

DISCLOSURES REGARDING VOTING RESULTS OF THE 31ST ANNUAL GENERAL MEETING (AGM) OF THE COMPANY AS PER CLAUSE 35A OF THE LISTING AGREEMENT

Name of the Company: Mercator Limited

Date of the AGM: August 21, 2015

Book Closure Date: August 14, 2015 to August 21, 2015 (both days inclusive)

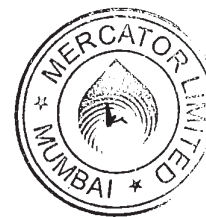
Total number of shareholders on record date / date of book closure: 85,028

Total number of Shareholders present in the meeting either in person or through proxy:

| Category | Number of Shareholders present in person (including Authorised Representative) or through proxy |
|------------------------------|--|
| Promoters and Promoter Group | 5 |
| Public | 111 |
| Total | 116 |

No. of Shareholders attended the meeting through Video Conferencing:

| Category | |
|------------------------------|---|
| Promoters and Promoter Group | No Video Conference facility was arranged |
| Public | |





Details of the Agenda and Voting Results:

Resolution No. 1

To Receive, Consider and Adopt

- a) the Audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015.

Resolution required: Ordinary

Mode of Voting (Show of hands / Poll / Postal Ballot/ E-voting):

E-voting from August 18, 2015 to August 20, 2015 and poll conducted at the AGM on August 21, 2015.

Remark: Passed with requisite majority.

| Promoter /Public | 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 | 98,484,066 | 98,484,066 | 100.00 | 98,484,066 | 0 | 100.00 | 0 |
| Public - Institutional Holders | 38,783,593 | 1,508,335 | 3.89 | 1,508,335 | 0 | 100.00 | 0 |
| Public-Others | 107,624,414 | 1,837,166 | 1.60 | 1,834,045 | 3,121 | 99.81 | 0.19 |
| Total (A) | 244,892,073 | 101,830,067 | 41.58 | 101,826,946 | 3,121 | 100.00 | 0.00 |

Resolution No. 2

Declaration of Dividend @ 20% i.e. Re. 0.20/- on 24,48,92,073 equity shares of Re.1/- each of the Company.

Resolution required: Ordinary

Mode of Voting (Show of hands / Poll / Postal Ballot/ E-voting):

E-voting from August 18, 2015 to August 20, 2015 and poll conducted at the AGM on August 21, 2015.

Remark: Passed with requisite majority.

| Promoter /Public | 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 | 98,484,066 | 98,484,066 | 100.00 | 98,484,066 | 0 | 100.00 | 0 |
| Public - Institutional Holders | 38,783,593 | 1,508,335 | 3.89 | 1,508,335 | 0 | 100.00 | 0 |
| Public-Others | 107,624,414 | 1,846,731 | 1.61 | 1,844,610 | 2,121 | 99.87 | 0.13 |
| Total (A) | 244,892,073 | 101,839,632 | 41.59 | 101,837,511 | 2,121 | 100.00 | 0.00 |



Resolution No. 3

Re-appointment of Mr. H. K. Mittal as Director of the Company, retiring by rotation.

Resolution required: Ordinary

Mode of Voting (Show of hands / Poll / Postal Ballot/ E-voting):

E-voting from August 18, 2015 to August 20, 2015 and poll conducted at the AGM on August 21, 2015.

Remark: Passed with requisite majority.

| Promoter /Public | 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 | 98,484,066 | 98,484,066 | 100.00 | 98,484,066 | 0 | 100.00 | 0 |
| Public - Institutional Holders | 38,783,593 | 1,508,335 | 3.89 | 1,508,335 | 0 | 100.00 | 0 |
| Public-Others | 107,624,414 | 1,841,231 | 1.61 | 1,834,317 | 6,914 | 99.58 | 0.42 |
| Total (A) | 244,892,073 | 101,834,132 | 41.58 | 101,827,218 | 6,914 | 99.99 | 0.01 |



Resolution No. 4

Re-appointment of M/s. CNK & Associates LLP as Statutory Auditors of the Company.

Resolution required: Ordinary

Mode of Voting (Show of hands / Poll / Postal Ballot/ E-voting):

E-voting from August 18, 2015 to August 20, 2015 and poll conducted at the AGM on August 21, 2015.

Remark: Passed with requisite majority.

| Promoter /Public | 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 | 98,484,066 | 98,484,066 | 100.00 | 98,484,066 | 0 | 100.00 | 0 |
| Public - Institutional Holders | 38,783,593 | 1,508,335 | 3.89 | 1,508,335 | 0 | 100.00 | 0 |
| Public-Others | 107,624,414 | 1,846,681 | 1.61 | 1,842,135 | 4,546 | 99.72 | 0.28 |
| Total (A) | 244,892,073 | 101,839,582 | 41.59 | 101,835,036 | 4,546 | 100.00 | 0.00 |



Resolution No. 5

Appointment of Mr. Shalabh Mittal as a Director.

