

## NOTICE

**NOTICE** is hereby given that the Twenty Seventh Annual General Meeting of the members of Mercator Lines Limited will be held at C. K. Nayudu Hall, The Cricket Club of India Limited, Brabourne Stadium, Churchgate, Mumbai - 400020 on Thursday, September 22, 2011, at 4:00 p.m., to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2011, the Audited Profit and Loss Account for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. R. Bharat who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve not to fill up vacancy caused by the retirement of Mr. Anil Khanna, who retires by rotation and does not seek re-appointment.
4. To appoint Auditors to hold the office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** Mr. M. M. Agrawal, who was appointed as an Additional Director of the Company on August 12, 2011 by the Board of Directors and who holds the office upto the date of this Annual general Meeting under Section 260 of the Companies Act, 1956; and in respect of whom the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, from a member of the Company proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with and subject to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof for the time being in force), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and pursuance of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including the Regulations for Qualified Institutions Placement (QIP), i.e. Chapter VIII of the ("SEBI QIP Regulations")) and all other applicable Rules, Regulations, Notifications, Circulars, and Guidelines if any, of the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), the Stock Exchanges where the securities of the Company are listed (including provisions of the listing agreement with them), and other concerned and relevant authorities, and other applicable laws, if any, in India / Overseas and the relevant provisions of the Memorandum and Articles of Association of the Company; and subject to such approvals, consents, permissions, or sanctions of the Government of India (GOI), RBI, SEBI and any other Domestic/Overseas appropriate authorities, institutions or bodies as may be necessary and subject to such terms, conditions, stipulations, alterations, amendments, modifications or variations as may be prescribed by any of them in granting any such approvals, consents, permissions, or sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot on behalf of the Company, in one or more tranches (including with provision for reservation on firm and/or competitive basis) of public or private offerings in international / domestic markets, to Domestic/Foreign Investors/ Institutional Investors/Foreign Institutional Investors, Qualified Institutional Buyers, Members, Employees, Non-Resident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance

Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through a Public Issue, Rights Issue, Private Placement, Preferential Issue, or any other form of permitted issue, with or without an over-allotment option or Green Shoe Option, in the equity shares and/or equity shares through Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or any other Depository Receipts, and/or Foreign Currency Convertible Bonds ("FCCBs") and/or any securities convertible into equity shares at the option of the Company and/or holder(s) of the securities and/or securities linked to equity shares and/or securities with warrants carrying right to subscribe to equity shares, including any instruments or securities representing either equity shares and/or Foreign Currency Convertible Bonds or Convertible Securities or securities linked to equity shares or securities with equity shares/fully convertible debentures/partly convertible/non convertible debentures or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, or are attached with any other instrument carrying an option to subscribe to equity shares of the Company; to Qualified Institutional Buyers ("QIBs") under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or a combination of the foregoing (hereinafter collectively referred to as "Securities") whether secured by way of creating charge on the assets of the Company or unsecured, and whether fully paid or partly paid at any point of time as may be permissible; up to an aggregate amount not exceeding US\$ 50 Million (United State Dollars Fifty Millions Only), or the sum equivalent thereof in Indian Rupees (inclusive of such premium as may be determined) and such offer, issue and allotment to be made at such time or times, in such currency, at such price or prices, at discount or premium to market price (subject to applicable restrictions on minimum offering/conversion price for equity shares or securities of the Company), in such form and manner and on such other terms and conditions, as may be decided and deemed appropriate by the Board at the time of such offer, issue and allotment.

