

Ref: ML/SGX/2018-19/9

October 24, 2018

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: Submission of Share Capital Audit Report under Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996

Dear Sir/Madam,

We hereby submit the Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended September 30, 2018.

Please acknowledge the receipt of the same.

Thanking You

Yours faithfully,

For **Mercator Limited**



Sangeetha Pednekar
Company Secretary



Encl.: as above



HARESH JANI & ASSOCIATES, Company Secretaries

G-1, Gr. Floor, Manisha Apartment, Pushtikar Society .Road No. 4, Jogeshwari (W)(west), Mumbai 400102
email : haresh@hja.legal / hmjani@gmail.com
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RECONCILIATION OF SHARE CAPITAL AUDIT REPORT *(Separate for each ISIN)*

(as per regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996.
(details should be certified by a Qualified Chartered Accountant or a Practising Company Secretary)

1 For Quarter Ended	30 th September, 2018
2 ISIN	INE934B01028
3 Face Value	Re. 1/- each
4 Name of the Company	Mercator Limited
5 Registered Office Address	3 rd Floor, Mittal Tower, B-Wing, Nariman Point, Mumbai - 400 021.
6 Correspondence Address	3 rd Floor, Mittal Tower, B-Wing, Nariman Point, Mumbai - 400 021.
7 Telephone & Fax Nos.	Tel. No. 6637 3333/ 40373333, Fax No. 6637 3344.
8 Email Address (of Company Secretary & Compliance Officer) * Also refer note no. 2 at point no. 25	<u>rajendra.kothari@mercator.in</u> - Chief Financial Officer and Compliance Officer. (Till August 06, 2018) <u>sangeetha.pednekar@mercator.in</u> - Company Secretary & Compliance Officer (Appointed w.e.f. August 07, 2018)

9	Names of the Stock Exchanges where the company's securities are listed:	BSE Limited (BSE), National Stock Exchange of India Limited (NSE)	
10	Issued Capital		
11	Listed Capital (Exchange-wise) (as per company records)	BSE	
		NSE	
12	Held in dematerialised form in CDSL		
13	Held in dematerialised form in NSDL		
14	Physical		
15	Total No. of shares (12+13+14)		
16	Reasons for difference if any, between (10&11) , (10&15) , (11&15) :		

Number of Shares	% of Total Issued Capital
302,459,335	100%
302,459,335	100%
302,459,335	100%
108,803,199	35.97%
192,069,357	63.50%
1,586,779	0.53%
302,459,335	100%
Not Applicable	





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- 17 Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars	No. of shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principal approval pending for SE (Specify Names)
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* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

- 18 Register of Members is updated (Yes / No)

If not, updated upto which date

Yes

- 19 Reference of previous quarter with regards to excess dematerialized shares, if any.

Not Applicable

- 20 Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?

Not Applicable

- 21 Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay (As explained by the Registrar)
Confirmed after 21 Days (based on inward date)	---	----	Not Applicable.
Pending for more than 21 days (based on inward date)	---	---	Not Applicable.

- 22 Name, Telephone & Fax No. of the Compliance Officer of the Co.

* Also refer note no. 2 at point no. 25

Mr. Rajendra Kothari - Compliance Officer.(till August 6, 2018)

Ms. Sangeetha Pednekar - Company Secretary & Compliance Officer (Appointed w.e.f. August 7, 2018)

Tel. No. 6637 3333 / 40373333, Fax No. 6637 3344.

- 23 Name, Address, Tel. & Fax No., Regn. No. of certifying CA / CS

M/s. Hareesh Jani & Associates,
Practising Company Secretaries,
G-1, Manisha Apt., Pushtikar Society,
Jogeshwari (West), Mumbai - 400 102.

Tel. No.: 2678 0807.

FCS No.: 4570 & CP No.: 2236





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24	Appointment of common agency for share registry work if yes (name & address)	Yes Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
25	Any other detail that the CA / CS may like to provide. (e.g. BIFR company, delisting from SE, Name changed etc.)	1. The Company has outstanding Foreign Currency Convertible Bonds (FCCBs) aggregating to US\$ 16,000,000 (US\$ Sixteen Millions) with initial conversion price of Rs. 38.30 per share and fixed rate of exchange on conversion of Rs. 58.5740 per US\$ 1.00. 2. During the quarter, Ms. Sangeetha Pednekar was appointed as Company Secretary and Compliance Officer of the Company w.e.f. August 07, 2018. 3. As September 30, 2018, last day of the quarter fell on Sunday, the Shares held in dematerialized form at CDSL & NSDL, shown at point nos. 12 & 13 respectively in this report are in fact taken as per position as on last working day of the quarter, i.e. September 29, 2018.

Given under this 23rd day of October, 2018.

For M/s. Hareesh Jani & Associates
Practising Company Secretaries



(Ashwini Desale)
Partner

ACS No: 25191
CP No: 16892