Resolution required: Ordinary

Mode of Voting (Show of hands / Poll / Postal Ballot/ E-voting):

E-voting from August 18, 2015 to August 20, 2015 and poll conducted at the AGM on August 21, 2015.

Remark: Passed with requisite majority.

| Promoter /Public | 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 | 98,484,066 | 98,122,816 | 99.63 | 98,122,816 | 0 | 100.00 | 0 |
| Public - Institutional Holders | 38,783,593 | 1,508,335 | 3.89 | 1,508,335 | 0 | 100.00 | 0 |
| Public-Others | 107,624,414 | 1,846,211 | 1.61 | 1,834,445 | 11,766 | 99.29 | 0.71 |
| Total (A) | 244,892,073 | 101,477,862 | 41.44 | 101,466,096 | 11,766 | 99.99 | 0.01 |



Resolution No. 6

Appointment of Mrs. Archana Mittal as a Director.

Resolution required: Ordinary

Mode of Voting (Show of hands / Poll / Postal Ballot/ E-voting):

E-voting from August 18, 2015 to August 20, 2015 and poll conducted at the AGM on August 21, 2015.

Remark: Passed with requisite majority.

| Promoter /Public | 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 | 98,484,066 | 72,156,666 | 73.27 | 72,156,666 | 0 | 100.00 | 0 |
| Public - Institutional Holders | 38,783,593 | 1,508,335 | 3.89 | 1,508,335 | 0 | 100.00 | 0 |
| Public-Others | 107,624,414 | 1,846,711 | 1.61 | 1,811,868 | 34,843 | 97.89 | 2.11 |
| Total (A) | 244,892,073 | 75,512,212 | 30.84 | 75,477,369 | 34,843 | 99.95 | 0.05 |





HARESH JANI & ASSOCIATES

COMPANY SECRETARIES

Add. : G-1, Manisha Apt., Gr. Flr., Pushdikar Socy.,
Jogeshwari (West), Mumbai-400 102, India
Contact : 022-26780807

CS HARESH M. JANI

B COM, FCS, LLB

Email : haresh@hja.legal;
hmjani@gmail.com
Cell No. : 09820128436

To,
Mr. H. K. Mittal,
The Chairman,
Mercator Limited,
31, Mittal Tower,
B-Wing, Nariman Point,
Mumbai - 400 021.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by physical ballot forms, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended at the Annual General Meeting of Mercator Limited held on Friday, August 21, 2015, at 3:00 p.m.

I, Hareesh M. Jani of M/s. Hareesh Jani & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Mercator Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to scrutinize the remote e-voting process and physical ballot process at the Annual General Meeting of Mercator Limited held on Friday, August 21, 2015 at 3:00 p.m.; and ascertaining the requisite majority on the said voting.

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the relevant Rules prescribed in this regard. My responsibility as a Scrutinizer for remote e-voting and physical ballot process is restricted to make a Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolutions stated in the Notice, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL), the Authorized agency to provide e-voting facility engaged by the Company and Physical Ballots provided at the Annual General Meeting by the Company/the Registrar Link Intime India Pvt. Ltd.

The Notice dated May 29, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had provided the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility through ballot papers to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of August 14, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.





HARESH JANI & ASSOCIATES

COMPANY SECRETARIES

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Contact : 022-26780807

CS HARESH M. JANI

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The voting period for remote e-voting commenced on August 18, 2015 at 9:00 a.m. (IST) and ended on August 20, 2015 at 5:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the ballot forms were duly opened in my presence and the voting was diligently scrutinized; and the shareholding was confirmed with the Register of Members / the List of Beneficiaries as on August 14, 2015, being cut off date, as provided to me by the Registrar & Transfer Agents of the Company. The report on voting done at the meeting was generated in my presence.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Ms. Ashwini Desale and Mrs. Avani Kothari, who are not in the employment of the Company. They signed below in confirmation of the votes being unblocked in their presence.

Sign:

Name: (Ms. Ashwini Desale)

Sign:

Name: (Mrs. Avani Kothari)

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system through Scrutinizer's Access provided to me for the purpose.

Based on the above, I now submit my Consolidated Report as under on the results of the remote e-voting and voting at the meeting in respect of the said Resolutions.

(A) Resolution 1: Ordinary Resolution

To Receive, Consider and Adopt

- Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with reports of the Board of Directors and Auditors thereon.
- Audited consolidated Financial Statement of the Company for the financial year ended March 31, 2015.

