

July 11, 2020

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 526235

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051.
Scrip Code: MERCATOR

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 ended June 30, 2020.

Please acknowledge the receipt of the same.

Thanking You

Yours faithfully,

For **Mercator Limited**

Rajendra Kothari
Chief Financial Officer

Encl.: as above

ANNEX I

Format of report on Corporate Governance to be submitted by a listed entity on a quarterly basis

Name of Listed Entity: **Mercator Limited**

Quarter ending: **June 30, 2020**

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN \$ & DIN	Category (Chairperson / Executive / Non-Executive/ independent / & Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure of director in months	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	H. K. Mittal	AATPM7636F 00007690	Chairperson/ Executive	23/05/1988	31/12/2019	--	--	19/02/1949	1	0	3	0
Mr.	M. M. Agrawal	AAVPA0596L 00681433	Non-Executive / Independent	24/09/2014	30/05/2019	--	69 months	04/08/1950	1	1	2	2

Mr.	Anil Khanna	ABLPK3651M	Non-Executive / Independent	21/11/2017	26/09/2018	--	31 Months	26/04/1959	2	2	3	0
		00199924										
Mr.	Chetan Desai	AACPD5693G	Non-Executive / Independent	27/04/2018	26/09/2018	--	26 Months	14/01/1951	2	2	6	3
		03595319										
Mrs.	Ameeta Trehan	AAMPT6707D	Non-Executive / Independent	01/07/2019	31/12/2019	--	12 Months	10/12/1962	2	2	2	1
		07087510										

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: Yes

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive/ Non-Executive/ independent/ Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. M. M. Agrawal	Non-Executive /Independent/Committee Chairman	31/03/2016	--
		Mr. Anil Khanna	Non-Executive /Independent	21/11/2017	--
		Mr. Chetan Desai	Non-Executive /Independent	27/04/2018	--
		Mr. H. K. Mittal	Executive/Chairman	05/02/2015	--
2. Nomination & Remuneration Committee	Yes	Mr. Anil Khanna	Non-Executive /Independent/Committee Chairman	21/11/2017	--

		Mr. Chetan Desai	Non-Executive /Independent	27/04/2018	--
		Mr. M. M. Agrawal	Non-Executive /Independent	03/07/2019	--
3. Risk Management Committee (if applicable)*	Yes	Mr. M. M. Agrawal	Non-Executive / Independent/Committee Chairman	07/11/2014	--
		Mr. Chetan Desai	Non-Executive /Independent	27/04/2018	--
		Mr. Shalabh Mittal	Chief Executive Officer	09/12/2016	--
4. Stakeholders Relationship Committee'	Yes	Mr. M. M. Agrawal	Non-Executive /Independent/Committee Chairman	09/12/2016	--
		Mr. H. K. Mittal	Executive/Chairman	09/12/2016	--
		Mr. Anil Khanna	Non-Executive /Independent	03/07/2019	--
5. Corporate Social Responsibility Committee	Yes	Mr. H. K. Mittal	Executive Chairman/Committee Chairman	29/05/2014	--
		Mr. M. M. Agrawal	Non-Executive /Independent	29/05/2014	--
		Mr. Anil Khanna	Non-Executive /Independent	03/07/2019	--

* Though not mandatory under LODR, the Company has a Risk Management Committee

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13/02/2020	-	Yes	5	4	69

** to be filled in only for the current quarter meetings*

IV. Meetings of Committees					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
-	-	-	-	-	-

** This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional **to be filled in only for the current quarter meetings*

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
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 the 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 (applicable to the top 100 listed entities)*
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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

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

For MERCATOR LIMITED

Rajendra Kothari
Chief Financial Officer
Date: July 11, 2020