

MERCANTILE VENTURES LIMITED

CIN: L65191TN1985PLC037309

Regd. Office: No.88, Mount Road, Guindy Chennai 600 032

E- Mail - admin@mercantileventures.co.in, PH No. 044-4043 2209, Web address - http://www.mercantileventures.co.in/

NOTICE OF POSTAL BALLOT / E-VOTING

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, Rules and Regulations, if any, **MERCANTILE VENTURES LIMITED** (the "Company") hereby seeks your approval by way of Special Resolution through Postal Ballot/e-voting in respect of the following special business(es).

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the "Notice").

Special Business:

Item No. 1

Authorization to sell, lease or otherwise dispose of including creation of lien on the whole or substantially whole of the undertaking up to a sum of Rs. 400 Crores under section 180(1)(a) of the Companies Act, 2013.

To consider and if thought fit, to pass, the following resolution as Special Resolution.

RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules framed thereunder, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease, or otherwise dispose of, including creating a lien on the whole or substantially the whole of the undertaking of the Company for any sum or sums of money borrowed by the Company or borrowed by any other person subject to such approvals as may be required up to a sum not exceeding Rs 400 Crs upon such terms and conditions as the Board may in its discretion think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company or any officer/executive/representative and/or any other person so authorized by the Board, be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company within the limits approved by the shareholders.

Item No. 2

Authorization to give loans, provide guarantees and acquire securities.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate, to provide guarantee or security in connection with a loan to any body-corporate or person and to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to an aggregate sum of Rs. 400 crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.

By order of the Board
For Mercantile Ventures Limited

E N Rangaswami

Whole Time Director

DIN No.: 06463753

Place: Chennai

Date: April 11, 2019

Notes:

1. The explanatory statement pursuant to Section 102 of the Act setting out the material facts is annexed hereto.
2. The instructions/notes printed overleaf the Postal Ballot Form are an integral part of this Notice. Please read the instructions/ notes before exercising the vote.

Explanatory Statement
Pursuant to Section 102 of the Companies Act, 2013 (the "Act")

Item No. 1

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, consent of the share holders have to be obtained for sale, lease or otherwise dispose of the assets of the Company for the Company's borrowings or borrowing by other bodies corporate by way of a Special Resolution. Accordingly, the Board of Directors proposed to obtain approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to sell, lease or otherwise dispose of including creating a charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed or to be availed by the Company or subsidiary(ies) of Company or body corporate by way of loans, debentures (comprising fully/ partly Convertible Debentures and/or Secured/ Unsecured Non Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders from time to time.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.1 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors or Key Managerial Personnel (KMP) of the Company and /or their relatives is deemed to be concerned or interested in the Resolution at item No. 1 of the accompanying Notice.

Item No 2

Pursuant to the provisions of Section 186, the Members had authorised the Board of Directors of the Company to give loans to bodies corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of any body corporate, upto Rs. 300 crores.

In addition to the Limits already approved, it is felt necessary to obtain the approval of the members in order to enable the Company to invest/make loans/provide guarantees/security for an amount not exceeding Rs. 400 crores notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, in excess of the limits prescribed under the said Section.

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members as set out in item No.2 of the resolution. Accordingly, the Board of Directors recommends the Special Resolution at Item No.2 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors or Key Managerial Personnel (KMP) of the Company and /or their relatives is deemed to be concerned or interested in the Resolution at item No. 2 of the accompanying Notice.

By order of the Board
For Mercantile Ventures Limited

E N Rangaswami

Whole Time Director

DIN No.: 06463753

Place: Chennai

Date: April 11, 2019

Notes

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) and in terms of Section 108 of the Act, and the Rules made thereunder, the Company has engaged Central Depository Services (India) Limited (CDSL) as the agency for facilitating the members to communicate their assent or dissent for the said resolution through Electronic Means. The detailed procedure for voting through Electronic Means is given in the Notes.

M/s. B. Chandra and Associates, Practicing Company Secretaries, Chennai, have been appointed as the Scrutinizers, for conducting the voting by postal ballot and through electronic means in a fair and transparent manner, in terms of the resolution of the Board passed at its meeting held on 28th March 2019. Members may participate in the voting on the said resolution either by

- I. Returning the postal ballot form duly completed as per the instructions contained therein, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on Wednesday 15th May 2019; or
- II. Casting their votes electronically from Tuesday 16th April 2019 (9.00 AM) to Wednesday 15th May, 2019 (5.00 PM) by following the procedures as explained in the Instructions for participating in the voting.

The Scrutinizer will submit their report on the results of voting by means of postal ballot and through electronic means to the Board of Directors of the Company or any person authorized by it, after completion of the scrutiny of postal ballot forms and votes received through 'electronic means'.

The results will be announced by Whole Time Director of the Company, at the registered office of the Company at No 88, Mount Road, Guindy, Chennai - 600 032 on Thursday, 16th May 2019. The results along with the Scrutinizer's report will also be posted on the Company's website www.mercantileventures.co.in, the website of CDSL and communicated to the Stock Exchanges as required under the relevant laws.

The last date of voting, i.e. 15th May, 2019 will be taken to be the date of passing of the said special resolution by the members of the Company at a meeting convened in that behalf.

Instructions for participating in the voting

- i Notice along with the Postal Ballot Form is being sent to the Members whose names appear on the Register of Members / list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 9th April 2019 (the Cut Off Date).
- ii The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants or as the case may be the Company's Registrar and Share Transfer Agents. For members whose e-mail addresses are not registered, physical copy of the Notice is being sent by permitted mode along with the Postal Ballot Form and a self-addressed business reply envelope.
- iii Members, who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.mercantileventures.co.in, where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form, so as to reach the Scrutinizer on or before on Wednesday 15th May, 2019 at 5.00 p.m ("Closing Date").
- iv Resolution passed by the members through postal ballot, including voting by electronic means shall be deemed to have been passed at a general meeting of the members convened in that behalf on the Closing Date.
- v Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Regulations, the Company has provided facility to the Members to exercise their votes through electronic means and has engaged the services of CDSL as the Authorized Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are furnished in the Notes.
- vi Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- vii Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., on 9th April 2019 being the date fixed for determining the voting rights of Members entitled to participate in the Voting process through postal ballot or e-Voting .
- viii A Member cannot exercise his vote by proxy on postal ballot or e-voting
- ix Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- x Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

A For Voting through Postal Ballot Form

Members who wish to vote through Physical Postal Ballot are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the same duly completed in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before Wednesday 15th May 2019, 5.00 p.m. Postage will be borne and paid by the Company.

B For voting through Electronic Mode

- i The voting period begins on Tuesday 16th April, 2019 at 9.00 a.m. and ends on Wednesday 15th May 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 9th April, 2019 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii Shareholders who have voted electronically would not be entitled to vote through physical Postal Ballot Form.
- iii The shareholders should log on to the e-voting website of CDSL www.evotingindia.com.
- iv Click on Shareholders/ Members.
- v Now Enter your User ID
 - 1. For CDSL: 16 digits beneficiary ID,
 - 2. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - 3. Members holding shares in Physical Form should enter their Folio Number allotted by the Company.
- vi Next enter the Image Verification as displayed and Click on Login.
- vii If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
- viii If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</p> <p>Eg. If your name is Rakesh Mohan with Sequence Number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the Depository Participant or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix After entering these details appropriately, click on "SUBMIT" tab.
- x Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii Click on the EVSN for Mercantile Ventures Limited and you will be directed to the E-Voting Screen.
- xiii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com