

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 (the resolution was passed through Postal Ballot)	31-05-2019
Total number of shareholders on record date	30,24,59,335
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required: (Ordinary)					Reclassification of Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company				
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	8,67,33,600	8,36,38,600	96.4316	8,36,38,600	-	100.0000	-	-
	Poll		-		-	-	-	-	-
	Postal Ballot (if applicable)		-		-	-	-	-	-
	Total		8,36,38,600		96.4316	8,36,38,600	-	100.0000	-
Public-Institutions	E-Voting	3,97,27,520	2,35,09,434	59.1767	2,35,09,434	-	100.0000	-	-
	Poll		-		-	-	-	-	-
	Postal Ballot (if applicable)		-		-	-	-	-	-
	Total		2,35,09,434		59.1767	2,35,09,434	-	100.0000	-
Public-Non Institutions	E-Voting	17,59,98,215	9,81,159	0.5631	9,78,276	2,883	99.7062	0.2938	-
	Poll		-		-	-	-	-	-
	Postal Ballot (if applicable)		9,865		64	99.3512	0.6488	-	
	Total		9,91,024		0.5631	9,88,077	2,947	99.7026	0.2974
Total		30,24,59,335	10,81,39,058	35.7533	10,81,36,111	2,947	99.9973	0.0027	-

Resolution required: (Special)					Reclassification of Authorised Share Capital and consequent alteration of the Capital Clause in the Articles of Association of the Company				
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	8,67,33,600	8,36,38,600	96.4316	8,36,38,600	-	100.0000	-	-
	Poll		-		-	-	-	-	-
	Postal Ballot (if applicable)		-		-	-	-	-	-
	Total		8,36,38,600		96.4316	8,36,38,600	-	100.0000	-
Public-Institutions	E-Voting	3,97,27,520	2,35,09,434	59.1767	2,35,09,434	-	100.0000	-	-
	Poll		-		-	-	-	-	-
	Postal Ballot (if applicable)		-		-	-	-	-	-
	Total		2,35,09,434		59.1767	2,35,09,434	-	100.0000	-
Public-Non Institutions	E-Voting	17,59,98,215	9,81,159	0.5631	9,78,066	3,093	99.6848	0.3152	-
	Poll		-		-	-	-	-	-
	Postal Ballot (if applicable)		9,865		64	99.3512	0.6488	-	
	Total		9,91,024		0.5631	9,87,867	3,157	99.6814	0.3186
Total		30,24,59,335	10,81,39,058	35.7533	10,81,35,901	3,157	99.9971	0.0029	-



Resolution required: (Special)					To re-appoint Mr Man Mohan Agrawal as an Independent Director of the Company for a second consecutive term of 5 (five) years				
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	8,67,33,600	8,36,38,600	96.4316	8,36,38,600	-	100.0000	-	-
	Poll		-		-	-	-	-	-
	Postal Ballot (if applicable)		-		-	-	-	-	-
	Total		8,36,38,600		-	100.0000	-	-	
Public-Institutions	E-Voting	3,97,27,520	2,35,09,434	59.1767	-	2,35,09,434	-	100.0000	-
	Poll		-		-	-	-	-	
	Postal Ballot (if applicable)		-		-	-	-	-	
	Total		2,35,09,434		-	100.0000	-	-	
Public-Non Institutions	E-Voting	17,59,98,215	9,82,159	0.5637	9,54,181	27,978	97.1514	2.8486	-
	Poll		-		-	-	-	-	
	Postal Ballot (if applicable)		9,865		9,801	64	99.3512	0.6488	
	Total		9,92,024		9,63,982	28,042	97.1733	2.8267	
Total		30,24,59,335	10,81,40,058	35.7536	8,46,02,582	2,35,37,476	78.2343	21.7657	-

Resolution required: (Special)					Amendment of the existing terms and conditions of the US\$ 16,000,000 4.75% Unsecured Foreign Currency Convertible Bonds ("FCCBs") issued by the Company				
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	8,67,33,600	8,36,38,600	96.4316	8,36,38,600	-	100.0000	-	-
	Poll		-		-	-	-	-	
	Postal Ballot (if applicable)		-		-	-	-	-	
	Total		8,36,38,600		-	100.0000	-	-	
Public-Institutions	E-Voting	3,97,27,520	2,35,09,434	59.1767	2,35,09,434	-	100.0000	-	-
	Poll		-		-	-	-	-	
	Postal Ballot (if applicable)		-		-	-	-	-	
	Total		2,35,09,434		-	100.0000	-	-	
Public-Non Institutions	E-Voting	17,59,98,215	9,82,159	0.5637	9,77,894	4,265	99.5658	0.4342	-
	Poll		-		-	-	-	-	
	Postal Ballot (if applicable)		9,865		9,801	64	99.3512	0.6488	
	Total		9,92,024		9,87,695	4,329	-	-	
Total		30,24,59,335	10,81,40,058	35.7536	10,81,35,729	4,329	99.9960	0.0040	-

For Mercator Limited

Sangeetha Pednekar

Sangeetha Pednekar
Company Secretary





SPZ & ASSOCIATES
COMPANY SECRETARIES

Off.Add. : A-Wing, 202, Kolshet Rd., Dhokali Naka, Cosmos Nest, Thane (W), MH - 400 607, India
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SCRUTINIZER REPORT

(Pursuant to provision of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
Mr. H K Mittal,
Chairman of Postal Ballot Program.
Mercator Limited
(CIN- L63090MH1983PLC031418)
Regd. Office: Mittal Tower,
B- Wing, 3rd Floor,
Nariman Point, Mumbai – 400021.

