

RESULTS OF VOTING AT THE ANNUAL GENERAL MEETING

The 14th Annual General Meeting was held on 25 September 2015 at Rajah Annamalai Mandram, Esplanade Road, Chennai 600 108 at 2.30 PM

Pursuant new Companies Act and the revised Clause 35B of the listing agreement, the Company provided e-voting facility through CDSL platform to the shareholders to exercise their right to vote in respect of the resolutions proposed in the AGM Notice. The e-voting commenced on 22 Sep 2015 and ended on 24 Sep 2015.

To facilitate members who did not cast their votes electronically, the chairman, suo-moto, ordered to conduct poll at the venue. Mr. R.Kannan, Practicing Company Secretary was appointed as scrutinizer for both e-voting and poll. The report of the Scrutinizer on the results of e-voting & voting on poll is enclosed

As per the report of the scrutinizer, all the resolutions proposed in the notice of the AGM have been duly passed details of which are available in the report enclosed

For Mercantile Ventures Limited


E N Rangaswami
Whole-time Director



Mercantile Ventures Limited

(CIN-L65191TN1985PLC037309)

Registered Office: 88 Mount Road, Guindy, Chennai - 600 032 India

Ref:

SCRUTINIZER'S REPORT FOR E VOTING AND POLL Date :

[Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 ["the Act"], read with Rule 20, 21 and 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Whole-time Director
MERCANTILE VENTURESS LIMITED
(CIN: L65191TN1985PLC037309)
88, Mount Road,
Guindy,
Chennai - 600 032


Dear Sir,

Sub: Passing of resolution through Electronic means [EVSN 150921003] as well as Poll conducted at the 14th Annual General Meeting of M/s. Mercantile Ventures Limited held on 25th September 2015

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practicing Company Secretary having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of **M/s. Mercantile Ventures Limited** for the e-voting held from Tuesday, the 22nd September 2015 9.00 a.m. to Thursday, the 24th day of September 2015 till 5.00 p.m. under the CDSL platform viz. www.evotingindia.com and the Poll held at the Annual General Meeting.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Poll, on the Resolution(s) as set out in the Notice dated 30th July, 2015.



R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in
Ph: 044-43559396

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the E-voting process and the voting at poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice of Annual General Meeting, based on the reports generated from the e- voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also the ballot papers as received at the Annual General Meeting.

No ballot paper was found invalid.

In view of the above, I hereby submit my consolidated report on the results of the e- voting together with that of the ballot in respect of the said resolution(s) as under:

ORDINARY BUSINESS:

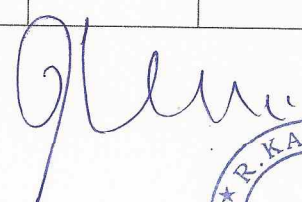

ITEM NO.1

ORDINARY RESOLUTION

"RESOLVED THAT Pursuant to Section 129 and other applicable provisions, if any, of the Companies Act, 2013, the financial statements of the Company, together with the Reports of the Directors, Auditors thereon and the report of Secretarial Auditor as circulated to the members and presented to the meeting be and are hereby considered and adopted".

VOTES CAST IN FAVOUR OF THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|----------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | 5 | 10 | 57039400 | 6476474 | 100 | 100 |
| Public | 4 | 23 | 10868475 | 12176287 | 100 | 100 |

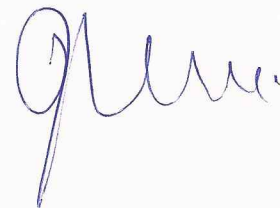



VOTES CAST AGAINST THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | 1 | 1 | 300 | 25 | 0.00 | 0.00 |

INVALID VOTES

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |



ITEM NO. 2

ORDINARY RESOLUTION

“RESOLVED THAT Pursuant to Section 152 and other applicable provisions, if any of the Companies Act, 2013, Mr. E N Rangaswami (DIN: 06463753), Whole-time Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

VOTES CAST IN FAVOUR OF THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|----------|--|------|
| | E -VOTING | POLL | E –VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | 5 | 10 | 57039400 | 6476474 | 100 | 100 |
| Public | 4 | 23 | 10868475 | 12176312 | 100 | 100 |

VOTES CAST AGAINST THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |



[Handwritten signature]

INVALID VOTES

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |

ITEM NO. 3

ORDINARY RESOLUTION

"RESOLVED THAT Pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the re-appointment of M/s. DPV & Associates, Chennai (Registration No.011688S), Chartered Accountants as the Auditors of the Company to hold office, from the conclusion of this annual general meeting till the conclusion of the next annual general meeting, for the fourth year in the first term of five years as recommended by the board of directors of the Company is ratified at a remuneration of Rs.275000."

