

24th September, 2014

To,
Singapore Exchange
2 Shenton Way,
#02-02 SGX Centre,
Singapore 068804

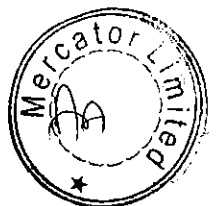
**RE: Company Code: USD 16,000,000 4.75% Convertible Bonds
due 2019 ("The Bonds").**

SUB: Outcome of Annual General Meeting and Chairman's Speech

Dear Sir,

This is to inform you that the members of the Company in their 30th Annual General Meeting held today; have approved following:

1. Adoption of the Audited Balance Sheet as at 31st March 2014, the Audited Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon, standalone as well as consolidated.
2. Declaration of Dividend @ 10% i.e. Re. 0.10/- on 24,48,92,073 equity shares of Re.1/- each of the Company.
3. Re-appointment of Mr. Atul Agarwal as Director of the Company.
4. Re-appointment of M/s. CNK & Associates LLP as Statutory Auditors of the Company.
5. Appointment of Mr. M. M. Agrawal as an Independent Director for a term of 5 consecutive years from 24th September, 2014.
6. Appointment of Mr. Gunender Kapur as an Independent Director for a term of 5 consecutive years from 24th September, 2014.
7. Appointment of Mr. Manohar Bidaye as an Independent Director for a term of 5 consecutive years from 24th September, 2014.
8. Appointment of Mr. K. R. Bharat as an Independent Director for a term of 5 consecutive years from 24th September, 2014.



MERCATOR LIMITED
(CIN : L63090MH1983PLC031418)

9. Appointment of Mr. Aayush Agarwal for holding office or place of profit in, subsidiary Company viz. Mercator Energy Pte. Ltd.
10. Issue of Non-convertible Debentures (NCDs)/Commercial paper (CP) on private placement basis aggregating up to an amount not exceeding Rs. 500 crores.
11. Payment of Commission to Non-executive Independent Directors up to 1% of annual Net profits of the Company.

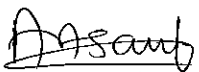
Also enclosed herewith copy of Chairman's Speech delivered at the said Annual General Meeting.

We shall separately submit the details of voting pattern, in the format prescribed under Clause 35 of Listing Agreement.

Please acknowledge and take the same on record.

Thanking you,

Yours faithfully,
For **Mercator Limited**


Company Secretary



Chairman's Speech

Dear Members and My colleagues on the Board!

Once again it is my privilege to welcome you all to the Annual General Meeting of your Company. May I take this opportunity to brief you on performance and current eco-business situations having impact on it?

ECONOMIC & BUSINESS ENVIRONMENT:

World economy experienced subdued growth in the last financial year much against the general expectations. However global demand for energy is increasing rapidly, because of population and economic growth, especially in emerging market economies. Government policies and incentives improve the prospects for non-fossil forms of energy in many countries around the world but fossil fuels will still continue to be a major source of the world's energy.

In line with changing global factors, we are increasing our focus on energy sector. It will not only help us in generating synergies from our presence in shipping but will also help us in mitigating our risk and grabbing a pie of ever growing energy space. Thus it has been our endeavor to be more of an energy company rather than just a shipping company over the past few years.

YEAR IN RETROSPECT:

In last year, we steered against the winds and delivered value, despite unfavorable economic conditions. Operating profits (on a consolidated basis) touched Rs 659 crores against Rs. 506 cr in previous year on account of our integrated business model and investment discipline. Coal contributed 53%, Shipping & Dredging 26% and Oil & Gas 21% of our revenue. However going forward Oil & gas segment will have higher share in total revenue pie.

The drilling activities at two blocks awarded to us under New Exploration Licensing Policy (NELP VII) are progressing well. We completed Drilling of one well each and data collected is being thoroughly analyzed. Let's hope for the outcome that all of us would like to hear!

The offshore activities are showing signs of renewed strength such as a contract for an FSO for a fresh term of another five years. This is third straight renewal consecutively, proving quality of our deliverables. The FPU project operating in Nigeria has recently completed 1000 days of safe and efficient constant operation.

The EPC project awarded by ONGC for conversion of their Mobile Offshore Drilling Unit (MODU) 'Sagar Samrat' into a Mobile Offshore Production Unit (MOPU) is progressing satisfactorily.

In Coal segment, we have been able to effectively control the mining costs and through improved utilization of the mining equipment and other resources thus improving the margins. Despite a fall in coal volumes and price volatility due to global economic factors; this segment remains promising.

Shipping Industry is still battling the storm but there appears to be some signs of recovery. With Wet and Dry bulk markets being range bound; gas carrier market appears promising. We have therefore acquired a very large gas carrier (VLGC) as an initiative. We have a very good order book in hand for our Dredging division and are improving our scale of operations.

WAY FORWARD:

Further to our commitment to gain strength in E&P; it is a matter of great satisfaction that one of our subsidiary has been qualified as a consortium partner by Oil India Ltd. This consortium has been chosen by the Ministry of Energy, of the Republic of the Union of Myanmar, for two shallow water offshore oil blocks, in the Myanmar offshore block bidding round in 2013. We hope to make significant inroads in this segment.

The success of EBOK FPU and the Sagar Samrat project has established Mercator as a Global player in fast track MOPU conversions and we are aggressively exploring further opportunities within this space. The new government has identified power sector as a key sector of focus to promote sustained industrial growth. It opens new doors for our coal segment and we will continue to explore more business opportunities in the coal mining segment. Our investment in VLGC last year is also yielding good results and we are keen to grow further in this segment as well. The demand for the dredging segment is expected to increase with the focus on development of the port infrastructure across the western and eastern coast of India. We will also continue to spot niche opportunities to strengthen shipping vertical as well.

As a responsible corporate citizen, we remain focused on social empowerment. We continue to support the 'Prem Punita Foundation' that is dedicated towards helping meritorious students from the underprivileged sections of society.

We remain committed to rise above the challenges with greater focus, foresight and team effort to create sustainable value for each one of our stakeholders.

I would like to thank my fellow Board members for the support that they have unconditionally extended. I also extend my gratitude to our customers, financial institutions and all stakeholders for their continued support and trust reposed in Mercator.

Thank You.

H.K. Mittal

September 24, 2014