Subject : Scrutinizer Report on E-Voting & Postal Ballot Process for passing of resolution of Mercator Limited (The Company)

Dear Sir,

The Board of Director of the Company at its meeting held on April 26, 2019 has appointed CS Sunil Zore (CP No 11837 & MB No A22144) of M/s SPZ & Associates, Company Secretaries having office at “202, Wing “A”, Cosmos Nest, Dhokali Naka, Thane (W)-400607 as Scrutinizer to conduct E-Voting & Postal Ballot Process, pursuant to section 108 and 110 of the Companies Act, 2013 read with rules of the Companies (Management & Administration) Rule, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner and ascertaining the requisite majority in E-voting and Postal Ballot Process carried out as per the provision of the Companies Act, 2013 to pass the resolution as per Postal Ballot Notice dated April 26, 2019 (The Notice).

The Company has appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility of E-voting & Postal Ballot Process to the shareholders of the Company from 9.00 a.m. on Wednesday, May 1, 2019 to 5.00 p.m. on Thursday, May 30, 2019.



Link Intime India Pvt. Ltd is the Registrar and Share Transfer Agent (RTA) of the Company for E-voting and Postal Ballot Process.

The Service Provider had provided a system for recording the votes of the shareholders electronically and through Postal Ballot Process on all the items of the business sought to be transacted.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was April 17, 2019.

As on cutoff date, there were 83,047 shareholders of the Company having 30,24,59,335 equity shares. RTA had sent the Notices by email to 62,413 shareholders whose email Id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. In respect of 18,524 shareholders the Notices were sent by courier and in respect of 2,110 shareholders the Notices were sent by post

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open from 9.00 a.m. on Wednesday, May 1, 2019 to 5.00 p.m. on Thursday, May 30, 2019.

At the end of the voting period on Thursday, May 30, 2019 at 5.00 p. m., the voting portal of the Service Provider was blocked forthwith. The votes cast through e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Subodh Taywade and Mr. Tejram Padole who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the E-Voting and Postal Ballot Process carried out by the shareholders was duly compiled, the details of which is given in Annexure "A" which is part of this report.

According to such report, *it is confirmed that all the resolutions stands passed with the requisite majority.*



We hereby confirm that we are maintaining the Register received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and through Postal Ballot Process by the shareholders of the Company. We shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you

Yours Faithfully
For SPZ & Associates
Company Secretaries



Signature

CS Sunil Zore

CP NO 11837 , MB No. A22144

Place : Thane Date : 31/05/2019



Subodh Taywade
Witness



Tejram Padole
Witness



Signature

H K Mittal,

Chairman of Postal Ballot Program

Mercator Limited

ANNEXURE-A
SCRUTINIZER REPORT

Item No. of Notice	Type of Resolution	Resolution Details	Type of Voting	Votes in favour of the resolution			Votes against the resolution			Total Voting			Invalid votes		
				Number of members present and voting (in person or by proxy)	Number of Votes cast by them	%age	Number of members present and voting (in person or by proxy)	Number of votes cast by them	%age	Number of members present and voting (in person or by proxy) (5+8)	Number of Votes cast by them (6+9)	% age (7+10)	Number of members present and voting (in person or by proxy)	Number of votes cast by them	%age
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Item No. 1	Ordinary Resolution	Reclassification of Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company	E-voting	90	108126310		7	2883		97	108129193		0	0	0
			Postal Ballot	4	9801		3	64		7	9865		0	0	0
			Total	94	108136111	99.9973	10	2947	0.0027	104	108139058	100	0	0	0
Item No. 2	Special Resolution	Reclassification of Authorised Share Capital and consequent alteration of the Capital Clause in the Articles of Association of the Company	E-voting	88	108126100		9	3093		97	108129193		0	0	0
			Postal Ballot	4	9801		3	64		7	9865		0	0	0
			Total	92	108135901	99.9971	12	3157	0.0029	104	108139058	100	0	0	0
Item No. 3	Special Resolution	To re-appoint Mr Man Mohan Agrawal as an Independent Director of the Company for a second consecutive term of 5 (five) years	E-voting	75	84592781		23	23537412		98	108130193		0	0	0
			Postal Ballot	4	9801		3	64		7	9865		0	0	0
			Total	79	84602582	78.2343	26	23537476	21.7657	105	108140058	100	0	0	0
Item No. 4	Special Resolution	Amendment of the existing terms and conditions of the US\$ 16,000,000 4.75% Unsecured Foreign Currency Convertible Bonds ("FCCBs") issued by the Company	E-voting	89	108125928		9	4265		98	108130193		0	0	0
			Postal Ballot	4	9801		3	64		7	9865		0	0	0
			Total	93	108135729	99.9960	12	4329	0.0040	105	108140058	100	0	0	0

