

July 13, 2016

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

Dear Sir,

Please find enclosed herewith a copy of Corporate Governance Report of the Company for the quarter ended June 30, 2016, submitted to stock exchanges in India.

Please acknowledge the receipt of the same.

Thanking You

Yours faithfully,
For **Mercator Limited**


Deepesh Joishar
Company Secretary



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: June 30, 2016

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	01/08/2013	--	1	1	0	
Mr.	Atul Agarwal	ABVPA3766H 00007663	Executive	01/08/2013	--	1	3	0	
Mr.	M. M. Agrawal	AAVPA0596L 00681433	Non-Executive / Independent	24/09/2014	1 year and 9 month	3	5	1	
Mr.	K. R. Bharat	AGMPB9046R 00584367	Non-Executive /Independent	24/09/2014	1 year and 9 month	1	4	1	
Mr.	Gunender Kapur	AAGPK7344B 01927304	Non-Executive /Independent	24/09/2014	1 year and 9 month	1	1	0	
Mrs.	Archana Mittal	ADGPM7171D 00007972	Non- Executive	25/03/2015	--	1	1	0	

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. K. R. Bharat	Independent
	Mr. Gunender Kapur	Independent
	Mr. H. K. Mittal	Executive/Chairman
2. Nomination & Remuneration Committee	Mr. K. R. Bharat	Independent/Committee Chairman
	Mr. H. K. Mittal	Executive/Chairman
	Mr. M. M. Agrawal	Independent
	Mr. Gunender Kapur	Independent
	Mrs. Archana Mittal	Non-Executive
3. Risk Management Committee*	Mr. Atul Agarwal	Executive
	Mr. K. R. Bharat	Independent
	Mr. M. M. Agrawal	Independent
	Capt. Kowshik Kuchroo	President Shipping
	Mr. Kishor Shah	Group Chief Financial Officer
4. Stakeholders Relationship Committee	Mr. K. R. Bharat	Independent/Committee Chairman
	Mr. Atul Agarwal	Executive
	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)
18/01/2016	--	34
11/02/2016	--	23
29/03/2016	--	46
---	27/05/2016	58

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
11/02/2016	Yes	27/05/2016	105

V. Related Party Transactions		
Subject		Compliance status (Yes/No/NA)
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	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	
b. Nomination & remuneration committee	
c. Stakeholders relationship committee	
d. Risk management committee	
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.	
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.	
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.	

For Mercator Limited


Deepesh Joishar
 Company Secretary
 Date: July 13, 2016

