MERCATOR
www.mercator.in

August 1, 2016

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: 32nd Annual General Meeting (AGM) Proceedings and Voting Result

Dear Sir,

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we enclose the following documents

1. Proceedings of the 32nd Annual General Meeting held on July 30, 2016;
2. The voting results of the business transacted at the AGM in the prescribed format as per Listing Regulations;
3. The Consolidated Report issued by the Scrutinizer on e-voting and voting at the AGM;

Please acknowledge.

Thanking you,

Yours faithfully,
For **Mercator Limited**

Deepesh Joishar
Company Secretary

Encl: as above

MERCATOR

Proceeding of the Annual General Meeting

The 32nd Annual General Meeting (AGM) of the Members of the Company was held on July 30, 2016 at 3:00 PM at Rangaswar Hall, 4th Floor, Y. B. Chavan Center, Gen. Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai – 400021.

Mr. Atul J. Agarwal (DIN: 00007663), Managing Director, greeted all the members present at the meeting and introduced the persons sitting on the dais.

Mr. H. K. Mittal (DIN: 00007690), Executive Chairman and Chairman of the Board of Directors of the Company, presided over the meeting. With the presence of necessary quorum, Mr. H. K. Mittal, Chairman announced that the meeting was in order.

The Chairman delivered his speech. Thereafter Mr. Shalabh Mittal, CEO gave presentation on the Company appraising its business.

Mr. H. K. Mittal informed about the facility of remote e-voting and the facility of voting through Physical Ballot to those shareholders who could not vote through remote e-voting and are attending the meeting.

The Chairman conducted all the items as per the AGM Notice except Item No. 5 in which he was interested where Mr. Atul Agarwal took over the Chair. The following items was transacted at the meeting

Sr. No.	Resolution	Resolution Type
1	Consider and adopt : a) Audited Financial Statement, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statement	Ordinary
2	Declaration of Dividend on Equity Shares for the FY ended March 31, 2016	Ordinary
3	Re-appointment of Mr. Atul Agarwal, Director retiring by rotation	Ordinary
4	Appointment of Auditors and fixing their remuneration	Ordinary
5	Appointment of Mr. H. K. Mittal as Executive Chairman	Special
6	Appointment of Mr. Atul Agarwal as Executive Vice Chairman	Special
7	Issue of Securities up to an aggregate amount not exceeding Rs. 2,000,000,000/- (Rupees Two Hundred Crores Only) or equivalent amount thereof in any other foreign currency	Special

The Chairman then handed over the voting process to the Scrutinizer and requested the volunteers to assist the members to cast their votes. The empty ballot box was shown to the members, and thereafter the same was sealed. The eligible members were then asked to cast their votes, and deposit the poll papers in the ballot box.

On completion of ballot voting, the ballot box was taken by the Scrutinizer in his custody.

Thereafter, the Chairman informed the members that results of the voting along with the Consolidated Scrutinizer Report would be declared within stipulated time. The result would be intimated to the stock exchanges, NSDL, and the same will also be placed on the website of the Company.

Mr. Atul Agarwal proposed vote of thanks to the Chairman.

The meeting was then terminated.

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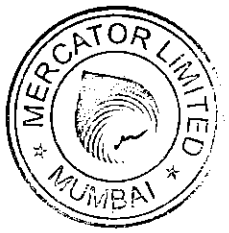
Details of the voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	July 30, 2016
Total number of shareholders on record date	76,522
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6
Public:	83
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.1 : Consider and adopt :a) Audited Financial Statement, Reports of the Board of Directors and Auditors
b) Audited Consolidated Financial Statement

