votes (A		141	101,87,898
1. Voted in Favour of the	resolution:	T. 1 CF :	C - C T- 4-1 No
Mode of Voting	Number of Members	Number of Equity	% of Total Number of
	who voted / Polled	Shares	Valid Votes Cast.
Remote E- voting	70	101,85,399	99.99 99.49
Poll	65	1,959	99.49
Combined (E-Voting & Poll)	135	101,87,358	99.99
2. Voted in Against the re	solution:	Number of Fauity	% of Total Number of
Mode of Voting	Number of Members	Number of Equity Shares	Valid Votes Cast.
	who voted / Polled	530	0.01
Remote E- voting	4	10	0.51
Poll	6	540	0.01
Combined (E-Voting & Poll)	0	340	0.01
3. Invalid Votes	Remote E-	Voting	
	Remote E-	Number of Votes	Number of Shares
Reason for Invalidation	/A Alicaita lattar	Number of votes	Number of Shares
Board Resolution/Power of Attor	rney/Authority letter	5	33,891
not Received		5	33,891
Total (I)	n.II		33,891
	Poll		0
Already Exercised Remote E-Vo	ting	2	255
Invalid Signature / Signature not	Available		19
Not voted		1	
Total (II)		3	274
Total (Combined) (I+II)		8	34.165

Number of Members   Number of Members   Number of Equity Shares	Item No 8. To consider to enter Merck KGaA, Germany (Spec	into agreement or trar ial Business)	nsactions or arrangement	with Related Party
Number of Members who voted / Polled (N.V of Rs.10/- Each)		Remote E-	-Voting.	
Total Votes received by Electronic means   Total Number of Invalid Votes   8   86,33,115	Particulars			Number of Equity Shares
Less: Total Number of Invalid Votes   8   86.33,115			who voted / Polled	
Total Number of Valid Votes (A)   69   15,86,705	Total Votes received by Electronic means		77	102,19,820
Poll.   Particulars			8	86,33,115
Particulars   Number of Members who voted / Polled   72   2,243	Total Number of Valid Votes (A			15,86,705
Total Votes received by Poll				
Less: Total Number of Invalid Votes   3   274		3		
Total Number of Valid Votes (B)   Remote E-Voting and Poll (Combined)   Particulars	Total Votes received by Poll		72	2,243
Number of Members who voted / Polled   Number of Equity Shares (N.V of Rs. 10/- Each)			3	274
Particulars	Total Number of Valid Votes (B			1,969
Total Votes received by Electronic means and Poll   149   102,22,062		Remote E-Voting an		
Less: Total Number of Invalid Votes   11   86,33,389   15,88,674   1   1   1   1   1   1   1   1   1			IC IN EUROPE CONTROL AT THE ROLL OF THE CONTROL OF THE PARTY OF THE PA	Number of Equity Shares (N.V of Rs.10/- Each)
Total Number of Valid Votes (A+B)   138   15,88,674			149	102,22,063
Number of Members who voted / Polled   Number of Equity Shares   Number of Equity Valid Votes Cast.			11	86,33,389
Number of Members   Number of Equity   Shares   Number of Equity   Valid Votes Cast.			138	15,88,674
Who voted / Polled   Shares   Valid Votes Cast.			Y-10-10-10-10-10-10-10-10-10-10-10-10-10-	
Poll	Mode of Voting	A CONTROL OF THE CONT		
Combined (E-Voting & Poll)   132   15,88,614   99.99   2.   Voted in Against the resolution:	Remote E- voting	66	15,86,653	99.99
Number of Members who voted / Polled   Number of Equity Shares   Number of Equity Shares   Number of Valid Votes Cast.	Poll	66	1,961	99.59
Number of Members who voted / Polled   Shares   Shares   Wo f Total Number of Valid Votes Cast.			15,88,614	99.99
Who voted / Polled   Shares   Valid Votes Cast.				
Remote E- voting   3	Mode of Voting			
Poll   3   8   0.4				Valid Votes Cast.
Combined (E-Voting & Poll) 6 6 0 0.0  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 33,89  Related party to the transaction 3 85,99,22  Total (I) 8 86,33,11  Poll.  Already Exercised Remote E-Voting 0  Invalid Signature / Signature not Available 2 25  Not voted 1 26  Total (II) 3 22				0.01
3. Invalid Votes  Reason for Invalidation  Board Resolution/Power of Attorney/Authority letter not Received  Related party to the transaction  Total (I)  Poll.  Already Exercised Remote E-Voting  Invalid Signature / Signature not Available Not voted  Total (II)  3. Number of Votes Number of Shares  5. 33,89  85,99,22  8 86,33,11  Poll.  1. 22				0.41
Reason for Invalidation  Reason for Invalidation  Board Resolution/Power of Attorney/Authority letter not Received  Related party to the transaction  Total (I)  Already Exercised Remote E-Voting  Invalid Signature / Signature not Available  Not voted  Total (II)  Remote E-Voting  Sumber of Votes  Number of Shares  1  33,89  85,99,22  8 8 86,33,11  90  10  11  11  12  13  14  15  16  17  17  18  18  18  18  18  18  18  18		6	60	0.01
Reason for InvalidationNumber of VotesNumber of SharesBoard Resolution/Power of Attorney/Authority letter not Received533,89Related party to the transaction385,99,22Total (I)886,33,11Poll.Already Exercised Remote E-Voting0Invalid Signature / Signature not Available225Not voted12Total (II)327	3. Invalid Votes	D ( D	¥7 .4*	
Board Resolution/Power of Attorney/Authority letter not Received Related party to the transaction Total (I)  Poll.  Already Exercised Remote E-Voting Invalid Signature / Signature not Available Not voted Total (II)  3 3,89  85,99,22  90  1 25  1 25  1 26  Total (II)  3 3 22		Remote E		12-
1	Reason for Invalidation	/A .1 % 1	Number of Votes	Number of Shares
Total (I)   8   86,33,11			5	33,891
Total (I)   8   86,33,11	Related party to the transaction			85,99,224
Already Exercised Remote E-Voting         0           Invalid Signature / Signature not Available         2         25           Not voted         1         3         27           Total (II)         3         27	Total (I)			86,33,115
Invalid Signature / Signature not Available  Not voted  Total (II)  2  2  25  25  27  27  28  29  29  20  20  20  20  20  20  20  20			l.	
Invalid Signature / Signature not Available  Not voted  Total (II)  2  2  25  25  27  27  28  29  29  20  20  20  20  20  20  20  20	Already Exercised Remote E-Voting		0	
Not voted 1 3 2	Invalid Signature / Signature not	Available	2	25
Total (II) 3			1	1
	Total (II)		3	27
	Total (Combined) (I+II)		11	

- 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.

#### 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 shareholder has put tick mark for both assent and dissent without indicating number of shareholder.

- 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.
- 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).

- 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 <u>isha@spassociates.co</u>, <u>evoting@nsdl.co.in</u> or who have not uploaded the same on the website of National Security Depository Limited (NSDL) i.e. <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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 at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besent 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.

Name: Mr. Swapneel Patel

Address: J216, Bhadran Nugar,

Malad (West), Mumbeu -63

Witness 2 J.D. Wara

Name: Ms. Jinal Vora

Address: UST 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 at Sunville Banquets, 3rd Floor, Royal Room, Dr. Annie Besent 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

Expreel Etel Name: Mr. Swapneel Patel

Address:

J3/6, Bhadran Nagar, Malad (west), Mumbai 63

Witness 2

Name: Ms. Jinal Vora

Address: WEST UZEW HEIGHTS, MATUNGA WEST, MUMBAI 16