

Ref: ML/SGX/2019-20/4

April 08, 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/Year ended March 31, 2019.

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: March 31, 2019

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 Directorshi p 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 6 months	1	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 4 month	2	4	0
Mr.	Chetan Desai	AACPD5693G 03595319	Non-Executive / Independent	27/04/2018	11 months	3	5	2





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. 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)	
13/11/2018	--	97	
--	13/02/2019	91	

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
--	--	13/11/2018	97
13/02/2019	Yes	--	91

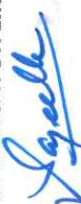
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



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.

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

For MERCATOR LIMITED


Sangeetha Pednekar
Company Secretary
Date: April 08, 2019



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

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)
Details of Business		Yes
Terms and Conditions of appointment of Independent Directors		Yes
Composition of various committees of Board of Directors		Yes
Code of Conduct of Board of Directors and Senior Management Personnel		Yes
Details of establishment of Vigil Mechanism/ Whistle Blower Policy		Yes
Criteria of making payments to Non-Executive Directors		Yes
Policy on dealing with Related Party Transactions		Yes
Policy for determining 'Material' Subsidiaries		Yes
Details of Familiarization Programmes imparted to Independent Directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial Results		Yes
Shareholding Pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes



Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material Related Party Transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
III. Affirmations		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		

For Mercator Limited



Sangeetha Pednekar
Company Secretary
Date: April 08, 2019

