11 June 2016

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Mumbai – 40 0051

Bombay Stock Exchange Limited
1st Floor, Rotunda Building, Dalal Street Fort
Mumbai - 400 001

Dear Sir,

Sub: Disclosure under Reg.44 of the SEBI Listing Regulations.

We submit herewith the details of the voting results for the 49th Annual General Meeting of the Company held on Friday, 10th June 2016 pursuant to the requirements of Reg. 44 (3) of the SEBI Listing Regulations on the resolutions specified in the notice of the aforesaid Annual General Meeting.

Further, in terms of the Rule 20 (4) of the Companies (Management and Administration) Rule, 2014 the scrutinizers report on the e-voting is enclosed herewith.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **Merck Limited**

Vikas Gupta
General Counsel & Company Secretary

Merck Limited

Registered Office
Godrej One, 8th Floor, Pirojshanagar
Eastern Express Highway, Vikhroli East
Mumbai 400079, India.
Phone +91 22 62109000
Fax +91 22 62109999
www.merck.co.in
CIN: L99999MH1967PLC013726

	MERCK LTD
Date of the AGM/EGM	10-06-2016
Total number of shareholders on record date	34494
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	3
Public:	88
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - Res 1 . To receive, consider and adopt th 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
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8599224	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	2081918	1800851	86.4996	1800851	0	100.0000	0.0000
	Poll	2081918	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2081918	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5918240	5643	0.0953	5643	0	100.0000	0.0000
	Poll	5918240	37987	0.6419	37982	5	99.9868	0.0131
	Postal Ballot (if applicable)	5918240	0	0.0000	00	0	0.0000	0.0000
	Total	16599382	10443705	62.9162	10443700	5	100.0000	0.0000

Resolution required: (Ordinary/ Special)	ORDINARY - Res 2. To declare dividend for the year 2015.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8599224	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	2081918	1800851	86.4996	1800851	0	100.0000	0.0000
	Poll	2081918	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2081918	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5918240	5643	0.0953	5642	1	99.9822	0.0177
	Poll	5918240	37987	0.6419	37985	2	99.9947	0.0052
	Postal Ballot (if applicable)	5918240	0	0.0000	00	0	0.0000	0.0000
	Total	16599382	10443705	62.9162	10443702	3	100.0000	0.0000



Resolution required: (Ordinary/ Special)	ORDINARY - Res 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	2081918	1800851	86.4996	1800851	0	100.0000	0.0000
	Poll	2081918	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2081918	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5918240	5643	0.0953	5604	39	99.3088	0.6911
	Poll	5918240	37868	0.6399	37861	7	99.9815	0.0184
	Postal Ballot (if applicable)	5918240	0	0.0000	00	0	0.0000	0.0000
	Total	16599382	10443586	62.9155	10443540	46	99.9996	0.0004



Resolution required: (Ordinary/ Special)	ORDINARY - Res 4. To consider re-appointment of M/s. BSR & Co. LLP, Chartered Accountants Firm Registration No: (101248W/W-100022) 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8599224	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	2081918	1800851	86.4996	1482742	318109	82.3356	17.6643
	Poll	2081918	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2081918	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5918240	5643	0.0953	5222	421	92.5394	7.4605
	Poll	5918240	37987	0.6419	37976	11	99.9710	0.0289
	Postal Ballot (if applicable)	5918240	0	0.0000	00	0	0.0000	0.0000
	Total	16599382	10443705	62.9162	10125164	318541	96.9499	3.0501



Resolution required: (Ordinary/ Special)	ORDINARY - Res 5. Payment of the 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. (Special Business)							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	8599224	100.0000	8599224	0	100.0000	0.0000
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8599224	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	2081918	1800851	86.4996	1800851	0	100.0000	0.0000
	Poll	2081918	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2081918	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5918240	5643	0.0953	5243	400	92.9115	7.0884
	Poll	5918240	37868	0.6399	37857	11	99.9709	0.0290
	Postal Ballot (if applicable)	5918240	0	0.0000	00	0	0.0000	0.0000
	Total	16599382	10443586	62.9155	10443175	411	99.9961	0.0039



Resolution required: (Ordinary/ Special)	ORDINARY - Res 6. Approving the related party transactions/arrangements with Merck KGaA. (Special Business)							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8599224	0	0.0000	00	0	0.0000	0.0000
	Poll	8599224	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8599224	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	2081918	1800851	86.4996	1800851	0	100.0000	0.0000
	Poll	2081918	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2081918	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	5918240	5411	0.0914	4807	604	88.8375	11.1624
	Poll	5918240	37981	0.6418	37971	10	99.9736	0.0263
	Postal Ballot (if applicable)	5918240	0	0.0000	00	0	0.0000	0.0000
	Total	16599382	1844243	11.1103	1843629	614	99.9667	0.0333



Combined Report of Scrutinizer on

Remote E-Voting and Poll

MERCK LIMITED

(L99999MH1967PLC013726)

