

# Notice

**NOTICE** is hereby given that the Thirty Fourth Annual General Meeting of the members of **Mercator Limited** will be held on Wednesday, September 26, 2018, at 3:30 p.m. at 4<sup>th</sup> Floor, Walchand Hirachand Hall, IMC Bulding, IMC Marg, Churchgate, Mumbai – 400 020, to transact the following business:

## Ordinary business:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of Auditors thereon.
2. To appoint a Director in place of Mr. H K Mittal (DIN:00007690) who retires by rotation, and being eligible, offers himself for re-appointment.

## Special business:

3. **To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anil Khanna (DIN:00199924), a Non-Executive Independent Director of the Company who was appointed as an Independent Director by the Board of Directors of the Company to hold office up to the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from November 21, 2017.”

4. **To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions,

if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chetan Desai (DIN:03595319), a Non-Executive Independent Director of the Company who was appointed as an Independent Director by the Board of Directors of the Company to hold office up to the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from April 27, 2018.”

5. **To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Paritosh Kakkad (DIN:02558443), a Non-Executive Independent Director of the Company who was appointed as an Independent Director by the Board of Directors of the Company to hold office up to the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from April 27, 2018.”

**Regd. Office:**  
3<sup>rd</sup> Floor, Mittal Tower,  
B-wing, Nariman Point,  
Mumbai - 400 021  
Dated: May 28, 2018

**By Order of the Board  
For Mercator Limited**

**H K Mittal  
Executive Chairman  
(DIN:00007690)**

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF; AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE FORM OF PROXY FOR THE ANNUAL GENERAL MEETING IS ENCLOSED. PROXY IN ORDER TO BE VALID MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
  2. A relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business to be transacted at the Meeting is annexed hereto.
  3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
  4. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
  5. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2009-10, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The details of unclaimed dividend lying with the Company as on September 15, 2017 (date of last Annual General Meeting) has been uploaded on Company's website [www.mercator.in](http://www.mercator.in) in accordance with the Rule 5(8) of Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the same has also been uploaded on Ministry of Corporate Affairs website [www.mca.gov.in](http://www.mca.gov.in).
- Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.
- In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules.
6. Members are requested to notify immediately any changes in their address to the Company/ Registrar & Share Transfer Agents. In case their shares are held in dematerialized form, the information should be passed on to their respective Depository Participants without any delay.
  7. Members, who hold shares in de-materialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
  8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the Registrar and Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. Members who have not registered their email address so far are requested to register their email address for receiving all communications including Annual Report, Notices, Circulars etc. from the Company electronically. In case you wish to get a physical copy of the Annual Report, you may send your request to [investors@mercator.in](mailto:investors@mercator.in) mentioning your Folio / DP ID & Client ID.
  9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. Relevant details in terms of the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment and re-appointment at the Annual General Meeting is provided and forms part of the Notice.
  10. The Registers / records under the Companies Act, 2013, which are required to be made available for inspection at the Annual General Meeting will be made available accordingly.
  11. In case of joint holders attending the Meeting, the member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote.
- The relevant details of Director(s) seeking appointment / re-appointment at the Annual General Meeting as required under Regulation 36 (3) of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are as under:

