

Ref: ML/SE/2019-20/12

April 26, 2019

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: Outcome of Board Meeting

Dear Sir,

This is to inform you that the Board of Directors of the Company at its meeting held today, has inter-alia, approved the following.:

1. Re-classification of Authorised Share Capital of the Company
2. Amendment of the Capital Clause of Memorandum of Association and Articles of Association of the Company
3. Re-appointment of Mr. M. M. Agrawal as an Independent Director for a Second Consecutive term of five years.

Brief Profile of Mr. M. M. Agrawal:

Mr. M. M. Agrawal, 68 is a Bachelor of Engineering from Nagpur University. He has over 40 years of experience in the Banking and Finance industry, having worked with the State Bank of Bikaner & Jaipur and Axis Bank Ltd (as Dy. Managing Director). He is on the Board of many companies, such as Jaguar Overseas Limited, SREI Mutual Fund Asset Management Private Limited and Hindustan Power Projects Private Limited.

4. Variation in the terms of existing FCCB's – Subject to the receipt of the approval from the RBI and the shareholders, the broad revised terms as approved by Board has been enclosed as Annexure A in consent with the Bondholders


The above matters are subject to approval of members by postal ballot.

The meeting of the Board of Directors commenced at 04:00 p.m. and concluded at 05:45 p.m.

Please acknowledge.

Thanking you,

Yours faithfully,
For Mercator Limited


Sangeetha Pednekar
Company Secretary



Restructuring of FCCB – Salient Terms

AION Currently holds \$16M worth of FCCB listed on the Singapore Stock Exchange. The said FCCB matures on May 27th, 2019. The entire FCCB is proposed to be converted into a new FCCB with a residual maturity of 3 years with a put/call arrangement in the following manner:

- a) **Outstanding Amount of FCCBs:** Principal outstanding of USD 16 mn along with unpaid interest of USD 0.76 mn (calculated upto 27th May, 2019);
- b) **Tenor of extension:** 3 years – from 27th May, 2019 to 27th May, 2022;
- c) **Revision of Cash Coupon:** 5.75% compounded annually (against 4.75% previously). Interest shall be paid at the time of redemption (as against annual payment, applicable previously);
- d) **Put Options with the Bondholder:**
 - I. **At the end of first anniversary:** Option (not obligation) to redeem all or part of the FCCBs, including accrued interest;
 - II. **On and after monetization of Coal / Oil Asset:** Option (not obligation) to redeem all or part of the FCCBs, including accrued interest;
- e) **Call Option with the Bondholder:**
 - I. **At the end of first anniversary:** Option (not obligation) to repay all or part of the FCCBs, including accrued interest;
- f) **Conversion Option:**
 - I. **Conv. Price:** Conversion price to be reset to Rs. 10 per share from erstwhile Rs. 38.30 per share;
 - II. **Exch. Rate:** Exchange Rate of conversion to remain same (at Rs. 58.5740 per USD);
 - III. **Right to Convert with AION:** Right to convert all or part FCCBs available to AION throughout the 3 year tenor;
 - IV. **Right to Convert at Company's behest:** ML shall have an option to require AION convert the existing FCCBs, in case the average price of equity shares of ML, for 45 consecutive trading days, trades at more than 25% of the conversion price (i.e. Rs. 12.50 per equity share)
 - V. **Dilution in Promoter Sh. Holding:** Change in conversion price shall dilute existing promoter shareholding from 27.68% to 21.13% and result in AION's shareholding in ML at 23.66%;



Sl. No.	Particulars	No. of shares (In Crs.)	%	Value (In INR)
A.	Issue Share Capital of ML	30.24	100%	30.24 Cr.
B.	Shareholding of Promoters	8.37	27.68%	8.37 Cr.
C.	Conversion by AION at Rs. 10 – Issuance of fresh Eq. Shares (considering exchange rate of Rs. 58.574 / USD)	9.37	23.66%	9.37 Cr.
D.	Revised Share Capital of ML (D = A + C)	39.62	100%	39.62 Cr.
E.	Revised Promoter shareholding post conversion of FCCB (E = B / D)	8.37	21.13%	8.37 Cr.

g) **Additional Security offered to AION:** Security over Cutter Suction Dredger, Yukti Prem

h) **Other Conditions:** Conversion subject to the following:

- RBI approval on modified terms (On Tenor and Interest Rate);
- Shareholders' approval for dilution through Postal Ballot;

