

**MERCATOR LIMITED**

CIN: L63090MH1983PLC031418

Registered Office: 3rd Floor, Mittal Tower, B- Wing, Nariman Point, Mumbai – 400021

Tel: +912266373333, Fax: +912266373344

website: www.mercator.in e-mail: investors@mercator.in**POSTAL BALLOT FORM**

Sr no:-

1. Name and registered address of the :
sole / first named member
(in block letters)

2. Name(s) of the joint Member(s), if any :
(in block letters)

3. Registered Folio number / :
DPID No. / Client ID No.*

4. Number of shares held :

(* Applicable to investors holding shares in dematerialized form)

I / We hereby exercise my / our vote in respect of the Ordinary/Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated December 9, 2016 of the Company by conveying my / our assent or dissent to the said Resolution(s) by placing the tick mark (√) at the appropriate box below:-

Item No.	Description	No. of Shares for which votes cast	(For)	(Against)
			I / we assent to the resolution	I / we dissent to the resolution
1.	Special Resolution approving Sale of Floating Production Unit (FPU), together with attached charter of Mercator Offshore (P) Pte. Ltd., a stepdown subsidiary of the Company, as detailed in the resolution.			
2.	Ordinary Resolution approving appointment of Mr. Prem Rajani, as an Independent Director (DIN : 00062833) as per Section 149,150 and 152 of the Companies Act, 2013.			

Place:-

Date: -

(Signature of Member)

Note:- Please read the instructions printed overleaf carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVEN (Remote E Voting Event Number)	User ID	Password

Instructions

1. A Member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form in all respects and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. However, envelope containing Postal Ballot Form, if sent by courier / any other mode at the expenses of the Member will also be accepted. The company also offers remote e-voting facility by electronic mode.
2. A Member can opt only one mode of voting i.e. either through e-Voting or by Ballot. If a Member casts vote by both modes, then voting done through E-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot.
4. The self-addressed envelope bears the address of the scrutinizer. Members are requested not to send any other paper/s along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope, as all such envelopes will be sent to the scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
5. This Ballot Form should be completed and signed by the member. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence by the next named Member. The signature of the member(s) on this Postal Ballot Form should be as per the specimen signature registered with the company or furnished by the National Security Depository Limited/Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form, respectively.
6. In case of shares held by the Institutional Shareholders i.e. other than individuals, HUF, NRI etc. the duly completed Postal Form should be accompanied by certified copy of the Board Resolution / Authority Letter together with attested specimen signature(s) of duly authorized signatory(ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a Shareholder of the Company must be accompanied by the copy of Power of Attorney duly certified by the Magistrate, Notary Public or Special Executive Officer or a similar authority holding a Public Office Authorized to use the Seal of his Office. If the Power of Attorney is already registered with the company or R & T Agents, please quote the registration number beneath the signature.
7. Tick(√) marks should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Members are entitled to vote For/Against Resolution covering total Number of Shares held by them.
8. There will be only one Postal Ballot Form for every Folio / Client ID irrespective of the number of Joint Member(s). Members are entitled to cast their voted differently i.e. all the votes either in favour or against or partly in favour or against.
9. Duly completed Postal Ballot Form should reach the scrutinizer not later than close of working hours i.e. 5.00 p.m. of January 12, 2017. Postal Ballot Form received after this date will be strictly treated as if the reply from the Members has not been received.
10. A Shareholder 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 time and date specified at item no. 9 above.
11. Votes will be considered invalid inter alia, on the following grounds:
 - a) If the Member's signature does not tally.
 - b) If the Member's has marked all his shares both in favour and also against the Resolution.
 - c) If neither assent nor dissent is mentioned.
 - d) If the Postal Ballot Form is unsigned.
 - e) If the Postal Ballot Form is received in torn or defaced or mutilated condition to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more such grounds.
 - f) If the Postal Ballot Form is received in such a state that it is incomplete, or incorrect, or otherwise it is not possible to assess the Member's intention to vote.
12. The result of the Postal Ballot will be announced not later than January 14, 2017 at 5 p.m. at the Registered office of the Company at 3rdFloor, Mittal Tower, B- Wing, Nariman Point, Mumbai – 400 021 and will also be informed to BSE and NSE, and posted on the Company's website www.mercator.in
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.