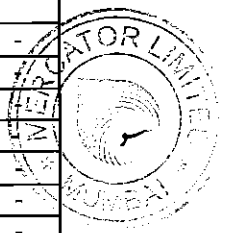
Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	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	**E-Voting**	99,296,566	99,296,566	100.00	99,296,566	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**99,296,566**	**100.00**	**99,296,566**	-	**100.00**	-
Public- Institutions	**E-Voting**	34,458,122	23,903,445	69.37	23737497	165948	99.31	0.69
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**23,903,445**	**69.37**	**23,737,497**	**165,948**	**99.31**	**0.69**
Public- Non Institutions	**E-Voting**	111,137,385	1,551,778	1.40	1,548,458	3,320	99.79	0.21
	Poll		1,377,688	1.24	1,377,688	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**2,929,466**	**2.64**	**2,926,146**	**3,320**	**99.89**	**0.11**
Total		**244,892,073**	**126,129,477**	**51.50**	**125,960,209**	**169,268**	**99.87**	**0.13**



Resolution No.2: Declaration of Dividend on Equity Shares for the FY ended March 31, 2016								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	**Mode of Voting**	**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	**E-Voting**	99,296,566	99,296,566	100.00	99,296,566	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**99,296,566**	**100.00**	**99,296,566**	**-**	**100.00**	**-**
Public- Institutions	**E-Voting**	34,458,122	23,903,445	69.37	23,903,445	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**23,903,445**	**69.37**	**23,903,445**	**-**	**100.00**	**-**
Public- Non Institutions	**E-Voting**	111,137,385	1,551,778	1.40	1,551,758	20	100.00	0.00
	Poll		1,377,688	1.24	1,377,688	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**2,929,466**	**2.64**	**2,929,446**	**20**	**100.00**	**0.00**
Total		**244,892,073**	**126,129,477**	**51.50**	**126,129,457**	**20**	**100.00**	**0.00**

Resolution No.3 : Re-appointment of Mr. Atul Agarwal, Director (DIN: 00007663) retiring by rotation								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes (however not a material related party transaction)			
Category	**Mode of Voting**	**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	**E-Voting**	99,296,566	99,296,566	100.00	99,296,566	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**99,296,566**	**100.00**	**99,296,566**	**-**	**100.00**	**-**
Public- Institutions	**E-Voting**	34,458,122	23,903,445	69.37	23,903,445		100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**23,903,445**	**69.37**	**23,903,445**	**-**	**100.00**	**-**
Public- Non Institutions	**E-Voting**	111,137,385	1,551,278	1.40	1,523,498	27,780	98.21	1.79
	Poll		1,377,688	1.24	1,377,688	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**2,928,966**	**2.64**	**2,901,186**	**27,780**	**99.05**	**0.95**
Total		**244,892,073**	**126,128,977**	**51.50**	**126,101,197**	**27,780**	**99.98**	**0.02**



Resolution No.4 : Appointment of Auditors and fixing their remuneration								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of Voting	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	E-Voting	99,296,566	99,296,566	100.00	99,296,566	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		99,296,566	100.00	99,296,566	-	100.00	-
Public- Institutions	E-Voting	34,458,122	23,903,445	69.37	23,903,445		100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		23,903,445	69.37	23,903,445	-	100.00	-
Public- Non Institutions	E-Voting	111,137,385	1,549,358	1.39	1,545,403	3,955	99.74	0.26
	Poll		1,377,688	1.24	1,377,688	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,927,046	2.63	2,923,091	3,955	99.86	0.14
Total		244,892,073	126,127,057	51.50	126,123,102	3,955	100.00	0.00

Resolution No.5 : Appointment of Mr. H. K. Mittal (DIN: 00007690) as Executive Chairman								
Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes (however not a material related party transaction)			
Category	Mode of Voting	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	E-Voting	99,296,566	99,296,566	100.00	99,296,566	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		99,296,566	100.00	99,296,566	-	100.00	-
Public- Institutions	E-Voting	34,458,122	23,903,445	69.37	23,903,445		100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		23,903,445	69.37	23,903,445	-	100.00	-
Public- Non Institutions	E-Voting	111,137,385	1,551,178	1.40	1,547,983	3,195	99.79	0.21
	Poll		1,377,688	1.24	1,377,688	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2,928,866	2.64	2,925,671	3,195	99.89	0.11
Total		244,892,073	126,128,877	51.50	126,125,682	3,195	100.00	0.00

