GAURAV MERCANTILES LIMITED

CIN No.L74130MH1985PLC176592

310, Gokul Arcade B, Subhash Road, Vile Parle (E), Mumbai - 400 057.

Tel.: 6692 4459 Fax: 6694 9916 E-mail: info@gmlmumbai.com Website: www.gmlmumbai.com

1st October, 2016

To,

Department of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower 25th Floor, Dalal Street Mumbai- 400 001

Security Code: 539515

Dear Sirs/Madam,

Sub: Voting Results of the 31st Annual General Meeting ("AGM") of Gaurav Mercantiles Limited

The 31st AGM of the Company was held at 3.00 p.m. (1ST) at the 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai – 400 057, to transact the business as stated in the Notice dated September 2nd, 2016, convening the AGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, as required under Regulation 44 of the Listing Regulations, 2015.
- 2) Report of the Scrutinizer dated 1st October, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Voting Results along with the Scrutinizer's Report dated 1st October, 2016, is made available on the Company's website at www.gmlmumbai.com

We request you to take the above disclosures on record.

Yours faithfully,

Gaurav Mercantiles Limited

Mamta Mishra
Company Secretary

Encl: As above

Date of the AGM	30th September, 2016
Total number of shareholders on record date	1549
No. of shareholders present in the meeting either in person orthrough proxy:	
Promoters and Promoter Group:	5
Public:	20
No. of Shareholders attended the meeting through Video	None
Promoters and Promoter Group:	Vone
Public:	lone

Resolution required:(Ordinary/ Special)	Ordinary -1. Adoption	of financial statem	nents					
Whether promoter/promoter group are interested in the agenda/resolution?	NO							
	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes-	No. of		% of Votes
		held(1)	polled (2)	outstanding shares (3)=[(2)/(1)]*100	favour(4)	yotes- against(5)	favour, onvotes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
	E-Voting		1314300	98.86	1314300	•	100	0.00
Promoter and Promoter Group	Poll	1329500	•		1		•	
	Postal Ballot (if applicable)							•
	E Votino							
Public-Institutions								
	Poll	1		1				•
	Postal Ballot(if		1					
	E-Voting		21765	3.2461	21765	1	100	0.00
Public-Non Institutions	Poll	670500	182180	27.17	182180		100	1
	Postal Ballot(if				*		•	
	Total	2000000	1518245	75.91	1518245	1	100	0.00





on required:(Ordinar)	Ordinary-2. Appointment	nent of Pratap Singh Bohra	as a	Director liable to retire by rotation	/ rotation			
Interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No .of Votes -in	No. of	% of Votes in	% of Votes
		neid(1)	polied (2)	outstanding shares (3)=[(2)/(1)]* 100	favour (4)	Votes- against (5)	favour, on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
	E-Voting		1314300	98.86	1314300			
romoter and Promoter Group	Poll							0.00
	Postal Ballot (if	1329500						
	applicable)				•		•	
	E-Voting			-				
upiic-iristitutions	Poll			1			•	
	Postal Ballot(if							
	applicable)		1		Printer Printer			
Public-Nonlastitutions	E-voting		21765	3.2461	21765		100	0.00
	Poll	670500	182180	27.17	182180		100	
	Postal Ballot(if					THE REAL PROPERTY AND ADDRESS OF		
	applicable)			•	•			
	Total	2000000	1518245	75.91	1518245	1	100	0.00

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Whether promoter/promoter group are Interested in the agenda/resolution?	Ordinary -3.	Ratification of appointment of M/s.	G. P.	Agrawal & Co., Chartered	Chartered Accountants as	Statutory Auditors	s of the Company.
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No of Votos in		% of Votes in
		held(1)	polled (2)	outstanding shares (3)=[(2)/(1)]* 100	→ S	Votes- against (5)	favour, on votes polled (6)=[(4)/(2)]*100
	E-Voting		1314300	98.86	1314300	•	
Promoter and Promoter Group	Poll	1329500	•			•	
	Postal Ballot (if					•	
	applicable)		1		•		
	E-Voting						
Public-Institutions	Poll						
	Postal Ballot(if					•	
	applicable)		1	1			
	E-Voting		21765	3 2461	21765		
Public-NonInstitutions	Poll		182180	27 17	183180		100
	Postal Ballot(if	670500		61.11	001201		100
	applicable)						•
	Total	2000000	1518245	75.91	1518245	1	100



