



Mobile No. : 093762 12649
Phone No. : (0265) 2394038
E-Mail : jayesh.jayconsultancy@gmail.com
E-Mail : cs.jayeshvyas@hotmail.com

Jayesh Vyas & Associates
Practising Company Secretaries
Office : 1, "Premal Jyot", Sarabhai Colony, Gotri Road, Baroda - 390 021

Consolidated Scrutinizer's Report

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman of 34th Annual General Meeting ("AGM") of the Equity Shareholders of Mercury Laboratories Limited held on 25th September, 2015 at 12.00 noon at Electric Merchants Association Hall, Room No 12, Shreeji Bhuvan, 51, Mangaldas Road, Princess Street, Mumbai.

Dear Sir,

1. I, Jayesh Vyas of Jayesh Vyas & Associates, Practising Company Secretaries of Vadodara, have been appointed by the Board of Directors as Scrutinizer of Mercury Laboratories Limited (The Company) as per the Provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the remote e-voting and physical ballot process in a fair and transparent manner and ascertaining requisite majority on e-voting and physical ballot carried out in respect of the resolutions passed at the 34th Annual General Meeting of the members of the Company , held on 25th September, 2015, at 12.00 noon at at Electric Merchants Association Hall, Room No. 12, Shreeji Bhuvan, 51, Mangaldas Road, Princess Street, Mumbai.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act 2013, and the Rules relating to the voting through electronic means (by remote e-voting) and voting by using physical ballots by the shareholders on the resolutions proposed in the Notice of the 34th Annual General Meeting of the Company. My responsibility as a scrutinizer for the e-voting process and physical ballot is restricted to make a scrutinizer's report of the vote cast "in favour" or "against" the resolution as per Annexure, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company and of the voting through ballots received at the AGM.
3. I have issued separate Scrutinizers' Report dated 26th September, 2015 on the remote e-voting and on the physical ballot conducted at the venue of the AGM and I have submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
4. The result of the voting is as under :





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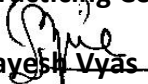
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Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Number	% of total number of valid votes cast	Number	% of total number of valid votes cast	Number
Item No. 1 - Adoption of Audited Financial Statement for the financial year ended 31 st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.	8,49,384	100%	--	--	--
Item No. 2 - To declare dividend.	8,49,384	100%	--	--	--
Item No. 3 - To appoint a Director in place of Mr. Dilip R. Shah (DIN-00257242), who retires by rotation and being eligible offers himself for re-appointment.	5,61,434	100%	--	--	2,87,950
Item No. 4 - To ratify the appointment of Statutory Auditors of the Company and fix their remuneration.	8,49,384	100%	--	--	--
Item No. 5 - To appoint Mrs. Poornima Dharendra Karvat (DIN-07144874) as an Independent Director of the Company.	8,49,384	100%	--	--	--

5. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 34th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking you,

For Jayesh Vyas & Associates
Practising Company Secretaries


Jayesh Vyas

Proprietor

FCS-5072 : CP-1790

Place : Vadodara

Date : 26-09-2015





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Scrutinizer's Report on remote e-voting

To,

The Chairman of 34th Annual General Meeting ("AGM") of the Equity Shareholders of Mercury Laboratories Limited held on 25th September, 2015 at 12.00 noon at Electric Merchants Association Hall, Room No 12, Shreeji Bhuvan, 51, Mangaldas Road, Princess Street, Mumbai.

Dear Sir,

I, Mr. Jayesh Vyas of Jayesh Vyas & Associates, Practising Company Secretaries, appointed as the Scrutinizer as per the letter dated 31st July, 2015 issued by the Company in terms of clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of Companies (Management and Administration) Rules, 2014 for the purpose of remote e-voting by electronic means on the below mentioned resolution(s), on agenda as contained in the Notice dated 31st July, 2015, submitted my report as under.

1. Pursuant to Section 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the Notice convening the Meeting including Statement under section 102 of the Act has been dispatched by post on 3rd September, 2015 and by e-mail on 4th September, 2015; and subsequently, the notice convening the meeting was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL).
2. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper having wide circulation and a vernacular newspapers on the 3rd September, 2015.
3. The e-voting period commenced on Tuesday, 22nd September, 2015 at 9.00 a.m. and end on Thursday, 24th September, 2015 at 5.00 p.m.
4. The Shareholders holding shares as on the "cut-off" date i.e. 19th September, 2015 were entitled to vote on the proposed resolutions (Item No.1 to 5 as set out in the Notice of the 34th Annual General Meeting of Mercury Laboratories Limited.
5. The votes cast were unblocked on Friday, 25th September, 2015 at 11.13 a.m. in the presence of two witnesses, Mr. Hasmukh Prajapati and Ms. Apurva Dubey, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature : _____

Name : Hasmukh Prajapati



Signature : _____

Name : Apurva Dubey



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6. A register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, folio number or client id of the shareholders , number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights , the question of maintaining the list of shares with differential voting rights did not arise.
7. No corporate members has participated in the e-voting.
8. Based on the results made available to me, 18 members have cast their votes on e-voting platform and I have annexed with this Report the details and analysis of the e-voting results for each of the Five agenda items contained in the said Notice.
9. A list of equity shareholders who voted "FOR" , "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
10. The data sheet relating to remote e-voting and other related papers/registers, records and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Jayesh Vyas & Associates
Practicing Company Secretaries

