

January 27, 2016

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: Reconciliation of Share Capital Audit Report

Dear Sir,

Please find enclosed herewith a copy of Reconciliation of Share Capital Audit for the quarter ended December 31, 2015, submitted to stock exchanges in India.

Please Acknowledge.

Yours faithfully,
For **Mercator Limited**


Deepesh Joishar
Company Secretary



HARESH JANI & ASSOCIATES

COMPANY SECRETARIES

Add. : G-1, Manisha Apt., Gr. Flr., Pushtikar Socy.,
Jogeshwari (West), Mumbai-400 102. India
Contact : 022-26780807



HARESH M. JANI

B COM, FCS, LLB

Email : haresh@hja.legal;
hmjani@gmail.com

Cell No. : 09820128436

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	31 st December, 2015
2	ISIN	INE 934B01028
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)	<u>dalvi@mercator.in</u> – Asst. Gen. Manager Secretarial & Compliance Officer <u>Deepesh.Joishar@mercator.in</u> Company Secretary & Compliance Officer

9 Names of the Stock Exchanges where the company's securities are listed:

The Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE)

10 Issued Capital

11 Listed Capital (Exchange-wise)
(as per company records)

BSE
NSE

Number of Shares	% of Total Issued Capital
244892073	100%
244892073	100%
244892073	100%
36033378	14.72%
206429008	84.29%
2429687	0.99%
244892073	100.00%
Not Applicable	

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) :





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- 17 Certifying the details of changes in share capital during the quarter under consideration as per Table below: Not Applicable

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 Mentioned 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.

Mr. Deepak Dalvi – Asst. Gen.Manager – Secretarial & Compliance Officer

Mr. Deepesh Joishar - Company Secretary & Compliance Officer

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

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

Haresh 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
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.

Given under this 25th day of January, 2016

For Hareesh Jani & Associates
Practising Company Secretaries

(Hareesh M. Jani)
Proprietor

FCS No.:4570
CP No.:2236