Resolution required:(Ordinary/ Special)	Special-4. To Replace	To Replace the existing Articles of	s of Association (/	Association (AOA) of the Company to be in		Illia Mini nie iedanouene		
Whether promoter/promoter group are								
Interested in the agenda/resolution?	NO							% of Votes
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding	No .of Votes -in	No. of	% of Votes in favo1,1r on	against on votes polled
			(2)	shares (3)=[(2)/(1)]* 100		against (5)	100	(7)=[(5)/(2)]*10 0
	T Wating		1314300	98.86	1314300		100	0.00
	C-VOII S							
Promoter and Promoter Group		1329500						
	applicable)					1		
	E-Voting		1	1				
Dublic Institutions	Poll		•					
	Postal Ballot(if							
	applicable)		1					000
	E-Voting		21765	3.2461	21/65		100	0.00
Dublic Nonlectitutions	Poll		182180	27.17	182180		100	0.00
Public-Ivollilisuturions	Postal Ballot(if	670500					•	
	applicable)				AFAOOAF		100	0.00
	Total	200000	1518245	75.91	1518245		5	

Resolution required:(Ordinary/ Special)	Special -5. To enhance	hance the Borrowing Limits	of the	Board of the Directors of the	e Company up to Rs.	Rs. 15.00 Crores		
Whether promoter/promoter group are	20							
Category	Mode of Voting	No. of shares held(1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No .of Votes -in favour (4)	No. of Votes- against (5)	%of Votes in favo1,1r on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*10
	E-Votino		1314300	98.86	1314300		100	0.00
	Poll							
Promoter and Promoter Group	Postal Ballot (if	1329500						•
	applicable)		1					
	E-Voting				1			
Public-Institutions	Poll					1		
	Postal Ballot(if	1					8	
	applicable)				2000			0 00
	E-Voting		21765	3.2461	27/65			000
Dublic Nonlactitutions	Poll		182180	27.17	182180		100	0.00
Public-Ivollillourations	Postal Ballot(if	670500				1		•
	applicable)		SVCSLSV	75 01	1518245	•	100	0.00
	Total	2000000	1518245	18.67	101010			

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Whether promoter/promoter group are Interested in the agenda/resolution? Category	NO Mode of Voting No. of their	ge/Create Mortgage on No. of shares held(1)	the Mo No. of	vable/immovable Assets of the % of Voters Polled on No ed outstanding	Company to Company to Of Votes -in Favour (4)	sec	No. of	n Buimo,
		held(1)	polled (2)	shares (3)=[(2)/(1)]* 1	ing]* 100	ing favour (4)	oo favour (4)	00 favour (4)
	E-Voting		1314300	98.86		1314300	1314300 -	
Promoter and Promoter Group	Postal Ballot (if	1329500						
	applicable)		•			•		
	E-Voting							
Public-Institutions	Poll							
	Postal Ballot(if							
	applicable)							
	Don't work		20717	0.2401				60/17
Public-Noninstitutions	Postal Ballot(if	670500	182180	27.17		182180		
	applicable)			×		1	•	
	Total	2000000		75 04				

Resolution required:(Ordinary/ Special) Whether promoter/promoter group are Interested in the agenda/resolution? Category	Special -7. To give any loan to anybody corporate(s)/ person(s) or to give any guarantee or to provide security in connection with a loan to anybody corporate(s) up to upto limit of Rs. 15.00 Crores NO Mode of Voting No. of shares held(1) held(1) No. of votes polled outstanding shares (2) (3)=f(2)/(1)]* 100 Special -7. To give any loan to anybody corporate(s) up to upto limit of Rs. 15.00 % of Votes hold on votes outstanding favour (4) against (5) General Connection with a loan to anybody corporate(s) up to upto limit of Rs. 15.00 % of Votes in work of Votes in gainst on against (5) % of Votes of Vo	y loan to anybody c s) and acquire by w No. of shares held(1)	ay of subscription, No. o f votes polled (2)	purchase or other % of Votes Polled on outstanding shares (3)={(2)/(1)]* 100	guarantee or to prwise, securities of No .of Votes -in favour (4)	anybody corpora No. of Votes- against (5)	provide security in connection with a loan to anybody of anybody corporate(s) up to upto limit of Rs. 15.00 No. of Wotes in % of Votes against on against on wotes polled votes polled	loan to anybody nit of Rs. 15.00 % of Votes against on votes polled
Category			No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100		No. of Votes- against (5)	8	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll		1314300	98.86	1314300		100	0.00
	Postal Ballot (if applicable)	1329500		1		•	•	
Dublic Institutions	E-Voting				-		•	
	Postal Ballot(if applicable)	1						
Public-NonInstitutions	E-Voting		21765	3.2461	21765		100	0.00
-	Postal Ballot(if	670500	182180	27.17	182180		100	0.00
	Total	2000000	1518245	75.91	1518245		100	0.00