VOTES CAST IN FAVOUR OF THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|----------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | 5 | 10 | 57039400 | 6476474 | 100 | 100 |
| Public | 5 | 22 | 10868775 | 12176287 | 100 | 100 |



[Handwritten Signature]

R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in
Ph: 044-43559396

VOTES CAST AGAINST THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | 1 | Nil | 25 | NA | 0.00 |

INVALID VOTES

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |



SPECIAL BUSINESS:

ITEM NO. 4

ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the Section 160, 161 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force Ms. Sashikala Srikanth (DIN: 01678374) is appointed as a director of the Company, not liable to retire by rotation".

"RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of Ms. Sashikala Srikanth (DIN: 01678374) as an Independent Director of the Company for a period of five years from 25 March 2015, be and is hereby approved".

VOTES CAST IN FAVOUR OF THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|----------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | 5 | 10 | 57039400 | 6476474 | 100 | |
| Public | 4 | 23 | 10868475 | 12176312 | 100 | |



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Practicing Company Secretary

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Ph: 044-43559396

VOTES CAST AGAINST THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |

INVALID VOTES

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |



ITEM NO. 5:

ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of Mr. M Rajamani (DIN: 00195006) as an Independent Director of the Company for a period of five years from 25 March 2015, be and is hereby approved”.

VOTES CAST IN FAVOUR OF THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|----------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | 5 | 10 | 57039400 | 6476474 | 100 | 100 |
| Public | 4 | 23 | 10868475 | 12176312 | 100 | 100 |

VOTES CAST AGAINST THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |




INVALID VOTES

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |

ITEM NO. 6:

ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 149, 160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of Mr. A L Chandramouli (DIN: 02299091) as an Independent Director of the Company for a period of five years from 25 March 2015, be and is hereby approved”.

VOTES CAST IN FAVOUR OF THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|----------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | 5 | 10 | 57039400 | 6476474 | 100 | 100 |
| Public | 4 | 23 | 10868475 | 12176312 | 100 | 100 |




VOTES CAST AGAINST THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |

INVALID VOTES


| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |

ITEM NO. 7

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, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;




- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate

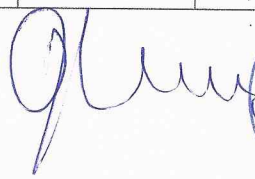

up to an aggregate sum of Rs.200 crore, notwithstanding that the aggregate of loans and investments so far made, or proposed to be made or given by the Board may exceed sixty per cent of the company's paid-up share capital, free reserves and securities premium account or one hundred per cent of the company's free reserves and securities premium account, whichever is more.

VOTES CAST IN FAVOUR OF THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|----------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | 5 | 10 | 57039400 | 6476474 | 100 | 100 |
| Public | 5 | 22 | 10868775 | 12176287 | 100 | 100 |

VOTES CAST AGAINST THE RESOLUTION

| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | 1 | Nil | 25 | NA | 0.00 |

R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

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Ph: 044-43559396

INVALID VOTES

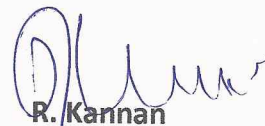
| PARTICULARS | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | | NUMBER OF VOTES CAST | | PERCENTAGE OF TOTAL NUMBER OF VOTES CAST | |
|-----------------------------|---|------|----------------------|------|--|------|
| | E -VOTING | POLL | E -VOTING | POLL | E-VOTING | POLL |
| Promoter and Promoter group | Nil | Nil | Nil | Nil | NA | NA |
| Public | Nil | Nil | Nil | Nil | NA | NA |

An annexure containing the details of the report on e-voting as well as the voting at the Poll against the said resolutions is attached.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.


The Outcome of the 14th Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date : 26th September, 2015
Place : Chennai



R. Kannan
Practicing Company Secretary
CP.No. 3363

For MERCANTILE VENTURES LIMITED



E.N. RANGASWAMI
WHOLE-TIME DIRECTOR

