



MERCANTILE VENTURES LIMITED

CIN: L6519TN1985PLC037309

Registered Office: 88, Mount Road, Guindy, Chennai – 600 032.

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Sixteenth Annual General Meeting of **MERCANTILE VENTURES LIMITED** will be held on **Friday the 28th day of July 2017 at 2.00 PM** at Rajah Annamalai Mandram, 5, Esplanade Road (Near High Court), Chennai-600 108 to transact the following businesses:

ORDINARY BUSINESS

1. 1. To consider and adopt the Audited Financial Statements for the year ended 31 March 2017 and the Reports of Directors and Auditors thereon.
“**RESOLVED THAT** Pursuant to Section 129 and other applicable provisions, if any, of the Companies Act, 2013, the audited financial statements of the Company for the year ended 31 March 2017, together with the Reports of the Directors, Auditors thereon and the report of Secretarial Auditor as circulated to the members and presented to the meeting be and are hereby considered and adopted”.
2. To appoint a director in place of Mr.E N Rangaswami (DIN:06463753), who retires at this meeting and being eligible, offers himself for re-appointment, by passing the following as an ordinary resolution:
“**RESOLVED THAT** pursuant to section 152 and other applicable provisions, if any of the Companies Act,2013, Mr. E N Rangaswami (DIN: 06463753), Whole-time Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.”
3. To re-appoint Statutory Auditors by passing the following as an Ordinary Resolution:

RESOLVED THAT

- i. Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, M/s. DPV & Associates, Chennai (Firm Registration No.011688S), Chartered Accountants, who have expressed their willingness to be re-appointed as statutory auditors of the Company, for a second term of five years to hold office from the conclusion of the 16th Annual General Meeting (AGM) until the conclusion of the 21st AGM to be held in 2022, subject to ratification by members every year, as applicable, at remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.
- ii. The Auditors be paid remuneration of Rs.3,50,000/- (Rupees Three lakhs fifty thousand only) plus reimbursement of out of pocket expenses and applicable taxes for the audit of accounts and other related services as the Auditors of the company for the financial year 2017-18.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013, the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr.B Narendran, (DIN: 01159394) be and is here by appointed as a Director of the Company, not liable to retire by rotation.
RESOLVED FURTHER THAT pursuant to the provisions of Sections 149,150,152,160, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the rules made there under(including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the appointment of Mr. B Narendran (DIN: 01159394) as an Independent Director of the Company by the Board for a period of five years from 03 February 2017 be and is hereby approved.”

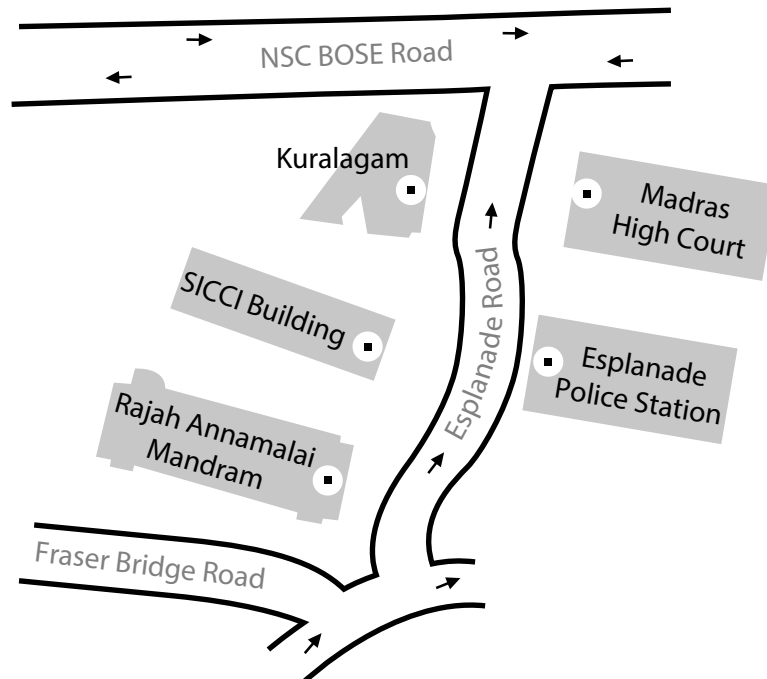
By Order of the Board
For **MERCANTILE VENTURES LIMITED**
E N RANGASWAMI
(DIN: 06463753)
Whole-time Director