1st Floor, JBF House 13, Old Post Office Lane, Kalbadevi Road, Marine Lines (E), Mumbai-400002. Mail-Id: cs.mukeshsaraswataamail.com Tell.: 022-66332602/2603, Cont. no. 9022661290, 9892859050.

FORM No. MGT-13 Report of Scrutinizer(s)

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

To, Chairman, Annual General Meeting of Equity Shareholders of GAURAV MERCANTILES LIMITED held on 30/09/2016 At 310,Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai - 400 057.

Dear Sir,

31st Annual General Meeting of the Equity Shareholders of M/s GAURAV MERCANTILES LIMITED Held on 30/09/2016 at 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai - 400 057.

We, M K Sarswat & Associates, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolutions, at the 31st Annual General Meeting of the Equity Shareholders of GAURAV MERCANTILES LIMITED, held on 30/09/2016 at 310, Gokul Arcade-B, Subhash Road, Vile Parle (E), Mumbai - 400 057, submit our report as under:

On completion of E-poll by members of the Company on 29/09/2016 at 5.00 pm, the extracts of e-voting on CDSL has been obtained by us from the CDSL's e voting site - evotingindia.com

- After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in our presence with due identification marks placed by us.
- The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company
- There were no available poll paper, which were incomplete and/or which were otherwise found defective so treated as invalid and kept separately.
- The Consolidated report on the results of the Remote E-voting together with the Poll (combined) are as under:



COMPANY SECRETARIES

RESOLUTION 1 - as an Ordinary Resolution for adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Report of the Directors' and Independent Auditors Report ' thereon.

1. VOTED IN FAVOUR OF THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast - Shares	% of total no. of valid votes cast
E Vetine	7	1336065	88.00
E Voting Physical	18	182180	12.00
Total	25	1518245	100

2. VOTED AGAINST THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting		H-	
Physical			
Total			

3. INVALID VOTES:

Content	No. of members whose votes were invalid	No. of votes cast – Shares
E Voting	HOLL	
Physical	-	
Total	H-	**

RESOLUTION 2 - as an Ordinary Resolution for appointment of a Director Mr. Pratap Singh Bohra (DIN: 00122472) who retired by rotation and being eligible & Offers himself for re-appointment under Section 152 of the Companies Act, 2013.

1. VOTED IN FAVOUR OF THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting	7	1336065	88.00
AND DESCRIPTION OF THE PARTY OF	18	182180	12.00
Physical Total	25	1518245	100

2. VOTED AGAINST THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting ***	e- 1.0		- 11号 MW 28618
Physical	-	27 4 4 11	- 11- CP: 10856
Total			-

3. INVALID VOTES:

Content	No. of members whose votes were invalid	No. of votes cast – Shares
E Voting	-	**
Physical		
Total		44

RESOLUTION 3 – as an Ordinary Resolution for re-appointment of M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No. 302082E), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 32nd Annual General Meeting to be held for the F.Y. ended 31-03-2017 on such remuneration as may be decided by the Board of Directors of the Company.

1. VOTED IN FAVOUR OF THE RESOLUTION:

Content	The state of the s	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting	7	1336065	88.00
Physical	18	182180	12.00
Total	25	1518245	100

2. VOTED AGAINST THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting		**	
Physical		**	
Total		**	

3. INVALID VOTES:

Content	No. of members whose votes were invalid	No. of votes cast – Shares
E Voting		
Physical	-	-
Total		



RESOLUTION 4 - a Special Resolution passed for adoption of a new set of Articles of Association as per Companies Act, 2013 as per the provisions of Section 14 of the Companies Act, 2013, Resolutions as under:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 if applicable (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), a new set of Articles of Association be and is hereby approved and adopted as the "Articles of Association" of the Company in total exclusion, substitution and supersession of the existing Articles of Association of the Company."

