

Ref: ML/SGX/2019-20/19

May 29, 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")

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2019

Dear Sir,

We are enclosing herewith Annual Secretarial Compliance Report issued by Practising Company Secretary pursuant to the notification issued by SEBI vide circular 'CIR/CFD/CMD1/27/2019 dated February 8, 2019 and as required under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2019.

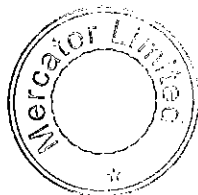
Request you to take the same on your records.

Thanking You

Yours Faithfully,

For Mercator Limited


Sangeetha Pednekar
Company Secretary



Makarand M. Joshi & Co.

Company Secretaries

Ecstasy 803-804, 9th Floor, Citi of Joy, JSD Road, Mulund West, Mumbai 400080 (T) 022-21678100

Secretarial Compliance Report For The Financial Year Ended 31st March, 2019

To
The Members,
Mercator Limited
3rd Floor, Mittal Tower,
B - Wing, Nariman Point, Mumbai- 400021

We, M/s Makarand M. Joshi & Co., Practicing Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by **Mercator Limited** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 2019 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 notified on 11th September, 2018; **(Not Applicable to the Company during the Audit Period)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 notified on 11th September, 2018; - **(Not Applicable to the Company during the Audit Period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable to the Company during the Audit Period);**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) The Securities and Exchange Board of India Depositories and Participants) Regulations, 1996 and The Securities and Exchange Board of India Depositories and Participants) Regulations, 2018 notified on 03rd October, 2018.

and circulars/ guidelines issued thereunder and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
As per the Erstwhile Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 the Company is required to submit to the Stock Exchange in which its securities are listed, a Report on Reconciliation of Share Capital within 30 days of end of a quarter	Delay in submission to National Stock Exchange of India Limited	The Company has submitted Reconciliation of Share Capital Audit Report for quarter ended June, 2018 to BSE Limited within the prescribed time and to National Stock Exchange of India Limited in delay.



(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

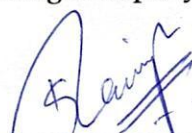
(c)The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any.
No Reportable event during the period				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
No Reportable event during the period				

For Makarand M. Joshi & Co.
Practising Company Secretaries


Kumudini Bhalerao
Partner
FCS No: 6667
CP No. 6690



Place: Mumbai

Date: 28.05.2019