(i) Voted in favour of the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 118 | 101628870 | 99.80% |
| Ballot | 35 | 198076 | 0.20% |
| Total | 153 | 101826946 | 100.00% |





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(ii) Voted against the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 4 | 3121 | 0.00% |
| Ballot | 0 | 0 | 0.00% |
| Total | 4 | 3121 | 0.00% |

(iii) Invalid votes:

| Type of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|----------------|---|------------------------------------|
| E-voting | NIL | NA |
| Ballot | 4 | 3160 |

(B) Resolution 2: Ordinary Resolution

To Declare Dividend on Equity Share Capital for the financial year ended March 31, 2015.

(i) Voted in favour of the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 127 | 101639435 | 99.80% |
| Ballot | 35 | 198076 | 0.20% |
| Total | 162 | 101837511 | 100.00% |

(ii) Voted against the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 3 | 2121 | 0.00% |
| Ballot | 0 | 0 | 0.00% |
| Total | 3 | 2121 | 0.00% |

(iii) Invalid votes:

| Type of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|----------------|---|------------------------------------|
| E-voting | NIL | NA |
| Ballot | 4 | 3160 |





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(C) Resolution 3: Ordinary Resolution

To Re-appointment of Mr. H. K. Mittal (DIN: 00007690) as Director, who retires by rotation.

(i) Voted in favour of the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 114 | 101629142 | 99.80% |
| Ballot | 35 | 198076 | 0.19% |
| Total | 149 | 101827218 | 99.99% |

(ii) Voted against the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 15 | 6914 | 0.01% |
| Ballot | 0 | 0 | 0.00% |
| Total | 15 | 6914 | 0.01% |

(iii) Invalid votes:

| Type of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|----------------|---|------------------------------------|
| E-voting | NIL | NA |
| Ballot | 4 | 3160 |

(D) Resolution 4: Ordinary Resolution

To Appoint Statutory Auditors and fixing their remuneration.

(i) Voted in favour of the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 123 | 101636960 | 99.80% |
| Ballot | 35 | 198076 | 20.00% |
| Total | 158 | 101835036 | 100.00% |





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(ii) Voted against the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 6 | 4546 | 0.00% |
| Ballot | 0 | 0 | 0.00% |
| Total | 6 | 4546 | 0.00% |

(iii) Invalid votes:

| Type of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|----------------|---|------------------------------------|
| E-voting | NIL | NA |
| Ballot | 4 | 3160 |

(E) Resolution 5: Ordinary Resolution

To Appoint Mr. Shalabh Mittal (DIN: 00007919) as a Director.

(i) Voted in favour of the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 112 | 101268020 | 99.79% |
| Ballot | 35 | 198076 | 0.20% |
| Total | 147 | 101466096 | 99.99% |

(ii) Voted against the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 14 | 11766 | 0.01% |
| Ballot | 0 | 0 | 0.00% |
| Total | 14 | 11766 | 0.01% |

(iii) Invalid votes:

| Type of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|----------------|---|------------------------------------|
| E-voting | NIL | NA |
| Ballot | 4 | 3160 |





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(F) Resolution 6: Ordinary Resolution

To Appoint Mrs. Archana Mittal (DIN: 00007972) as a Director.

(i) Voted in favour of the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 110 | 75279293 | 99.69% |
| Ballot | 35 | 198076 | 0.26% |
| Total | 145 | 75477369 | 99.95% |

(ii) Voted against the resolution:

| Type of Voting | Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|----------------|-------------------------|------------------------------|---------------------------------------|
| E-voting | 18 | 34843 | 0.05% |
| Ballot | 0 | 0 | 0 |
| Total | 18 | 34843 | 0.05% |

(iii) Invalid votes:

| Type of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|----------------|---|------------------------------------|
| E-voting | NIL | NA |
| Ballot | 4 | 3160 |

Note: The break-up of Invalid Voting is as under:

- Voting by 3 Shareholders holding 3,070 Shares was considered invalid for the reason "Signature Differs".
- Voting by 1 Shareholder holding 90 Shares was considered invalid for the reason "Option Not Exercised".

The Register and all other papers and relevant records containing details of the Equity Shareholders who voted "IN FAVOUR" or "AGAINST" and those whose votes were declared invalid for each resolution on the votings shall remain in my safe custody until the Chairman approves and signs the Minutes of the aforesaid Annual General Meeting, and the same would thereafter be handed over to the Company Secretary.





HARESH JANI & ASSOCIATES

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The above mentioned resolutions are deemed to be passed as on 31st Annual General Meeting of the Company, i.e. August 21, 2015.

Thanking you,

Yours Sincerely,

Hareesh M. Jani
(Proprietor)
HARESH JANI & ASSOCIATES
COMPANY SECRETARIES
FCS No. 4570
C.P. No. 2236

Date: August 24, 2015
Place: Mumbai



Counter Signed By:
FOR MERCATOR LIMITED

Deepa
COMPANY SECRETARY