Jayesh Vyas

Proprietor

FCS-5072: CP-1790

Place : Vadodara

Date : 26-09-2015





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Based on the Reports generated , the results of the e-voting is as under ;

Sr.No.	Resolution No. as given in the Notice of 34 th Annual General Meeting	Particulars of Vote Cast			Results declared
			Electronic Voting		
			Nos.	%	
	Ordinary Business				
1.	Adoption of Audited Financial Statement for the financial year ended 31 st March, 2015 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)	Vote Cast in favour	8,21,900	100%	Approved unanimously
		Vote Cast against	Nil	Nil	
		Total	8,21,900	100%	
2.	To declare dividend. (Ordinary Resolution)	Vote Cast in favour	8,21,900	100%	Approved unanimously
		Vote Cast against	Nil	Nil	
		Total	8,21,900	100%	
3	To appoint a Director in place of Mr. Dilip R. Shah (DIN-00257242), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)	Vote Cast in favour	5,33,950	65%	Approved unanimously
		Vote Cast against	Nil	Nil	
		Total	5,33,950	65%	
4	To ratify the appointment of Statutory Auditors of the Company and fix their remuneration. (Ordinary Resolution)	Vote Cast in favour	8,21,900	100%	Approved unanimously
		Vote Cast against	Nil	Nil	
		Total	8,21,900	100%	





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Sr. No.	Resolution No. as given in the Notice of 34 th Annual General Meeting	Particulars of Vote Cast		Results declared	
		Electronic Voting			
		Nos.	%		
	Special Business				
5.	To appoint Mrs. Poornima Dhirendra Karvat (DIN-07144874) as an Independent Director of the Company. (Ordinary Resolution)	Vote Cast in favour	8,21,900	100%	Approved unanimously
		Vote Cast against	Nil	Nil	
		Total	8,21,900	100%	



For Jayesh Vyas & Associates
Practising Company Secretaries



Jayesh Vyas
Proprietor

FCS-5072: CP-1790

Place : Vadodara

Date : 26-09-2015



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FORM NO. MGT – 13

Scrutinizer's Report on Poll

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

of 34th Annual General Meeting of Shareholders of Mercury Laboratories Limited held on 25th September, 2015 at 12.00 Noon at Electric Merchants Association Hall, Room No 12, Shreeji Bhuvan, 51, Mangaldas Road, Princess Street, Mumbai.

Dear Sir,

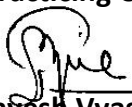
I, Mr. Jayesh Vyas of Jayesh Vyas & Associates, Practising Company Secretaries of Vadodara, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 34th Annual General Meeting of the Equity Shareholders of Mercury Laboratories Limited, held 25th September, 2015 at 12.00 Noon at Electric Merchants Association Hall, Room No 12, Shreeji Bhuvan, 51, Mangaldas Road, Princess Street, Mumbai, submit our report as under :

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and other two witnesses, Mr. Hasmukh Prajapati and Ms. Apurva Dubey, who are not in employment of the Company. Poll papers were diligently scrutinized and were reconciled with the records maintained by Link Intime India Pvt. Ltd., the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. Result of the Poll is annexed herewith Resolution-wise :
5. Soft copy of the list of equity shareholders who have voted "FOR", "AGAINST" for each resolution has been provided to the Company Secretary of the Company.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Jayesh Vyas & Associates
Practising Company Secretaries


Jayesh Vyas
Proprietor
FCS-5072: CP-1790



Place: Vadodara

Date : 26-09-2015



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Annexure - I

The Result of the Poll is as under :

Resolution No. 1 – Ordinary Resolution – Adoption of Audited Financial Statement for the financial year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
4	2284	100%

(ii) Voted **against** the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**For Jayesh Vyas & Associates
Practising Company Secretaries**


Jayesh Vyas
Proprietor
FCS-5072: CP-1790





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Resolution No. 2 – Ordinary Resolution – To declare dividend.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
4	2284	100%

(ii) Voted **against** the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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Resolution No. 3 – Ordinary Resolution – To appoint a Director in place of Mr. Dilip R. Shah (DIN-00257242), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
4	2284	100%

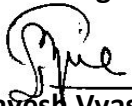
(ii) Voted **against** the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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Resolution No. 4 – Ordinary Resolution – To ratify the appointment of Statutory Auditors of the Company and fix their remuneration.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
4	2284	100%

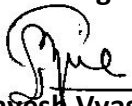
(ii) Voted **against** the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

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Resolution No. 5 – Ordinary Resolution – To appoint Mrs. Poornima Dhirendra Karvat (DIN-07144874) as an Independent Director of the Company.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
4	2284	100%


(ii) Voted **against** the resolution :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes :

Number of members present and voting (in presence or proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

For Jayesh Vyas & Associates
Practising Company Secretaries


Jayesh Vyas
Proprietor
FCS-5072: CP-1790