| Name of the Director                                      | Mr. H K Mittal*   | Mr. Anil Khanna*   | Mr. Chetan Desai*  | Mr. Paritosh Kakkad*   |
|---|---|--|--|--|
| Date of Birth   | 19/02/1949  | 26/04/1959   | 14/01/1951   | 20/07/1969   |
| Date of First Appointment on the Board                    | 23/05/1988  | 21/11/2017   | 27/04/2018   | 27/04/2018   |
| Qualifications  | Masters from Indian Institute of Technology (IIT), Roorkee  | Graduate & Chartered Accountant.   | Chartered Accountant   | Graduate & Chartered Accountant.   |
| Expertise in specific functional area                     | Overall business strategies/management  | More than 27 years experience specializing in business management and statutory compliance services, joint ventures, auditing, International taxation etc. specially in the field of Oil & Exploration related services.   | More than 30 years experience and having wide knowledge and exposure in the fields of accounting, auditing, Companies Act and related areas, corporate governance, compliance etc. | More than 22 years of experience in corporate & structured Finance, strategy execution, investor relations, risk management and Investments, with deep understanding of Indian regulations.  |
| Directorship in other Companies                           | <ul style="list-style-type: none"> <li>• AHM Investments Private Limited</li> <li>• Mercator Oil &amp; Gas Limited</li> <li>• Ankur Fertilizers Private Limited</li> <li>• Vaitarna Marine Infrastructure Limited</li> <li>• Mercator Dredging Private Limited (Formerly known as Mercator FPSO Private Limited)</li> <li>• Mac Maritime Training and Research Institute</li> <li>• HK Sons Realtors Private Limited</li> <li>• Prempuati Realtors Private Limited</li> <li>• Sisouli Realtors Private Limited</li> <li>• MHL Healthcare Limited</li> </ul> | <ul style="list-style-type: none"> <li>• Shri Shambhu Offshore Services Private Limited</li> <li>• Baruki Agro And Oils Private Limited</li> <li>• Rolv Berg Drive (India) Private Limited</li> <li>• Sterling Risk Advisory &amp; Marketing Services Private Limited</li> <li>• Kent Resorts Private Limited</li> <li>• Rock Stone Finlease Private Limited</li> <li>• Media Capital Company (India) Private Limited</li> <li>• Alamiko Solutions Private Limited</li> <li>• Trilogy Media Private Limited</li> <li>• Crouching Tiger Motion Pictures Private Limited</li> <li>• Korn /Ferry International Private Limited</li> <li>• Mercator Petroleum Limited</li> <li>• Mercator Oil &amp; Gas Limited</li> </ul> | <ul style="list-style-type: none"> <li>• Delta Corp Limited</li> <li>• Crystal Crop Protection Limited</li> </ul>  | <ul style="list-style-type: none"> <li>• First Bridge Capital Partners LLP</li> <li>• First Bridge Financial Advisors LLP</li> <li>• First Bridge Fincap Services LLP</li> <li>• Emiko Buildcon Private Limited</li> <li>• Leap India Private Limited</li> </ul> |
| Membership/ Chairmanship of Committees in other Companies | <ul style="list-style-type: none"> <li>• Mercator Oil &amp; Gas Limited</li> </ul>  | <ul style="list-style-type: none"> <li>• Mercator Petroleum Limited</li> <li>• Mercator Oil &amp; Gas Limited</li> </ul>   | <ul style="list-style-type: none"> <li>• Delta Corp Limited</li> <li>• Crystal Crop Protection Limited</li> </ul>  | Nil  |
| No. of shares held in the Company                         | 46,766,700  | 1,73,050   | Nil  | Nil  |
| Number of Meetings of the Board Attended                  | 8   | 6  | 2  | 0  |
| Relationship Between Director inter-se                    | Husband of Mrs. Archana Mittal, Non-Executive Director and Father of Mr. Shalabh Mittal, CEO  | N.A.   | N.A.   | N.A.   |

(\* details given hereinabove are as on May 28, 2018)

12. In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to members holding shares as on September 20, 2018 being the cutoff date ("cut off date" for the purpose of Rule 20(4)(v)(f) (D) & 20(4)(vii) of the said Rules) fixed for determining voting rights of members entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Sunday, September 23, 2018 and will end at 5.00 p.m. on Tuesday, September 25, 2018. The remote e-voting will not be allowed beyond the aforesaid date and

time and the e-voting module shall be disabled upon expiry of aforesaid period. The Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Mr. Haresh Jani, Proprietor, Practicing Company Secretaries (Membership No. FCS 4570) or failing him, Ms. Ashwini Desale, Practicing Company Secretary (Membership No. ACS 25191), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

#### Procedure for voting through electronic mode:

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by CDSL on all resolutions set forth in this Notice. Members are requested to follow the instructions for e-voting as under:

- a) The voting period begins on Sunday, September 23, 2018 at 9:00 a.m. and ends on Tuesday, September 25, 2018 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c) Click on "Shareholders" tab to cast your vote.
- d) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

|                       | <b>For members holding shares in demat form and physical form</b>   |
|-----------------------|---|
| PAN                   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.</li> </ul>                                 |
| Date of Birth (DOB)   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format  |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If details are not recorded with depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) Members holding shares in physical form will then directly reach the Company selection screen. However,

members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <MERCATOR LIMITED> on which you choose to vote.
- l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s) Note for non – individual shareholders and custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to

link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other instructions:**

- A. The voting rights of Members shall be in proportion to their shares of the paid up share capital of the Company as on closing hours of business on September 20, 2018.
- B. The Company has appointed Mr. Haresh Jani, Practicing Company Secretary (Membership No. FCS 4570), failing which Ms. Ashwini Desale, Practicing Company Secretary (Membership No. ACS 25191), to act as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner and to complete physical ballot at the Meeting.
- C. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.mercator.in](http://www.mercator.in) and the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

**Regd. Office:**

3<sup>rd</sup> Floor, Mittal Tower,  
B-wing, Nariman Point,  
Mumbai - 400 021  
Dated: May 28, 2018

**By Order of the Board  
For Mercator Limited**

**H K Mittal**  
**Executive Chairman**  
(DIN:00007690)

**Statement pursuant to section 102 of the companies act, 2013, annexed to and forming part of the notice.**

**Item no. 3, 4 & 5:**

During the year, the Board appointed Mr. Anil Khanna (DIN:00199924); and Mr. Chetan Desai (DIN:03595319); Mr. Paritosh Kakkad (DIN:02558443) as Additional Directors of the Company in the capacity of Independent Director w.e.f. November 21, 2017 and April 27, 2018 respectively. Pursuant to Section 161 of the Companies Act to hold office of Director up to the date of ensuing Annual General Meeting of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of ₹ 1 Lakh proposing the candidature of all three Directors for appointment as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013. Mr. Anil Khanna (DIN:00199924), Mr. Chetan Desai (DIN:03595319) and Mr. Paritosh Kakkad (DIN:02558443) have given declaration to the Board of Directors of the Company that they meet the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, they fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company. They are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Further, pursuant to the provisions of Section 149 (13) of the Companies Act, 2013, being Independent Directors, they are not liable to retire by rotation.