Scrutinizer:
K.G.Saraf
Saraf and Associates
(Comapny Secretaries)
423 Hind Rajasthan Building,
95 Dadasaheb Phalke Road,
Dadar East, Mumbai 400022
Ph – 022-24130371/24153887
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SARAF & ASSOCIATES

COMPANY SECRETARIES

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423, Hind Rajasthan Building, 95, Dadasaheb Phalke Road, Dadar (C.Rly.), Mumbai - 400 014.
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11.06.2016

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

Ref : 49th Annual General Meeting of the members of **MERCK LIMITED** held on Friday, June 10, 2016 at 3.00 P.M. at Auditorium One, First Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai-400079

Dear Sir,

I, **K.G.Saraf, Practising Company Secretary, Proprietor of Saraf and Associates Company Secretaries, Mumbai**, was appointed as the Scrutinizer by:

- The Board of Directors of **M/s MERCK LIMITED** vide resolution dated 26th February, 2016, 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 June 07, 2016 (9:00 am) and June 09, 2016 (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 49th Annual General Meeting of the members of MERCK LIMITED held on Friday, June 10, 2016 at 3.00 P.M. at Auditorium One, First Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai-400079.

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 29, 2016 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 **June 03, 2016** were entitled to vote on the proposed resolutions as set out at Item No's. 1 to 6 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 7th June 2016 to 5.00 p.m. on 9th June 2016 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. Mandar Saraf and Ms. Jinal Juthani 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 evoting@sarafandassociates.com , evoting@nsdl.co.in or who have uploaded on the website of National Security Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com have been considered valid.

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. Mandar Saraf and Ms. Reshma 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, 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.

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	89	104,08,439
Less: Total Number of Invalid Votes	2	2,721
Total Number of Valid Votes **(A)**	87	104,05,718

Poll.		
Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	30	37,987
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes **(B)**	30	37,987

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	119	104,46,426
Less: Total Number of Invalid Votes	2	2,721
Total Number of Valid Votes **(A+B)**	117	104,43,705

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	87	104,05,718	100.0000
Poll	27	37,982	99.9868
Combined (E-Voting & Poll)	**114**	**104,43,700**	**100.0000**

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	0.0000
Poll	3	5	0.0132
Combined (E-Voting & Poll)	**3**	**5**	**0.0000**

3. Invalid Votes

Remote E-Voting.		
Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	2	2,721
Total **(I)**	2	2,721
Poll.		
Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	0	0
Name not found in the Register on Cut-off Date	0	0
Total **(II)**	0	0
Total (Combined) **(I+II)**	2	2,721

Item No 2. To declare dividend for the year 2015.			
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		89	104,08,439
Less: Total Number of Invalid Votes		2	2,721
Total Number of Valid Votes **(A)**		87	104,05,718
Poll.			
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		30	37,987
Less: Total Number of Invalid Votes		0	0
Total Number of Valid Votes **(B)**		30	37,987
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		119	104,46,426
Less: Total Number of Invalid Votes		2	2,721
Total Number of Valid Votes **(A+B)**		117	104,43,705
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	86	104,05,717	100.0000
Poll	28	37,985	99.9947
Combined (E-Voting & Poll)	**114**	**104,43,702**	**100.0000**
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	1	1	0.0000
Poll	2	2	0.0053
Combined (E-Voting & Poll)	**3**	**3**	**0.0000**
3. Invalid Votes			
Remote E-Voting.			
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received		2	2,721
Total **(I)**		2	2,721
Poll.			
Already Exercised Remote E-Voting		0	0
Invalid Signature / Signature not Available		0	0
Name not found in the Register on Cut-off Date		0	0
Total **(II)**		0	0
Total (Combined) **(I+II)**		2	2,721

Item No 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.			
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		89	104,08,439
Less: Total Number of Invalid Votes		2	2,721
Total Number of Valid Votes **(A)**		87	104,05,718
Poll.			
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		29	37,868
Less: Total Number of Invalid Votes		0	0
Total Number of Valid Votes **(B)**		29	37,868
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		118	104,46,307
Less: Total Number of Invalid Votes		2	2,721
Total Number of Valid Votes **(A+B)**		116	104,43,586
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	84	104,05,679	99.9996
Poll	26	37,861	99.9815
Combined (E-Voting & Poll)	**110**	**104,43,540**	**99.9996**
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	39	0.0004
Poll	3	7	0.0185
Combined (E-Voting & Poll)	**6**	**46**	**0.0004**
3. Invalid Votes			
Remote E-Voting.			
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received		2	2,721
Total **(I)**		2	2,721
Poll.			
Already Exercised Remote E-Voting		0	0
Invalid Signature / Signature not Available		0	0
Name not found in the Register on Cut-off Date		0	0
Total **(II)**		0	0
Total (Combined) **(I+II)**		2	2,721

Item No 4. To consider re-appointment of M/s. BSR & Co. LLP, Chartered Accountants Firm Registration No: (101248W/W-100022) 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.