**RESOLVED FURTHER THAT** in case of allotment of Securities by way of QIP as per the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:

- (i) The issue of securities/equity shares is made at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI QIP Regulations.
- (ii) the number and/or conversion price in relation to equity shares that may be issued and allotted directly or on conversion of Securities that may be issued pursuant to this resolution including by way of a QIP in accordance with the SEBI QIP Regulations as mentioned above shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring;
- (iii) The securities/Shares allotted shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange, or except as may be permitted from time to time by the SEBI QIP Regulations;
- (iv) the total amount raised in such manner should not, together with the over-allotment option exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year;
- (v) the relevant date for the determination of applicable price for the issue of the Securities means the date of the meeting in which the Board of the Company or a duly authorized Committee of Directors decides to open the proposed issue;
- (vi) the Company shall ensure that the Securities are fully paid up and that the issue of Securities is made within 12 (twelve) months from the approval of this resolution by the members of the Company, or such other time as may be allowed under the SEBI QIP Regulations from time to time, or by SEBI/Stock Exchanges(s) or any other appropriate Authorities

**RESOLVED FURTHER THAT** the Company and/or any entity, agency or body authorised and/or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international/Domestic market.

**RESOLVED FURTHER THAT** the Company through its Board or any of its Committee and/or any agency or body authorised by the Company (through its Board/Committee), may issue receipts/certificates or other requisite documents representing the underlying Securities issued/to be issued by the Company with such features and attributes as are prevalent in Indian / international capital markets, for instruments of this nature and provide for the tradability or free transferability thereof as per laws, rules, regulations and Regulations under the forms and practices prevalent in the Domestic / international Capital markets.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to create, issue and allot, from time to time, such number of Equity Shares/Securities at such price (including premium) that may be decided by the Board in its absolute discretion, as may be necessary in accordance with the terms of the offering of any of the aforesaid Securities, including additional Equity Shares or Securities, to retain oversubscription upto such percentage (as may be permitted by the appropriate authorities or under applicable rules, regulations and guidelines), all such Shares/Securities to rank pari-passu in all respects, with the then existing respective fully paid-up Shares/Securities or proportionately paid up Shares/Securities, as the case may be, of the Company but shall be subject to such lock-in requirements as may be prescribed by appropriate authorities under applicable laws, if any.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities or Instruments or Equity Shares or Securities representing the same, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose, including but without limitation, determining the type, form and manner of the issue/securities, the class of eligible investors to whom the securities are to be offered, issued and allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of securities, rate of interest, amount to be called on application, allotment, or on subsequent calls, conversion or redemption period, appointment of Managers, Lead Managers, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Consultants, Depositories, Custodians, Registrars, Trustees, Bankers, and all other agencies or intermediaries, whether in India or abroad, and to remunerate them by way of commission, brokerage, fees or the like, entering into or execution of all such agreements/arrangements / Memorandum of Understandings/ documents with any authorities/agencies, listing of the Shares / Securities (including the resultant Equity Shares to be issued as per the terms of issue of the said Securities) on any Indian and/or Foreign Stock Exchange(s), as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Shares/Securities as may be required, including issue and allotment of equity shares upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, all such equity shares ranking pari passu and inter-se with the then existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** in the event of issue of Securities by way of FCCBs, GDRs and / or ADRs, and/or other Depository Receipts or in any form, in international market, the relevant date on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board decides to open the proposed issue of Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle all questions, difficulties, doubts or problems that may arise in regard to the offer, issue, or allotment of Securities (including resultant equity shares) and utilisation of the issue proceeds, fully or partly cancel the issue or amend any terms of it (subject to necessary statutory approvals) as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise, with the intent that the member shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** such of these Securities as are not subscribed, may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.

**RESOLVED FURTHER THAT** to give effect to the aforesaid resolution, the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Directors or Managing Directors or any Director(s) or other officer of the Company, or to any intermediary or agent, or advisor of the Company, or to such other person(s) as the Board may think fit and necessary at its absolute discretion."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 21 and other applicable provisions of the Companies Act, 1956 and subject to approval of the Central Government, the name of the company be changed from its existing name i.e. "Mercator Lines Limited" to "Mercator Limited" or any other name that may be allowed by Registrar of Companies, Maharashtra, Mumbai/ Ministry of Corporate Affairs and accordingly, the name "Mercator Lines Limited" wherever it appears in the Memorandum of Association, Articles of Association, and other records of the Company, be substituted by the new name of the Company, i.e. "Mercator Limited" or any such name that may be allowed by the Registrar of Companies Maharashtra, Mumbai/ Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** Board of Directors of the Company or any one of them be and is hereby authorised to take all necessary steps to implement the above resolution and to do all such acts, deeds, matters and things that are required to be done in this regard; and to accept such terms and conditions as may be prescribed by any appropriate authority while approving the proposed change of name of the Company."