Resolution No.6 : Appointment of Mr. Atul Agarwal (DIN: 00007663) as Executive Vice Chairman								
Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes (however not a material related party transaction)			
Category	**Mode of Voting**	**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	**E-Voting**	99,296,566	99,296,566	100.00	99,296,566	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**99,296,566**	**100.00**	**99,296,566**	**-**	**100.00**	**-**
Public- Institutions	**E-Voting**	34,458,122	23,903,445	69.37	23,737,497	165,948	99.31	0.69
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**23,903,445**	**69.37**	**23,737,497**	**165,948**	**99.31**	**0.69**
Public- Non Institutions	**E-Voting**	111,137,385	1,528,253	1.38	1,522,008	6,245	99.59	0.41
	Poll		1,377,688	1.24	1,377,688	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**2,905,941**	**2.61**	**2,899,696**	**6,245**	**99.79**	**0.21**
Total		**244,892,073**	**126,105,952**	**51.49**	**125,933,759**	**172,193**	**99.86**	**0.14**

Resolution No.7 : Issue of Securities up to an aggregate amount not exceeding Rs. 2,000,000,000/- (Rupees Two Hundred Crores Only) or equivalent amount thereof in any other foreign currency								
Resolution required: (Ordinary/ Special)					Special Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	**Mode of Voting**	**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	**E-Voting**	99,296,566	99,296,566	100.00	99,296,566	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**99,296,566**	**100.00**	**99,296,566**	**-**	**100.00**	**-**
Public- Institutions	**E-Voting**	34,458,122	23,903,445	69.37	23,737,497	165,948	99.31	0.69
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**23,903,445**	**69.37**	**23,737,497**	**165,948**	**99.31**	**0.69**
Public- Non Institutions	**E-Voting**	111,137,385	1,551,543	1.40	1,497,365	54,178	96.51	3.49
	Poll		1,377,688	1.24	1,377,688	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		**2,929,231**	**2.64**	**2,875,053**	**54,178**	**98.15**	**1.85**
Total		**244,892,073**	**126,129,242**	**51.50**	**125,909,116**	**220,126**	**99.83**	**0.17**

For Mercator Limited

Deepesh Joishar
Company Secretary

MERCATOR LIMITED * MUMBAI *

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

CS HARESH M. JANI
B COM, FCS, LLB
Email : haresh@hja.legal;
hmjani@gmail.com
Cell No. : 09820128436

To,
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 and Listing Regulation, at the Annual General Meeting of Mercator Limited (CIN: L63090MH1983PLC031418) held on Saturday, July 30, 2016, 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, to scrutinize the remote e-voting process, and physical ballot process carried out at the Annual General Meeting 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, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (Listing Regulation); on the resolutions as contained in the notice of the Annual General Meeting of Mercator Limited held on Saturday, July 30, 2016 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, relevant Rules prescribed there under and the Relevant provisions of the Listing Regulations 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 the e-voting system provided by National Securitas Depository Limited (NSDL), the Authorized agency to provide e-voting facility engaged by the Company; and the physical ballots provided at the Annual General Meeting by the Company/the Registrar & Transfer Agents, Link Intime India Pvt. Ltd.

The Notice dated June 28, 2016 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.

HARESH JANI & ASSOCIATES MUMBAI

HARESH JANI & ASSOCIATES
COMPANY SECRETARIES
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Jogeshwari (West), Mumbai-400 102. India
Contact : 022-26780807

CS HARESH M. JANI
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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 July 23, 2016 were entitled to vote on the resolutions set out in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on July 27, 2016 at 9:00 a.m. (IST) and ended on July 29, 2016 at 5:00 p.m. 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 July 23, 2016, being the 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 Ms. Ranu Agrawal, who are not in the employment of the Company.

