



MERCATOR LIMITED

35TH ANNUAL REPORT
2018-19

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FORWARD-LOOKING STATEMENT

This report and other statements – written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipate’, ‘estimate’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’, and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward looking statement, whether as a result of new information, future events or otherwise.



Corporate Information

Board of Directors

Mr. H. K. Mittal

(Executive Chairman)

Mrs. Archana Mittal

(upto July 03, 2019)

Mr. M. M. Agrawal

Mr. Anil Khanna

Mr. Chetan Desai

(w.e.f. April 27, 2018)

Mr. Paritosh Kakkad

(w.e.f. April 27, 2018; upto September 27, 2018)

Mr. Gunender Kapur

(upto May 28, 2018)

Mrs. Ameeta Trehan

(w.e.f. July 01, 2019)

Audit Committee

Mr. M. M. Agrawal

Chairman

Mr. H. K. Mittal

Member

Mr. Anil Khanna

Member

Mr. Chetan Desai

Member

Stakeholders' Relationship Committee

Mr. M. M. Agrawal

Chairman

Mr. Anil Khanna

Member

Mr. H. K. Mittal

Member

Chief Executive Officer

Mr. Shalabh Mittal

Chief Financial Officer & Compliance Officer

Mr. Rajendra Kothari

Company Secretary

Ms. Sangeetha Pednekar

(w.e.f. August 07, 2018 upto July 23, 2019)

Auditors

M/s. Singhi & Co.

Bankers

State Bank of India

ICICI Bank Ltd.

Axis Bank Ltd.

HDFC Bank Ltd.

Yes Bank Ltd.

Kotak Mahindra Bank Ltd.

IDBI Bank Ltd.

DBS Bank Ltd.

Export – Import Bank of India

Corporate Identification Number (CIN)

L63090MH1983PLC031418

Registered Office

83-87, 8th Floor, Mittal Tower, B-Wing,

Nariman Point, Mumbai- 400 021

Tel: +91-22-66373333/40373333

Fax: +91-22-66373344

Website: www.mercator.in

Email: secretarial@mercator.in/ investors@mercator.in

Registrar & Transfer Agent

Link Intime India Pvt. Ltd.

C101, 247 Park, L.B.S. Marg,

Vikroli (West), Mumbai- 400 083

Tel: +91-22-49186000 Fax: +91-22-49186060

Email: rnt.helpdesk@linkintime.co.in

Route Map to the Venue of 35th Annual General Meeting:



Notice

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the members of Mercator Limited will be held on Tuesday, December 31, 2019 at 3.00 pm at 4th floor, Walchand Hirachand Hall, IMC Building, IMC Marg, Churchgate, Mumbai- 400020, 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, 2019, 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, 2019 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 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, subject to the approval of the members of the Company, consent of the Board be and is hereby accorded for the re-appointment of Mr. H K Mittal (DIN: 00007690) as Executive Chairman of the Company without any remuneration for a further period of three years with effect from August 1, 2019 to July 31, 2022 and he shall have the right to manage the day-to-day business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. H K Mittal shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

RESOLVED FURTHER THAT CEO/ CFO be and are hereby authorized to do all such acts, deeds and things as may be required in this connection to give effect to this resolution.”

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, Mrs. Ameeta Trehan (DIN:07087510), 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 she 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 proposing her 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 July 01, 2019.”

Regd. Office:

83-87, 8th Floor, Mittal Tower,
B-wing, Nariman Point,
Mumbai - 400 021

By Order of the Board For Mercator Limited

H. K. Mittal
Executive Chairman
DIN:00007690

Dated: November 13, 2019

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 authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing 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 26, 2018 (date of last Annual General Meeting) has been uploaded on Company's website 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.

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 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. The Company had issued Postal Ballot Notice dated April 26, 2019 ("Postal Ballot Notice") for the purpose of seeking members' approval by way of Special Resolution for amendment of the existing terms and conditions of the US \$ 16,000,000 4.75% Unsecured Foreign Currency Convertible Bonds ("FCCBs") issued by the Company. The members of the Company should take note of the following typographical correction to the text of the first paragraph of Point 4 on Page 9 under the head Explanatory statement in the Postal Ballot Notice - The text appearing as "The

Company paid interest up to 13th February, 2019” should be read as “The Company paid interest for and up to the Financial Year 2017-18”.

The Company issued a Corrigendum informing the same vide nationwide publication in Financial Express and Mumbai Lakshadeep Newspaper on August 31, 2019. It was also communicated to all the members on September 12, 2019 whose email address was registered with the Company. This corrigendum to be read in continuation of and in conjunction with the Postal Ballot Notice. This corrigendum to the Postal Ballot Notice is also being placed on Company's Website – www.mercator.in besides being communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. All other contents of the Postal Ballot Notice remain unchanged.

9. 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 mentioning your Folio / DP ID & Client ID.

10. 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.
11. 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.
12. 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*	Mrs. Ameeta Trehan*
Date of Birth	19/02/1949	10/12/1962
Date of First Appointment on the Board	23/05/1988	01/07/2019
Qualifications	Masters from Indian Institute of Technology (IIT), Roorkee	Master's in commerce from Mumbai University and a Certified Associate of Indian Institute of Bankers
Expertise in specific functional area	Overall business strategies/management	Overall 39 years of experience of which 22 years been a Banker with Corporation Bank specialising in Corporate Finance. Her specialisation in stressed asset resolution comes from work experience with Premier ARC , Asset Reconstruction Company (India) Ltd. and newly established ARC, CFM Asset Reconstruction Private Ltd. with whom she was associated in key Managerial position (President) responsible for establishment of ARC, business development, Corporate Governance and compliance
Directorship in other Companies	<ul style="list-style-type: none"> ▶ Mercator Offshore Logistics Private Limited (Formerly known as Mercator Dredging Private Limited) ▶ Ankur Fertilizers Private Limited ▶ Vaitarna Marine Infrastructure Limited ▶ Mercator Oil & Gas Limited ▶ AHM Investments Private Limited ▶ HK Sons Realtors Private Limited ▶ Prempuati Realtors Private Limited ▶ Sisouli Realtors Private Limited 	<ul style="list-style-type: none"> ▶ Bheema Cements Limited ▶ Steelco Gujarat Limited ▶ Galada Power and Telecommunication Limited ▶ Steelco Colour Coating Limited ▶ Astraea Alternate Asset Private Limited
Membership/ Chairmanship of Committees in other Companies	<ul style="list-style-type: none"> ▶ Mercator Oil & Gas Limited 	<ul style="list-style-type: none"> ▶ Steelco Gujarat Limited ▶ Galada Power and Telecommunication Limited
No. of shares held in the Company	2,11,93,700	NIL
Number of Meetings of the Board Attended	5/5	3/3
Relationship Between Director inter-se	Father of Mr. Shalabh Mittal, CEO	N.A.

(*details given hereinabove are as on November 13, 2019)

13. 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 December 20, 2019 being the cutoff date ("cutoff 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 Saturday, December 28, 2019 and will end at 5.00 p.m. on Monday, December 30, 2019. 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. Sunil Zore, Practicing Company Secretaries (Membership No. ACS 22144) 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 Saturday, December 28, 2019 at 9:00 a.m. and ends on Monday, December 30, 2019 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 December 20, 2019 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.
- 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>► 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.</p>
Date of Birth (DOB)	<p>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</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>► 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).</p>

- 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' smobile 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.