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

**H. K. Mittal**  
*Executive Chairman*

**Regd. Office:**

3<sup>rd</sup> Floor, Mittal Tower, B-wing,  
Nariman Point, Mumbai -400021.

Dated: August 12, 2011.

**NOTES:**

1. The relevant explanatory statement in respect of item nos. 5 to 7 of the special business setting out material facts about the item of business are annexed herewith and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The Instrument of proxy, in order to be effective, must be deposited at the Company's registered office not less than forty-eight hours before the time of the meeting.
4. The relevant details as required under Clause 49 (IV) (G) (i) & (ia) of the Listing Agreement entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item nos. 2 and 5 of the Notice, are annexed to the Notice.
5. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
6. The Register of Members and Share Transfer Books will remain closed from Thursday, September 15, 2011 to Thursday, September, 22 2011 (both days inclusive).
7. a) Pursuant to Section 205A of the Companies Act, 1956, unpaid dividend for and up to the financial year 1994-95 has been transferred to the General Revenue Account of the Central Government. Those members, who have not encashed the dividend warrant for the said year, are requested to claim their dividend amount from the Registrar of Companies, Maharashtra.  
b) Pursuant to the amended provisions of the said Act, the amount of dividend in respect of the years 1995-96 to 2002-2003 remaining unpaid or unclaimed for a period of seven years have been transferred to the Investors Education and Protection Fund.  
c) The members who have not encashed their dividend warrants for any of the subsequent years are requested to write to the Company for issue of duplicate warrants in their own interest.

8. Members are requested to notify immediately any changes in their address to the Company/ Registrar & 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.
9. The Reserve Bank of India has initiated the National Electronic Clearance Services (NECS) for credit of dividend directly to the bank accounts of members. Members holding shares in physical form are requested to provide their latest bank account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code) along with their folio numbers to the Company's Registrars and Transfer Agents and if the shares are held in dematerialized form, the information should be provided to their respective Depository Participant to enable the Company to print the same on the dividend warrants/to avail of ECS/NECS facility, wherever applicable.
10. 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.
11. All the documents referred to in this notice are available for inspection of the members at the registered office of the Company on any working day between 11:00 a.m. to 1:00 p.m. and shall also be made available for inspection during and up to the conclusion of the said Annual General Meeting.
12. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued Circulars inter alia stating that the service of notice/ documents to the Members can be made in electronic mode.

This move by the Ministry is welcome since it will benefit the society at large through reduction in paper consumption and contribution towards a Greener Environment. In support of the Green Initiative introduced by MCA, your Company thus proposes to send all documents to be sent to Shareholders like General Meeting Notices (including EGM), Audited Financial Statements, Directors' Report, Auditors' Report, and all other documents as may be allowed henceforth to the shareholders in electronic form in lieu of the physical form and accordingly sent a Circular dated June 5, 2011 by e-mail to those Members who have registered their e-mail address with their Depository Participant and made available to the Company by the Depositories, informing them about the Company's proposal to send the documents in electronic mode. These Members were also given an option to continue to receive the documents in Physical Form. Accordingly, based on the options received from the members, the Annual Report for the year 2010-11, Notice for the Annual General Meeting, etc. are being sent in electronic mode at their e-mail addresses made available with the Company:-

Members are requested to whole-heartedly support this initiative of Greener Environment by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Registrar & Transfer Agent (in case of Shares held in physical form).

The Notice of this meeting alongwith Explanatory Statement, Balance Sheet, Profit & Loss Account, Auditor's Report, Director's Report, etc., are available on the website of the Company [www.mercator.in](http://www.mercator.in); and the said documents will also be made available for inspection at the Registered Office of the Company, during the office hours.

