

## RESULTS OF VOTING AT THE ANNUAL GENERAL MEETING

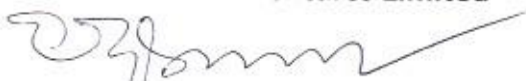
The 13<sup>th</sup> Annual General Meeting was held on 22<sup>nd</sup> September 2014 at Rajah Annamalai Mandram, Esplanade Road, Chennai 600 108 at 3 PM

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 15 Sep 2014 and ended on 17 Sep 2014.

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

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

Registered Office: New No. 73 Old No. 36-40 Armenian Street, Chennai - 600 001 India

Ref:

**COMBINED SCRUTINIZER'S REPORT**

Date :

**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014**

**24.09.2014**

**Mr. E N Rangaswami**

Whole-Time Director

M/s. Mercantile Ventures Limited (CIN: L65191TN1985PLC037309)

New No:73, Old No:36-40,

Armenian Street

Chennai - 600001

Dear Sir,

**Sub: Passing of resolution through Electronic means and poll conducted at the 13<sup>th</sup> Annual General Meeting of M/s. Mercantile Ventures Limited held on 22<sup>nd</sup> September, 2014 at Raja Annamalai Mandram, Chennai- 600108**

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10<sup>th</sup> Street, New Colony, Adambakkam, Chennai – 600 08, Tamil Nadu, India have been appointed as a Scrutinizer by the Board of Directors of **M/s. Mercantile Ventures Limited (Company)** for the e-voting held between Monday, the 15<sup>th</sup> day of September, 2014 to Wednesday, the 17<sup>th</sup> day of September, 2014 and the Chairman of the 13<sup>th</sup> Annual General Meeting (AGM) of the Company has appointed me as the Scrutinizer for the poll held at the 13<sup>th</sup> Annual General Meeting of the Company on 22<sup>nd</sup> day of September, 2014.

**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 convening the 13<sup>th</sup> Annual General Meeting dated 22<sup>nd</sup> day of September, 2014.



### Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 13<sup>th</sup> Annual General Meeting, is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution(s) set out in the notice convening the 13<sup>th</sup> Annual General Meeting, based on the reports generated from the e- voting system provided by the Central Depository Services Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also at the time of poll at the 13<sup>th</sup> Annual General Meeting.

In view of the above, I hereby submit my consolidated report on the result of the E voting together with that of the poll in respect of the said resolution(s) as under:

#### ITEM NO.1

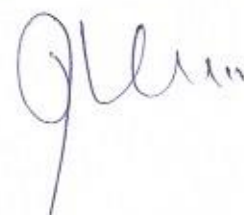
Adoption of the Audited Balance Sheet of the Company as at 31 March 2014, Profit and Loss Account and the Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon - **ORDINARY RESOLUTION**

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	19	75936743	100.00
Poll	53	20467320	100.00
Total Voting	<b>72</b>	<b>96404063</b>	<b>100.00</b>

#### VOTES CAST AGAINST THE RESOLUTION

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	Nil	Nil	-



**INVALID VOTES**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	Nil	Nil	-

**ITEM NO. 2**

Appointment of a Director in place of Mr M. Rajamani (DIN: 00195006), who retires at this meeting and being eligible, offers himself for re-appointment. - **ORDINARY**

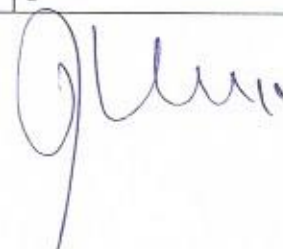
**RESOLUTION**

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

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Poll	Nil	Nil	-
Total Voting	<b>Nil</b>	<b>Nil</b>	-



**INVALID VOTES**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	<b>Nil</b>	<b>Nil</b>	-

**ITEM NO. 3**

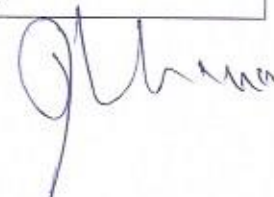
Appointment of Statutory Auditors - **ORDINARY RESOLUTION**

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

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E- Voting	Nil	Nil	-
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Total Voting	<b>Nil</b>	<b>Nil</b>	-



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MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	<b>Nil</b>	<b>Nil</b>	-

**ITEM NO. 4**

Appointment of Mr. K Gopalakrishnan (DIN: 00621061), as a Director of the Company  
- **ORDINARY RESOLUTION**

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

MODE OF VOTING	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL	NUMBER OF VOTES CAST	PERCENTAGE OF TOTAL NUMBER OF VOTES CAST
E- Voting	19	75936743	100.00
Poll	53	20467320	100.00
Total Voting	<b>72</b>	<b>96404063</b>	<b>100.00</b>

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Total Voting	<b>Nil</b>	<b>Nil</b>	-



**INVALID VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VOTES CAST</b>
E- Voting	Nil	Nil	-
Poll	Nil	Nil	-
Total Voting	<b>Nil</b>	<b>Nil</b>	-

**RESULT:**

Based on the scrutinisation made by me, I hereby report that:-

The ordinary resolutions with regard to Item Numbers 1 to 4, as set out in the AGM notice dated 13<sup>th</sup> August 2014 have been approved and unanimously passed by the shareholders of the company.

Date: 24.09.2014

Place: Chennai

R.Kannan   
Practising Company Secretary  
CP No: 3363  
M.No: 6718