Place: Chennai
Date : 18 May 2017

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. A blank form of proxy is enclosed, which, if used, should be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books will remain closed from 22 July 2017 to 28 July 2017 both days inclusive.
3. Members are requested to convert the physical shares to demat and to effect change of address, if any.
4. Members are requested to bring their copies of Annual Report to the meeting.
5. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members facility to cast their vote electronically on all resolutions set forth in this Notice through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). The detailed process for participating in e-voting is furnished in the Annexure to the Notice in Page No 3. The Company has appointed Mr. R Kannan, Practising Company Secretary as the scrutinizer for E-voting.
6. A person who has participated in e-voting is not debarred from participating in the meeting physically though he shall not be able to vote in the meeting again and his vote cast electronically shall be treated as final. In terms of the provisions of Section 107 read with Section 109, there will be no voting by show of hands at the meeting and hence the provisions relating to demand for poll by the Members is irrelevant. The Chairman of the meeting will regulate the meeting and voting on the resolutions in accordance with the provisions of the Act and the applicable Rules.
7. The share holding of the Members will be reckoned as on the date of 21 July 2017 for the purpose of E-voting.
8. Shareholders are aware that, the Ministry of Corporate Affairs has allowed Companies to send notices for meetings and other shareholders correspondences in electronic form. Hence the shareholders are requested to register their E-mail ID's with the Registrars of the Company by submitting EARF(E-mail address Registration Form).

Route Map and Land Mark



EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

INFORMATION ABOUT THE APPOINTEE

BACKGROUND DETAILS:

Mr. B Narendran, aged 71 years, a Chemical Engineer and a Master's Graduate from USA in Transportation, had worked as professional for more than 3 decades in MAC Group of companies as well as consultant to Shell Inc. Houston, Rite-Aid Pharmacy, Detroit and State Highways Administration, Baltimore, USA.

Mr. B. Narendran, is also the Honorary Consul, Office of the Honorary Consulate, Republic of Philippines in Chennai.

Details of other directorships and memberships/chairmanships of committees are given below:

S.No	Name of the Company	Nature of Interest	Committee Membership/ Chairmanship
1.	Southern Petrochemical Industries Corporation Ltd	Director	Audit Committee – Member Stakeholders Relationship Committee – Chairman Nomination and Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member
2.	Sicagen India Ltd	Director	Audit Committee – Chairman Stakeholders Relationship Committee – Chairman Nomination & Remuneration Committee – Member
3.	Greenstar Fertilizers Ltd	Director	Audit Committee – Member Nomination & Remuneration Committee – Chairman Corporate Social Responsibility Committee – Member
4.	Tuticorin Alkali Chemicals & Fertilizers Ltd	Director	Audit Committee – Chairman Stakeholders Relationship Committee – Member Nomination & Remuneration Committee – Member
5.	South India House Estates & Properties Ltd	Director	Audit Committee – Chairman Nomination & Remuneration Committee – Member
6.	India Radiators Limited	Director	Audit Committee – Member Nomination & Remuneration Committee – Chairman

Pecuniary relationship, directly or indirectly, with the Company / relationship with managerial personnel:

Mr. B Narendran has no pecuniary relationship directly or indirectly, with the Company or relationship with any of the managerial personnel of the Company.

Disclosure of Interest:

None of the Directors of your Company is concerned or interested in this resolution other than Mr. B Narendran, Director.

The Board recommends the adoption of this Resolution as Ordinary Resolution.

By Order of the Board
For **MERCANTILE VENTURES LIMITED**
E N RANGASWAMI
(DIN: 06463753)
Whole-time Director

Place: Chennai

Date : 18 May 2017

The instructions for shareholders voting electronically are as under:

The voting period begins on **25 July 2017, 9.00 am** and ends on **27 July 2017, 5.00 pm**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21 July 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The shareholders should log on to the e-voting website www.evotingindia.com.



Click on Shareholders.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Click on the EVSN for the relevant **Mercantile Ventures limited** on which you choose to vote.

On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians :

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com