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) **the Audited Financial Statement of the Company for the financial year ended March 31, 2016 , together with 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, 2016 together with the report of Auditors thereon.**

(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	153	124582521	99.86%
Ballot	22	1377688	100%
Total	**175**	**125960209**	**99.87%**

HARESH JANI & ASSOCIATES MUMBAI

HARESH JANI & ASSOCIATES
COMPANY SECRETARIES
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Jogeshwari (West), Mumbai-400 102. India
Contact : 022-26780807

CS HARESH M. JANI
B COM, FCS, LLB
Email : haresh@hja.legal;
hmjani@gmail.com
Cell No. : 09820128436

(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	169268	0.14%
Ballot	0	0	0.00%
Total	**3**	**169268**	**0.13%**

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	3	366

(B) Resolution 2: Ordinary Resolution

To Declare Dividend on Equity Share Capital for the Financial Year ended March 31, 2016.

(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	155	124751769	100%
Ballot	22	1377688	100%
Total	**177**	**126129457**	**100%**

(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	1	20	0.00%
Ballot	0	0	0.00%
Total	**1**	**20**	**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	0	0
Ballot	3	366

HARESH JANI & ASSOCIATES MUMBAI

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COMPANY SECRETARIES
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Cell No. : 09820128436

(C) Resolution 3: Ordinary Resolution

To Re-appoint Mr. Atul Agarwal (DIN: 00007663) 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	143	124723509	99.98%
Ballot	22	1377688	100%
Total	**165**	**126101197**	**99.98%**

(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	12	27780	0.02%
Ballot	0	0	0.00%
Total	**12**	**27780**	**0.02%**

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	3	366

(D) Resolution 4: Ordinary Resolution

To Appoint Statutory Auditors and fix 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	151	124745414	100%
Ballot	22	1377688	100%
Total	**173**	**126123102**	**100%**

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COMPANY SECRETARIES
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Contact : 022-26780807

CS HARESH M. JANI
B COM, FCS, LLB
Email : haresh@hja.legal;
hmjani@gmail.com
Cell No. : 09820128436

(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	3955	0.00%
Ballot	0	0	0.00%
Total	**3**	**3955**	**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	0	0
Ballot	3	366

(E) Resolution 5: Special Resolution

To Appoint Mr. H. K. Mittal (DIN: 00007690) as "Executive Chairman" of the Company to be in whole time employment.

(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	148	124747994	100%
Ballot	22	1377688	100%
Total	**170**	**126125682**	**100%**

(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	3195	0.00%
Ballot	0	0	0.00%
Total	**6**	**3195**	**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	0	0
Ballot	3	366

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hmjani@gmail.com
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(F) Resolution 6: Special Resolution

To Appoint Mr. Atul Agarwal (DIN: 00007663) as "Executive Vice Chairman" of the Company to be in whole time employment.

(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	143	124556071	99.86%
Ballot	22	1377688	100%
Total	**165**	**125933759**	**99.86%**

(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	9	172193	0.14%
Ballot	0	0	0.00%
Total	**9**	**172193**	**0.14%**

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	3	366

(G)Resolution 7: Special Resolution

To Approve Issue of Securities up to an Aggregate Amount not Exceeding Rs. 2,000,000,000/- (Rupees Two Hundred Crores Only) or Equivalent Amount thereof in any Other Foreign Currency.

(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	141	124531428	99.82%
Ballot	22	1377688	100%
Total	**163**	**125909116**	**99.83%**

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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	14	220126	0.18%
Ballot	0	0	0.00%
Total	**14**	**220126**	**0.17%**

(iii) Invalid votes:

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	3	366

Note: The break-up of Invalid Voting is as under:

a) Voting by 2 Shareholders holding 60 Shares were considered invalid for the reason: "Signature Differs".
b) Voting by 1 Shareholders holding 306 Shares was considered invalid for reason: not holding shares as on cut off date.

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 on the voting 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.

The above mentioned resolutions are deemed to be passed as on 32nd Annual General Meeting of the Company, i.e. July 30, 2016.

Thanking you,
Yours Sincerely,

HARESH JANI & ASSOCIATES MUMBAI

Haresh M. Jani
(Proprietor)
HARESH JANI & ASSOCIATES
COMPANY SECRTARIES
FCS No. 4570
C.P. No. 2236
Date: August 01, 2016
Place: Mumbai

Counter Signed By:
FOR MERCATOR LIMITED

Defer
CHAIRMAN / COMPANY SECRETARY
(Authorised Person)