COMPANY SECRETARIES

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

1. VOTED IN FAVOUR OF THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting	7	1336065	88.00
Physical	18	182180	12.00
Total	25	1518245	100

2. VOTED AGAINST THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting		The state of the s	
Physical			
Total	True / physical	det .	

3. INVALID VOTES:

Content	No. of members whose votes were invalid	No. of votes cast – Shares
E Voting		
Physical		
Total		**



RESOLUTION 5 - a Special Resolution passed for increasing the limit of borrowing u/s 180 (1) (c) by the Board of Directors such that amount shall not exceed the sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores only), Resolutions as under:

"RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and article of association of the Company, subject to the consent of the members of the Company, the approval of board members be and is hereby accorded to borrow any sums of money from time to time from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether, movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total

M. K. SARSWAT & ASSOCIATES COMPANY SECRETARIES

amount so borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

1. VOTED IN FAVOUR OF THE RESOLUTION:

voting / physical ballots	111111111111111111111111111111111111111	valid votes cast
7	1336065	99.00
18		88.00
		12.00
		7 1336065 18 182180

2. VOTED AGAINST THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting			
Physical		44	-
Total			
			1-

3. INVALID VOTES:

Content	No. of members whose votes were invalid	No. of votes cast - Shares
E Voting	44	
Physical	-	-
Total	-	



RESOLUTION 6 - a Special Resolution passed for u/s 180 (1) (a) by the Board of Directors for the consent of the members for creation of such mortgages/ charges/ hypothecation and floating charges such that amount shall not exceed the sum of Rs. 15,00,00,000/- (Rupees Fifteen Crores only), Resolutions as under:

"RESOLVED THAT pursuant to provision of section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the consent of the members of the Company, the approval of board members be and is hereby accorded for creation of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian rupee or foreign currency loans, debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of Rs. 15,00,00,000/- (Rupees

M. K. SARSWAT & ASSOCIATES

COMPANY SECRETARIES

Fifteen Crore only) of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, Company, insurer or to the general public."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company"

VOTED IN FAVOUR OF THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting	7	1336065	88.00
Physical	18	182180	12.00
Total	25	1518245	100

2. VOTED AGAINST THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots		% of total no. of valid votes cast
E Voting			
Physical			-
Total	**	**	-

3. INVALID VOTES:

Content	No. of members whose votes were invalid	No. of votes cast - Shares
E Voting		
Physical	-	
Total		***



RESOLUTION 7 - a Special Resolution passed for the consent of the members for approval under section 186 to an aggregate amount not exceeding Rs. 15 Crores, Resolutions as under:

"RESLOVED THAT subject to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or reenactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to (a) give any loan to anybody corporate(s)/ person(s); (b) give any guarantee or provide security in connection with a loan to anybody corporate(s)/ person(s); and (c) acquire by way of subscription, purchase or otherwise, securities of anybody corporate(s) up to an aggregate amount not exceeding Rs. 15 Crores outstanding at any point of time on such terms and conditions as the Board may think fit."

M. K. SARSWAT & ASSOCIATES COMPANY SECRETARIES

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution."

VOTED IN FAVOUR OF THE RESOLUTION:

Content	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting	7	1336065	88.00
Physical	18	182180	12.00
Total	25	1518245	100

2. VOTED AGAINST THE RESOLUTION:

Content.	No. of members voted through e voting / physical ballots	No. of votes cast – Shares	% of total no. of valid votes cast
E Voting	**		
Physical	***		-
Total		m.	

3. INVALID VOTES:

Content	No. of members whose votes were invalid	No. of votes cast – Shares
E Voting	44	100
Physical		
Total		

Thanking you,

Yours sincerely,

For: M. K. SARSWAT & ASSOCIATES

COMPANY SECRETARIES

MUKESH SARASWAT

(Proprietor)

ACS NO. 28618, COP NO.: 10856

Place: Mumbai

Date: October 1st, 2016