13. Details of Directors Seeking Appointment/Re-appointment at the Annual General meeting is as under:

<b>Name of the Director</b>	<b>Mr. K. R. Bharat</b>	<b>Mr. M.M. Agarwal</b>
Date of Birth	23/06/1962	04/08/1950
Date of Appointment	30/07/2007	12/08/2011
Qualifications	MBA from Indian Institute of Management, Ahmedabad	Bachelor of Engineering from Nagpur University
Expertise in specific functional area	26 years experience in Merchant Banking, Equities and Investment banking, Risk management, research etc.	35 years of vast experience in Banking and Finance Industry.
Directorship held in other Companies	Advent Advisory Services Private Ltd. BSR Advent Advisors Ltd. Uttaranchal Biodiesel Ltd. Maruti Koatsu Cylinders Ltd. Vaitarna Marine Infrastructure Pvt.Ltd. (Erstwhile Mechmarine Engineers Pvt. Ltd.)	Karuturi Global Ltd., Jaguar Overseas Ltd., Axis Private Equity Ltd., Coastal Projects Ltd., Essar Power Ltd., Bombay Rayons Fashion Ltd.

Membership/Chairmanships of committees of other public companies (Includes only Audit Committee and Shareholders/Investors Grievance Committee)	-	-
No. of shares held in the Company	-	-
No. of warrants held	25,00,000 (through a company in which Mr. Bharat is interested)	-

No director of the Company, including those mentioned above, is inter-se related to other directors of the Company.

By Order of the Board  
For Mercator Lines Limited

H. K. Mittal  
Executive Chairman

**Regd. Office:**

3<sup>rd</sup> Floor, Mittal Tower,  
B-wing, Nariman Point,  
Mumbai - 400 021.

Dated: August 12, 2011.

## EXPLANATORY STATEMENT

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 ANNEXED TO AND FORMING PART OF THE NOTICE:

#### **ITEM NO. 5:**

Mr. M. M. Agrawal was appointed as an Additional Director of the Company on August 12, 2011 by the Board of Directors of the Company. According to the provisions of Section 260 of the Companies Act, 1956, he holds the office up to the date of this Annual General Meeting. As required under Section 257 of the Act, a notice has been received from a member signifying his intention to propose the appointment of Mr. Agrawal as a Director alongwith the requisite deposit.

In the interest of the Company, the Board recommends the resolution at item no. 5 for your approval.

Mr. Agrawal, who is proposed to be appointed as a Director of the Company, is interested in the resolution relating to his appointment to the extent of the benefits that he may derive from the office of the Director. Except him, no other Director of the Company is in any way concerned or interested in this Resolution.

#### **ITEM NO. 6:**

To strengthen its business plans as well as to augment long term working capital/general corporate requirements including organic and inorganic expansions, whether directly or through subsidiaries / Joint Ventures, etc. the Company is proposing to raise funds at low cost, by issue of shares and/or other securities in Domestic and/or international market, which could be converted into equity, facilitating implementation of the plans with speed and economy.

The Board of Directors of the Company has therefore, at its meeting held on August 12, 2011 proposed that the said fund requirement be either met from international market through issue of Foreign Currency Convertible Bonds (FCCBs), or Global Depository Receipts (GDRs) or issue of securities/shares under the Qualified Institutional Placement (QIP) route, or such other Securities/instrument(s), as may be finalised by the Board or its duly authorised Committee, to the extent of US\$ 50 Million or equivalent sum in Indian Rupees in the manner as set out in resolution under this Item of the notice.

The said resolution is enabling resolution seeking approval of the members of the Company for proposed issue(s) of Securities and is proposing to confer authority on the Board to do all acts and deeds which may be required to offer, issue and allot securities of appropriate nature at opportune time, including the size, structure, price, timing and other terms and conditions of the offer/issue.