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	89	104,08,439
Less: Total Number of Invalid Votes	2	2,721
Total Number of Valid Votes **(A)**	87	104,05,718
Poll.		
Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	30	37,987
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes **(B)**	30	37,987
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	119	104,46,426
Less: Total Number of Invalid Votes	2	2,721
Total Number of Valid Votes **(A+B)**	117	104,43,705

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	100,87,188	96.9389
Poll	26	37,976	99.9710
Combined (E-Voting & Poll)	**98**	**101,25,164**	**96.9499**

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	15	3,18,530	3.0611
Poll	4	11	0.0290
Combined (E-Voting & Poll)	**19**	**3,18,541**	**3.0501**

3. Invalid Votes

Remote E-Voting.		
Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	2	2,721
Total **(I)**	2	2,721
Poll.		
Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	0	0
Name not found in the Register on Cut-off Date	0	0
Total **(II)**	0	0
Total (Combined) **(I+II)**	2	2,721

Item No 5. Payment of the 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. (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	89	104,08,439
Less: Total Number of Invalid Votes	2	2,721
Total Number of Valid Votes **(A)**	87	104,05,718
Poll.		
Particulars	Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll	29	37,868
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes **(B)**	29	37,868
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	118	104,46,307
Less: Total Number of Invalid Votes	2	2,721
Total Number of Valid Votes **(A+B)**	116	104,43,586

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	86	104,05,318	99.9962
Poll	25	37,857	99.9710
Combined (E-Voting & Poll)	**111**	**104,43,175**	**99.9961**

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	1	400	0.0038
Poll	4	11	0.0290
Combined (E-Voting & Poll)	**5**	**411**	**0.0039**

3. Invalid Votes

Remote E-Voting.		
Reason for Invalidation	Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received	2	2,721
Total **(I)**	2	2,721
Poll.		
Already Exercised Remote E-Voting	0	0
Invalid Signature / Signature not Available	0	0
Name not found in the Register on Cut-off Date	0	0
Total **(II)**	0	0
Total (Combined) **(I+II)**	2	2,721



Item No 6. Approving the related party transactions/arrangements with Merck KGaA. (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		84	18,08,983
Less: Total Number of Invalid Votes		2	2,721
Total Number of Valid Votes **(A)**		82	18,06,262
Poll.			
Particulars		Number of Members who voted / Polled	Number of Equity Shares (N.V of Rs.10/- Each)
Total Votes received by Poll		29	37,981
Less: Total Number of Invalid Votes		0	0
Total Number of Valid Votes **(B)**		29	37,981
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		113	18,46,964
Less: Total Number of Invalid Votes		2	2,721
Total Number of Valid Votes **(A+B)**		111	18,44,243
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	79	18,05,658	99.9666
Poll	25	37,971	99.9737
Combined (E-Voting & Poll)	**104**	**18,43,629**	**99.9667**
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	604	0.0334
Poll	4	10	0.0263
Combined (E-Voting & Poll)	**7**	**614**	**0.0333**
3. Invalid Votes			
Remote E-Voting.			
Reason for Invalidation		Number of Votes	Number of Shares
Board Resolution/Power of Attorney/Authority letter not Received		2	2,721
Total **(I)**		2	2,721
Poll.			
Already Exercised Remote E-Voting		0	0
Invalid Signature / Signature not Available		0	0
Name not found in the Register on Cut-off Date		0	0
Total **(II)**		0	0
Total (Combined) **(I+II)**		2	2,721

- 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 Saraf and Associates
(Company Secretaries)



Name of Proprietor: Kamalax. G. Saraf
Membership No: 1596
COP No: 642

Date : 11.06.2016
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 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 evoting@sarafandassociates.com , evoting@nsdl.co.in or who have not uploaded the same on the website of National Security Depository Limited (NSDL) i.e. https://www.evoting.nsdl.com have been considered 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. Mandar Saraf** and **Ms. Jinal Juthani** hereby state that the Excel Sheet containing the Results of Remote E-Voting of **MERCK LIMITED** ("the Company") for the **49th Annual General Meeting** of the Company held on Friday, **June 10, 2016** at 3.00 P.M. at Auditorium One, First Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai-400079 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

Name: **Mr. Mandar Saraf**

Address: 1, Guruprasad, Plot 192
Sion (E) - Mumbai 400022

Witness 2

Name: **Ms. Jinal Juthani**

Address: B/601, Vijayapartment
B.J. Patel Road Malad West
Mumbai 400064

Declaration II

(Ballot Box)

We, **Mr. Mandar Saraf** and **Ms. Reshma 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 **49th Annual General Meeting** of the Company held on Friday, **June 10, 2016** at 3.00 P.M. at Auditorium One, First Floor, Godrej One, Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai-400079, were opened in our presence as required under Rule 21(1)(f) of Companies (Management and Administration) Rules, 2014.

Witness 1

Name: **Mr. Mandar Saraf**

Address: 1, Guruprasad, Plot 192
Sion (E) Mumbai 400022

Witness 2 R.H. Vora

Name: **Ms. Reshma Vora**

Address: 3/37, Purandare Sadan
Dr. B.A. Road, Parel.
Mumbai - 400012