Except Mr. Anil Khanna (DIN:00199924), Mr. Chetan Desai (DIN:03595319) and Mr. Paritosh Kakkad (DIN:02558443), being appointees and their relatives, who are interested in the respective resolutions, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 3, 4, & 5. The Board of Directors recommend the resolution at Item No. 3, 4 & 5 for approval of the Members.

**Regd. Office:**

3<sup>rd</sup> Floor, Mittal Tower,  
B-wing, Nariman Point,  
Mumbai - 400 021  
Dated: May 28, 2018

**By Order of the Board  
For Mercator Limited**

**H K Mittal**  
**Executive Chairman**  
(DIN:00007690)



## Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

CIN: L63090MH1983PLC031418

Name of the Company: Mercator Limited

Registered Office: 3rd Floor, Mittal Tower, B-Wing, Nariman Point, Mumbai – 400021

Tel: 91-22-66373333/40373333; Email: mercator@mercator.in; Website: www.mercator.in

|                     |  |
|---------------------|--|
| Name of Member(s):  |  |
| Registered Address: |  |
| Email Id:           |  |
| Folio No/Client ID: |  |
| DP ID:              |  |

I/We being the member(s) of \_\_\_\_\_, shares of Mercator Ltd., hereby appoint

1. Name:.....  
 Address:.....  
 Email ID:.....  
 Signature:....., or Failing him/her
2. Name:.....  
 Address:.....  
 Email ID:.....  
 Signature:....., or Failing him/her
3. Name:.....  
 Address:.....  
 Email ID:.....  
 Signature:....., or Failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Fourth Annual General Meeting of the Company, to be held on Wednesday, September 26, 2018, at 3:30 p.m. at 4th Floor, Walchand Hirachand Hall, IMC Bulding, IMC Marg, Churchgate, Mumbai – 400 020, and at any adjournment thereof in respect of such resolutions as are indicated below

| Resolutions  | Vote (Optional See Note 5) |         |
|--|----------------------------|---------|
|  | For                        | Against |
| 1. Consider and adopt :<br>a) Audited Financial Statement, Reports of the Board of Directors and Auditors<br>b) Audited Consolidated Financial Statement |                            |         |
| 2. Re-appointment of Mr. H. K. Mittal, retiring by rotation  |                            |         |
| 3. Regularization of Mr. Anil Khanna as Independent Director   |                            |         |
| 4. Regularization of Mr. Chetan Desai as Independent Director  |                            |         |
| 5. Regularization of Mr. Paritosh Kakkad as Independent Director   |                            |         |

Signed this \_\_\_\_\_ day of September, 2018.

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix a  
Revenue  
Stamp

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. For the Resolutions and Explanatory Statement, please refer to the Notice of the Thirty Fourth Annual General Meeting.
4. Please refer note no. 1 to the Notice for relevant provisions relating to Proxy.
5. It is optional to indicate your preference. Please put 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all of the Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.



## Mercator Limited

CIN: L63090MH1983PLC031418

Registered Office: 3<sup>rd</sup> Floor, Mittal Tower, B-Wing, Nariman Point, Mumbai – 400021  
Tel: 91-22-66373333/40373333; Email: mercator@mercator.in; Website: www.mercator.in

### ATTENDANCE SLIP

Serial No.:

|  |  |
|--|--|
| <b>Name and Address of the Shareholder</b> |  |
| <b>Regd. Folio/DP ID &amp; Client ID</b>   |  |
| <b>No. of shares</b>                       |  |

1. I hereby record my presence at the THIRTY FOURTH ANNUAL GENERAL MEETING of the Company being held on Wednesday, September 26, 2018, at 3.30 p.m. at 4th Floor, Walchand Hirachand Hall, IMC Bulding, IMC Marg, Churchgate, Mumbai – 400 020
2. Signature of the Shareholder/Proxy Present .....
3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.



### ELECTRONIC VOTING PARTICULARS

| EVEN (E-voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| 180817011                    |         |          |

Note: Please read the instructions printed in the Notice dated May 28, 2018 of the 34<sup>th</sup> Annual General Meeting. The e-Voting period starts from 9.00 a.m. on Sunday, September 23, 2018 and ends at 5.00 p.m. on Tuesday, September 25, 2018. The voting module shall be disabled by CDSL for voting thereafter.

**Route Map to the Venue of 34<sup>th</sup> Annual General Meeting:**

