

Ref: ML/SGX/2018-19/17

January 11, 2019

To,
The Singapore Exchange Securities Trading limited
2, Shenton Way,
#19-00, SGX Centre 1,
Singapore – 068804

Re: USD 16,000,000 4.75% Convertible Bonds Due 2019 ("The Bonds")

Sub: Corporate Governance Report

Ref: Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation)

Dear Sir/Madam,

In compliance with the provisions of Regulation 27(2) of Listing Regulation, we hereby enclose in the prescribed format, a copy of quarterly Corporate Governance Report of the Company for the Quarter ended December 31, 2018.

Please acknowledge the receipt of the same.

Thanking You

Yours faithfully,

For **Mercator Limited**



Sangeetha Pednekar
Company Secretary



Encl.: as above

Disclosure Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulation")

Name of Listed Entity: Mercator Limited

Quarter ending: December 31, 2018

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	
Mr.	H. K. Mittal	AATPM7636F 00007690	Chairperson/ Executive	01/08/2016	--	1	2	0	
Mr.	M. M. Agrawal	AAVPA0596L 00681433	Non-Executive / Independent	24/09/2014	4 years 3 months	2	3	3	
Mrs.	Archana Mittal	ADGPM7171D 00007972	Non-Executive	25/03/2015	--	1	1	0	
Mr.	Anil Khanna	ABLPK3651M 00199924	Non-Executive / Independent	21/11/2017	1 year 1 month	2	4	0	
Mr.	Chetan Desai	AACPD5693G 03595319	Non-Executive / Independent	27/04/2018	8 months	3	4	1	



II. Composition of Committees			
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-executive/Independent/Nominee)	
1. Audit Committee	Mr. M. M. Agrawal	Independent/Committee Chairman	
	Mr. Anil Khanna	Independent	
	Mr. Chetan Desai	Independent	
	Mr. H. K. Mittal	Executive/Chairman	
2. Nomination & Remuneration Committee	Mr. Anil Khanna	Independent/Committee Chairman	
	Mr. H. K. Mittal	Executive/Chairman	
	Mr. Chetan Desai	Independent	
	Mrs. Archana Mittal	Non-Executive	
3. Risk Management Committee*	Mr. M. M. Agrawal	Independent/Committee Chairman	
	Mr. Chetan Desai	Independent	
	Mr. Shalabh Mittal	Chief Executive Officer	
4. Stakeholders Relationship Committee	Mr. M. M. Agrawal	Independent/Committee Chairman	
	Mr. H. K. Mittal	Executive/Chairman	
	Mrs. Archana Mittal	Non-Executive	
5. Corporate Social Responsibility Committee	Mr. H. K. Mittal	Executive Chairman/Committee Chairman	
	Mr. M. M. Agrawal	Independent	
	Mrs. Archana Mittal	Non-Executive	

(* though not mandatory under the Listing Regulation the Company has Risk Management Committee)



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
07/08/2018	--	38
--	13/11/2018	97

IV. Meeting of Committee (Audit Committee)			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
--	--	07/08/2018	70
13/11/2018	Yes	--	97

V. Related Party Transactions		Compliance status (Yes/No/NA)
Subject		
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes



VI. Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee *</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. The report submitted in the previous quarter has been placed before Board of Directors and this report will be submitted to the Board at the ensuing Board Meeting.</p>

(* though not mandatory under the Listing Regulation the Company has Risk Management Committee)

For MERCATOR LIMITED



Sangeetha Pednekar
Company Secretary
Date: January 11, 2019

