



MERCATOR LIMITED

36TH ANNUAL REPORT
2019-20

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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
(upto September 29, 2020)

Mr. Anil Khanna
(upto October 01, 2020)

Mr. Chetan Desai
(upto September 25, 2020)

Mrs. Ameeta Trehan
(w.e.f. July 01, 2019, upto September 01, 2020)

Mr. Jagmohan Talan
(w.e.f. September 23, 2020)

Mr. Sukhdarshan Singh Bedi
(w.e.f. September 23, 2020)

Mrs. Ritu Vats
(w.e.f. September 23, 2020)

Chief Executive Officer

Mr. Shalabh Mittal

Chief Financial Officer

Mr. Rajendra Kothari

Company Secretary

Mrs. Sangeeta Pednekar
(upto July 23, 2019)

Statutory Auditors

M/s. Singhi & Co.

Secretarial Auditors

MMJB & Associates LLP

Bankers

State Bank of India
ICICI Bank Ltd.
Axis 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

Notice

NOTICE is hereby given that the Thirty Sixth Annual General Meeting (AGM) of the members of Mercator Limited will be held on Tuesday, December 29, 2020, at 3.00 p.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 83-87, 8th Floor, Mittal Tower, B-wing, Nariman Point, Mumbai - 400 021.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, 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, 2020 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 in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To approve the variation in the terms of the loans to the Wholly Owned Subsidiary Company, Mercator Oil & Gas Limited

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 188 and any other provisions of the Companies Act, 2013 and pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the consent of the members of the Company be and is hereby accorded to modify the due date for repayment of loans granted along with the accrued interest thereon to an extended bullet repayment due date of on or before June 30, 2022 with all other terms and conditions of the loans remaining unchanged with respect to the loan granted to Mercator Oil and Gas Limited, a material subsidiary and 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI Listing Regulations.

RESOLVED FURTHER THAT Mr. Shalabh Mittal, Chief Executive Officer of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, communicate the revised

terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company."

4. To approve the variation in the terms of the loans to the Subsidiary Company, Mercator Petroleum Limited

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 188 and in partial modification to the approvals sought under Section 186 of the Companies Act, 2013 and any other provisions of the Companies Act, 2013 and pursuant to the provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the consent of the members of the Company be and is hereby accorded to modify the due date for repayment of loans granted along with accrued interest thereon and accrued interest on 6% Optionally Convertible Debentures issued by Mercator Petroleum Limited in various tranches to an extended bullet repayment due date of on or before June 30, 2022 with all other terms and conditions remaining unchanged with respect the loans granted to Mercator Petroleum Limited and 6% Optionally Convertible Debentures issued by Mercator Petroleum Limited to the Company, a material subsidiary and 'Related Party' of the Company as per the provisions of Regulation 2(1)(zb) of SEBI Listing Regulations.

RESOLVED FURTHER THAT Mr. Shalabh Mittal, Chief Executive Officer of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, communicate the revised terms and conditions and execute such agreements, documents and writings and to make such filings as may be necessary, expedient and desirable, in order to give effect to this Resolution in the best interest of the Company."

5. To appoint Mr. Jagmohan Talan (DIN: 08890353) as a Director in the capacity of Non-Executive Independent Director and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the relevant provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Jagmohan Talan (DIN: 08890353), who was appointed as an Additional Director of the Company by the Board

of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing from September 23, 2020."

6. To appoint Ms. Ritu Vats (DIN: 08890591) as a Director in the capacity of Non-Executive Independent Director and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the relevant provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Ritu Vats (DIN: 08890591), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing from September 23, 2020."

7. To appoint Mr. Sukhdarshan Singh Bedi (DIN: 08889664) as a Director in the capacity of Non-Executive Independent Director and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Sukhdarshan Singh Bedi (DIN: 08889664), who was appointed as an Additional Director of the Company by the Board of Directors, under Section 161 of the Act, to hold office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of five consecutive years commencing from September 23, 2020."

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

H. K. Mittal
Executive Chairman
DIN:00007690

Dated: November 12, 2020

Regd. Office:

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

NOTES:

1. In view of the continuing Covid-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 have permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 36th AGM of the Company shall be conducted through VC/OAVM.

2. The relevant details pursuant to Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of director seeking appointment/re-appointment at this AGM forms part of the Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, December 22, 2020 to Tuesday, December 29, 2020 (both days inclusive) for the purpose of the AGM
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to investors@mercator.in/secretarial@mercator.in with a copy marked to helpdesk.evoting@cdslindia.com.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS

6. In compliance with MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be

attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

7. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

8. Members will be able to attend the AGM through VC / OAVM by using their remote e-voting login credentials and selecting the EVSN for Company's AGM.
9. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of CDSL.
10. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

13. As the AGM is being conducted through VC/OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at investors@mercator.in or secretarial@mercator.in to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Company on or before Tuesday, December 22, 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
14. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at investors@mercator.in or secretarial@mercator.in on or before Tuesday, December 22, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
15. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

16. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
17. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Monday, December 21, 2020 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
18. The remote e-voting shall commence on Saturday, December 26, 2020 (9:00 A.M. IST) and shall end on Monday, December 28, 2020 (5:00 P.M. IST) During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, December 21, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently. In addition, the facility for voting

through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

19. The procedure and instructions for remote e-voting are given below:

The shareholders should log on to the e-voting website www.evotingindia.com.