The pricing of the issue will be subject to applicable Indian law. The same would be the case if the Board of Directors decide to undertake a QIP under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of Securities to be issued, which in all cases, be subject to the applicable rules, regulations, guidelines and other statutory provisions. For the reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The Securities issued pursuant to the offering(s) would be listed on the stock exchanges in India or outside India and on their conversion into shares, on the stock exchanges on which the Company's equity shares are listed.

The other terms and conditions of the QIP or the detailed terms and conditions for the international offerings (as the case may be, depending upon which mode of issue of securities the Board decides to opt for), will be determined in consultation with the lead managers, consultants, advisors, underwriters and/or such other intermediaries as may be appointed for the issue/offer. Wherever necessary and applicable, the pricing of the offer/ issue will be finalised in accordance with applicable Regulations in force of the Government of India, Securities and Exchange Board of India, the Reserve Bank of India and other appropriate authorities.

Section 81(1) of the Companies Act, 1956 inter-alia provides that whenever it is proposed to increase the subscribed capital of the Company by issue of further shares, such shares shall first be offered to the existing shareholders of the Company in the manner laid down in the said Section; unless the Shareholders decide otherwise by a special resolution. Accordingly, consent of the members of the Company is being sought pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges, and other applicable laws, rules, regulations and

Regulations, authorising the Board to create, offer, issue and allot securities as stated in the said resolution, which would result in issuance of further securities of the Company to persons other than the existing members, in accordance with the terms and nature of the securities.

Your Directors recommend the said special resolution for your approval, as they feel the same to be in the interest of the Company.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution.

**ITEM NO. 7:**

Your Company was incorporated under the name "Mercator Lines Limited", with a view to carry on shipping and relative activities. It initially specialized in coastal shipping. Later on the Company expanded its activities in other areas of shipping such as tankers, bulkers, etc.; and over a period of time, it well established itself in shipping.

The shipping industry is cyclical in nature. To insulate itself from this cyclicity, your company implemented diversification during past some years and today has well established itself in strong business verticals such as Shipping, Ofshore services, Oil & Gas, Coal Mining, Procurement and Logistics. With the Company achieving success in all the diversified activities, it is popularly known as "Mercator" in all the business activities it is engaged.

With the help of well diversified activities under its fold, the Company has grown many fold, with its turn over for the year ended March 31, 2011 touching Rs. 2829 cr on consolidated basis and Shipping business contributing to 43% of the business and other segments contributing to 57% ; the present name, though well recognised, is largely representative of the shipping business, which though an important vertical of the company today, is no longer only one or the largest.

In view of the above, the word "Lines" in its present name is now felt as restricting and limiting about its scope of activities. As a result, your Board of Directors at its meeting held on August 12, 2011 decided to accordingly take advantage of well established corporate and group identity and Trademark of your Company; and to change the name of your Company from "Mercator Lines Limited" to "Mercator Limited", or any other name that may be allowed by the Registrar of Companies, Maharashtra, Mumbai, to whom necessary application is being made for obtaining availability of the said new name. Upon receipt of approval from the Registrar of Companies, Maharashtra, Mumbai, for the same; as per the provisions of Section 21 of the Companies Act, 1956, approval of the Central Government will be applied for Change of Name of the Company.

As required under provisions of Section 21 of the Companies Act, 1956, approval of the members of the Company is therefore sought by special resolution under this head of item for changing the name of the Company as proposed in the said resolution.

This business decision regarding the change in the name of the Company is part of our branding strategy for the Mercator Group and is in no way, mean a change in constitution/control/management of the Company.

Your Directors feel the said resolution to be in the interest of the Company and recommends the same for your approval.

None of the Directors of the Company is any way concerned or interested in the proposed resolution.

By Order of the Board  
For Mercator Lines Limited

H. K. Mittal  
Executive Chairman

**Regd. Office:**

3<sup>rd</sup> Floor, Mittal Tower,  
B-wing, Nariman Point,  
Mumbai - 400 021.

Dated: August 12, 2011.