

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

Alteration of the Object Clause of the Memorandum of Association of the Company

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

“**Resolved that** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (the “**MOA**”) of the Company by adding following clauses as set out herein below:-

- (i) The existing heading of Clause III (A) be substituted by the new heading titled as *“The Objects to be pursued by the Company on its incorporation are as under:”*
- (ii) Further, Clause III (A) of the MOA pertaining to the Main Objects to be pursued by the Company on its incorporation be altered by adding following new clauses (c) and (d) :
 - c. To carry on the business in India or abroad of security services, facility management , hospitality services, consulting services, advisory, technical support, accounting support, housekeeping, canteen services, disaster recovery management services, real estate services, investigative and other such services, cash management services, HR services, supply of all types of personnel for protecting, safe guarding people, property and premises, cash escorting services including but not limited to transportation of cash and other valuables to ATMs/bank branches subject to such licences/ approvals as may be necessary and to the extent permissible by the law of the land; to provide services of skilled, semi skilled and unskilled labour, executives, technical staff, engineers, managerial executives and any other type of personnel on contractual or non-contractual basis;
 - d. To carry on the business of import, export, distribution, dealing in of all types of merchandise and to act as agents, stockists, distributors, to act as an export House, and to engage in other ancillary services such as shipping, handling , forwarding and clearing agents, road/ water and air transportation of goods.
- (iii) The existing heading of Clause III (B) be substituted by the new heading titled as *“Matters which are necessary for furtherance of the objects specified in Clause III (A) are as under:”*
- (iv) The existing heading of Clause 1 to 8 of III (C) is renumbered as 36 to 43 after Clause 35 III (B) and Clause III (C) be deleted.

Resolved further that the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include any of its duly constituted Committee) 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.

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 to do all such acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By order of the Board
For Mercantile Ventures Limited

E N Rangaswami

Whole Time Director

DIN No.: 06463753

Place: Chennai

Date: February 25, 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**

The main business of the Company is to acquire, immovable properties including buildings and to lease or otherwise deal with them in any manner. It is proposed to include facility management and manpower supply services to expand the business operations which is in line with the existing objects.

Hence, to enable the Company to capitalize on these business opportunities, the Board of Directors of the Company in its meeting held on February 11, 2019 has approved, subject to the consent of the shareholders, amendment in Clause III (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 1 of this Notice. The Board has also approved to streamline and align the existing Object Clause of the MOA of the Company as per the provisions of the Companies Act, 2013.

The alteration in the Object Clause of the MOA, as set out in the resolution, is to facilitate Company's entry into new business areas which is incidental to its existing business. The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently.

Pursuant to the provisions of Section 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution through Postal Ballot.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

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, has been appointed as the Scrutinizer, 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 11th February 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 Saturday 30th March 2019; or
- II. Casting their votes electronically from Friday 01st March 2019 (9.00 AM) to Saturday 30th March, 2019 (5.00 PM) by following the procedures as explained in the Notes.

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 Monday, 01st April 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 law.

The last date of voting, i.e., 30th March, 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.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

By order of the Board
For Mercantile Ventures Limited

E N Rangaswami

Whole Time Director

DIN No.: 06463753

Place: Chennai

Date: February 25, 2019

NOTES

- 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 21st February 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 Saturday, 30th March 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 21st, February 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.

Instructions for participating in the voting

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 Saturday 30th March 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 Friday 01st March, 2019 at 9.00 a.m. and ends on Saturday 30th March, 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. 21st February, 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

MERCANTILE VENTURES LIMITED

CIN: L65191TN1985PLC037309

Registered 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/>

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

| | |
|--|--|
| Name & Registered Address of the Sole/First named Member/ Beneficial Owner | |
| Name(s) of Joint Holders, if any | |
| Folio No. / DP ID-Client ID (for shares held in demat form) | |
| No. of shares held as on 21-02-2019 (Cut-off Date) | |

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the Special Business stated in the Notice of Postal Ballot dated 25th February 2019 issued by the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below.

| Item No | Resolution summary | No. of shares | I assent to the Resolution (For) Please tick | I dissent to the resolution (Against) Please tick. |
|---------|---|---------------|---|---|
| 1. | Alteration of the Object Clause of the Memorandum of Association of the Company | | | |

Place:

Date:

Signature of the Member

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice. Please use only indelible ink and not any erasable writing mode for filling up the form, which could render the Ballot Form invalid.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 30th March 2019, 5.00 p.m.

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person with the Scrutinizer or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. There will be only one Postal Ballot Form for each of the Folio/Client ID irrespective of the number of shares or joint holders. This form should be completed and signed by the Shareholder as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first-named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [in the column 'I assent to the resolution'] or dissent must be accorded by placing a tick mark [in the column 'I dissent to the resolution'].
6. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way. In other words a Member may exercise any part of the votes in any way he/she wants (For or Against or Not Vote at all) subject however to the condition that the aggregate of votes used shall not be more than his/her total voting rights under the respective folio/ demat account as on the Cut-off Date.
7. The votes of a Member will be considered invalid on any of the following grounds:
 - a. Postal Ballot Forms without the signature of the shareholder as per (4) above;
 - b. If the Member's signature does not tally;
 - c. If the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds the total number of Shares held as on the Cut-off Date;
 - d. If the Postal Ballot Form is incomplete or incorrectly filled;
 - e. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above;
 - f. If the Member has also exercised his vote through electronic means.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 30th March 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Item (8) above.
10. In case of shares held by Companies, Trusts, Societies, other Bodies Corporate, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney / such other similar document. Else the vote will be liable to be rejected.
11. Members are requested NOT to write anything on the Postal Ballot Form except giving the information specified therein and also NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope in as much as all such envelopes will be received by the Scrutinizer. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the Cut-off Date viz., 21st February 2019.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
15. There is no provision for voting on the postal ballot through proxy and only the concerned shareholder or any person duly authorized by him/her are entitled to vote.