

April 12, 2018

To,

The Singapore Exchange Securities Trading limited

2, Shenton Way,

#19-00, SGX Centre 1,

Singapore – 068804

Sub: Corporate Governance Report

Dear Sir,

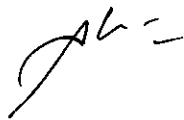
Please find enclosed herewith a copy of Corporate Governance Report of the Company for the quarter/year ended March 31, 2018, submitted to stock exchanges in India.

Please acknowledge the receipt of the same.

Thanking You

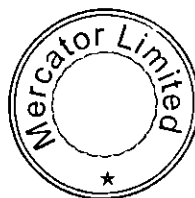
Yours faithfully,

For **Mercator Limited**



Shalabh Mittal

Chief Executive Officer



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

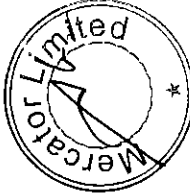
Name of Listed Entity: Mercator Limited
Quarter ending: March 31, 2018

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
Mr.	H. K. Mittal	AATPM7636F 00007690	Chairperson/ Executive	01/08/2016	--	1	2
Mr.	M. M. Agrawal	AAVPA0596L 00681433	Non-Executive / Independent	24/09/2014	3 years 6 months	2	5
Mr.	Gunender Kapur	AAGPK7344B 01927304	Non-Executive /Independent	24/09/2014	3 years 6 months	1	1
Mrs.	Archana Mittal	ADGPM7171D 00007972	Non- Executive	25/03/2015	--	1	1
Mr.	Anil Khanna	ABLPK3651M 00199924	Non-Executive /Independent	21/11/2017	4 months	2	3
Mr.	Desh Raj Dogra	ADZPD5926E 00226775	Non-Executive /Independent	15/02/2017 08/01/2018	10 months	5*	6
							3

* Included one Public Company, whose only convertible debentures are listed on NSE.

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. Gunender Kapur	Independent
	Mr. H. K. Mittal	Executive/Chairman





	Mr. Anil Khanna	Independent
	Mr. Desh Raj Dogra	Independent (ceased w.e.f. January 8, 2018)
2. Nomination & Remuneration Committee	Mr. Gunender Kapur	Independent/Committee Chairman
	Mr. H. K. Mittal	Executive/Chairman
	Mr. M.M. Agrawal	Independent
	Mrs. Archana Mittal	Non-Executive
	Mr. Anil Khanna	Independent
	Mr. Desh Raj Dogra	Independent (ceased w.e.f. January 8, 2018)
3. Risk Management Committee*	Mr. Gunender Kapur	Independent/Committee Chairman
	Mr. M. M. Agrawal	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

(* 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)
30/10/2017	--	78
13/12/2017	--	43
----	29/01/2018	46
----	14/02/2018	15
----	23/03/2018	36
----	27/03/2018	3

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

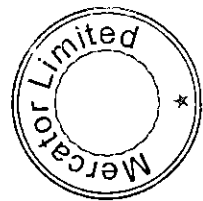
--	--	30/10/2017	78
29/01/2018	Yes	13/12/2017	46
14/02/2018	Yes	--	15
23/03/2018	Yes	--	36

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

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- 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

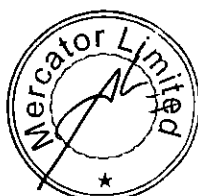


Shalabh Mittal
Chief Executive Officer

Date: April 12, 2018

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


Shalabh Mittal
Chief Executive Officer
Date: April 12, 2018

