MERCATOR
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August 24, 2015

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 526235

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.

Scrip Code: MERCATOR

Sub: Disclosure pertaining to voting results of 31st Annual General Meeting (AGM)

Dear Sir / Madam,

Pursuant to Clause 35A of the Listing Agreement, we are submitting herewith the disclosure in the prescribed format, pertaining to the combined voting results of the business transacted at the 31st Annual General Meeting of the Company held on Friday, August 21, 2015, at Y.B. Chavan Centre, 4th Floor, Gen. Jagannathrao Bhosle Marg, Mumbai – 400 021.

Further, we are also enclosing the Consolidated Report issued by the Scrutinizer on remote e-voting and voting at the AGM.

Please acknowledge and take the same on record.

Thanking you,

Yours faithfully,
For Mercator Limited

Deepesh Joishar
Company Secretary

Encl: as above

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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	

MERCATOR LIMITED * MUMBAI *

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**

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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**

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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**

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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**

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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**

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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**

MERCATOR LIMITED * MUMBAI *

MERCATOR

HARESH JANI & ASSOCIATES
COMPANY SECRETARIES
Add. : G-1, Manisha Apt., Gr. Flr., Pushtikar Socy.,
Jogeshwari (West), Mumbai-400 102. India
Contact : 022-26780807

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, Haresh M. Jani of M/s. Haresh 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 Securitas 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 MUMBAI

HARESH JANI & ASSOCIATES
COMPANY SECRETARIES
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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

a) **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.**

b) **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%

HARESH JANI & ASSOCIATES MUMBAI

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hmjani@gmail.com
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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

HARESH JANI & ASSOCIATES MUMBAI

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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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Cell No. : 09820128436

(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:

a) Voting by 3 Shareholders holding 3,070 Shares was considered invalid for the reason "Signature Differs".

b) 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 MUMBAI

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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,

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

Date: August 24, 2015
Place: Mumbai

HARESH JANI & ASSOCIATES MUMBAI

Counter Signed By:
FOR MERCATOR LIMITED

COMPANY SECRETARY

MERCATOR LIMITED MUMBAI