- (i) Click on "Shareholders" module.
- (ii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

	For Shareholders 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> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id.**

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at investors@mercator.in or secretarial@mercator.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

20. 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.

GENERAL INFORMATION FOR THE SHAREHOLDERS:

21. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.cdsl.com/> to reset the password.
22. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services

(India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

23. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., December 21 2020, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
24. The Company has appointed Mr. Sunil Zore, Practicing Company Secretary (Membership No. ACS 22144) to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
26. The result declared along with the Scrutinizer's Report shall be placed on the Company's website: www.mercator.in and on CDSL's website: www.evotingindia.com immediately. The Company shall simultaneously

forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

27. At the thirty-third AGM held on September 15, 2017 the Members approved appointment of Singhi & Co, Chartered Accountants (Firm Registration No. 302049E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirty eighth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the thirty-sixth AGM.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

28. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, basis the request being sent on investors@mercator.in or secretarial@mercator.in.

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

H. K. Mittal
Executive Chairman
DIN:00007690

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 3 and 4:

The Company had received a request from Mercator Oil and Gas Limited (MOGL) stating its inability to make loan payments and interest accrued on the loans. Similar request had also come from Mercator Petroleum Limited (MPL) stating its inability to make loan payments, redemption of 6% Optionally Convertible Debentures and interest accrued on the loans and debentures.

MOGL is wholly owned subsidiary of your Company and MPL is a subsidiary of your Company. Accordingly, both the Companies are 'Related Parties' of your Company in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI LODR. Further, though loans issued to the wholly subsidiary company is exempted under Section 186 of the Companies Act, 2013, the above relaxation qualifies as a 'Material Related Party Transaction' as per Regulation 23(1) of SEBI LODR.

In terms of Section 185 of the Act (as amended by Companies (Amendment) Act, 2017 and notified by Ministry of Corporate Affairs vide notification dated May 7, 2018), the Proposed variation in the terms of the loan granted requires the approval of the members of the Company by way of a Special Resolution. Further, approval of the members of the Company shall not be required in terms of Section 186 of the Act, as the quantum of the loan is within the prescribed threshold and the above is only a variation in the terms of the loan.

The Audit Committee of the Company, at its meeting held on July 15, 2020, was pleased to approve the proposed variation in the terms of the loan subject to approval of the Board of Directors and fulfilment of other requirements, if any. Further, the Board of Directors of the Company, at its meeting held on July 15, 2020, also approved the proposed variation in the terms of the loan, subject to the approval of the members of the Company and other requisite approvals and requirements, if any.

The key particulars of the transaction are as under :

Particulars	Information	
Name of the Related Parties:	Mercator Oil and Gas Limited (MOGL)	Mercator Petroleum Limited (MPL)
Nature of relationship	MOGL is a wholly own subsidiary of the Company	MPL is a subsidiary of the Company
Purpose	For long term project related financial support in form of term as well as working capital requirement in addition to sanctioned facility from bank if any	For long term project related financial support in form of debt instrument, term as well as working capital requirement in addition to sanctioned facility from bank if any
Material terms of the transaction		
- Total limit	₹ 100 Crore	₹ 200 Crore
- Nature of loan	Long term loans and working capital loan as the case may be	Optionally Convertible Debentures (OCD), long term loans and working capital support as the case may be
- Tenure	Estimated tenor 8 years subject to annual review	Estimated tenor 10 years subject to annual review
- Interest	8.75% p.a.	Loan 10.25% OCD 6%
- Repayment date	after completion of subordination period subject to mutually agreed or callable on demand	OCD – 10 year from date of issuance Loan – after completion of subordination period subject to mutually agreed or callable on demand
- Variation in the repayment terms	Maturity Period to be extended to 31st March 2022 and interest will not be charged from 01st April 2019 until agreed by both the parties based on liquidity position of borrower. Lender will reserve its right to receive for aforesaid period where interest has not been charged.	Maturity Period to be extended to 31st March 2022 and interest will not be charged from 01st April 2019 until agreed by both the parties based on liquidity position of borrower. For OCD, interest will not be accrued for period as stated above and will be repaid as per mutually agreed terms to be notified in advance duly approved / agreed. Lender will reserve its right to receive for aforesaid period where interest has not been charged.