

May 28, 2022

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

Dear Sir/Madam,

Sub.: Outcome of Meeting pertaining to declaration of Financial Results and other matters thereof

Ref.: Audited Financial Results for the quarter and year ended March 31, 2022 of Mercator Limited which is currently undergoing Corporate Insolvency Resolution Process

This is in continuation to our letter dated May 19, 2022. As you are aware, Mercator Limited (“the Company”) is currently undergoing Corporate Insolvency Resolution Process (“CIRP”) vide Hon’ble National Company Law Tribunal, Mumbai Bench order dated February 08, 2021 (“Order”), in terms of the provisions of Insolvency and Bankruptcy Code, 2016 (‘IBC’) and the regulations framed thereunder. Pursuant to the said order and the provisions of IBC, the powers of the Board of Directors have been suspended and such powers along with the responsibility for managing the affairs of the Company are vested in Mr. Girish Siriram Juneja, in the capacity of Resolution Professional (‘RP’).

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we wish to inform you that the Resolution Professional has today i.e. Saturday, May 28, 2022, *inter alia* considered and taken on record the **Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and year ended March 31, 2022.**

The RP & Board of Directors have approved the Audited Financial Results (Standalone and Consolidated) for the quarter and financial year ended March 31, 2022. In terms of Regulation 33 of the Listing Regulations and pursuant to the approval of the RP & Board of Directors of the Company, we are enclosing herewith the copy of the following:

- a. Audited Financial Results (Standalone and Consolidated) for the quarter and financial year ended March 31, 2022;
- b. Statement of Assets and Liabilities as on March 31, 2022;
- c. Cash Flow Statement as on March 31, 2022;
- d. Independent Auditors’ Report on Audited Financial Results (Standalone and Consolidated) for the quarter and financial year ended March 31, 2022; and
- e. Statement on Impact of Audit Qualification for the financial year ended March 31, 2022.

It may be noted that these financial results have been signed by the RP while exercising the powers of the Board of Directors of the Company, which has been conferred upon him in terms of the provisions of Section 17 of IBC. The RP has not conducted any independent verification of these financial results. The RP has signed these financial results in good faith, solely for the purpose of compliance and discharging his duty under the IBC. The RP has relied upon the assistance provided by the members of the Audit Committee in review of the financial results and certifications, representations and statements made by the senior officials/management personnel of the Company in relation to these Audited Financial Results. The Audited financial results have been approved and taken on record by the members of the Board of Directors. The RP has accordingly taken these financial results on record.

The Company has also made necessary arrangements to publish the extracts of the financial results in newspapers pursuant to the requirements as prescribed under the Listing Regulations.

Please note that in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the trading window for dealing in the securities of the Company will open on Monday, May 30, 2022.

The meeting commenced at 1:16 P.M. which was adjourned and reconvened from 5:22 P.M. and concluded at 5:35 P.M.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **Mercator Limited**



Mangesh Mukund Deokar Bhosale
Chief Financial Officer & Compliance Officer

Encl: A/a

(Mercator Limited is under Corporate Insolvency Resolution Process vide Hon'ble National Company Law Tribunal, Mumbai Bench order dated February 08, 2021, in terms of the provisions of Insolvency and Bankruptcy Code, 2016 ('IBC') and the regulations framed thereunder. Pursuant to the said order and the provisions of IBC, the powers of the Board of Directors have been suspended and such powers are vested in Mr. Girish Siriram Juneja, in the capacity of Resolution Professional.)

| <p style="text-align: center;">Mercator Limited CIN NO : L63090MH1983PLCO31418 Regd. Office: 83-87, Mittal Tower, B-wing, Nariman Point, Mumbai - 400 021. Tel: 022-66373333 Audited Financial Results For Quarter and Year Ended 31st March 2022</p> | | | | | |
|---|------------------|---------------|------------------|----------------|-----------------|
| Particulars | Consolidated | | | | |
| | Quarter Ended | | Year ended | | |
| | 31-Mar-22 | 31-Dec-21 | 31-Mar-21 | 31-Mar-22 | 31-Mar-21 |
| | Refer Note No 19 | Unaudited | Refer Note No 19 | Audited | Audited |
| 1 Income | | | | | |
| (a) Revenue from operations | - | - | 3.97 | - | 373.78 |
| (b) Other income | 0.25 | 0.02 | 7.15 | 0.40 | 38.81 |
| Total Income | 0.25 | 0.02 | 11.12 | 0.40 | 412.59 |
| 2 Expenses | | | | | |
| (a) Cost of services rendered | - | - | 6.02 | - | 289.73 |
| (b) Employee benefits expense | 0.09 | 0.08 | 0.71 | 0.48 | 22.89 |
| (c) Finance costs (incl. penal interest) | 0.02 | 0.08 | 80.73 | 13.27 | 290.79 |
| (d) Depreciation and amortisation | 0.03 | 0.03 | 0.62 | 0.10 | 39.45 |
| (e) Impairment Losses (net of reversal, if any) | -0.00 | - | 22.98 | (4.81) | 26.63 |
| (f) Loss on Sale / Discard of Property, Plant and Equipment | - | - | 2.24 | - | 2.26 |
| (g) Other expenses | 0.96 | 4.00 | 3.96 | 12.02 | 44.93 |
| (h) Loss on Fair Value of Investment | - | - | - | - | - |
| (i) Provision for doubtful debts / advances (net) | - | - | (0.02) | - | - |
| Total expenses | 1.10 | 4.19 | 117.24 | 21.06 | 716.68 |
| 3 Profit/(loss) from operations before exceptional items and tax (1-2) | (0.85) | (4.17) | (106.12) | (20.66) | (304.09) |
| 4 Exceptional items | | | | | |
| 5 Profit/(loss) before tax from Continuing Operations (3 - 4) | (0.85) | (4.17) | (106.12) | (20.66) | (304.09) |
| 6 Tax expense | | | | | |
| Current tax (including earlier year adjustment) | 0.01 | -0.00 | (9.44) | 1.13 | (15.58) |
| Deferred tax (net) | - | - | - | - | - |
| 7 Net profit/(loss) after tax from Continuing Operations (5 - 6) | (0.84) | (4.17) | (115.56) | (19.53) | (319.67) |
| Discontinued Operation | | | | | |
| Net profit/(loss) before tax from discontinued Operation | - | - | - | - | - |
| Tax (expenses) / benefit of discontinued operation | - | - | - | - | - |
| 8 Net profit/(loss) after tax from Discontinued Operation | | | - | | |
| 9 Net profit/(loss) after tax | (0.84) | (4.17) | (115.56) | (19.53) | (319.67) |
| 10 Items that will not be reclassified to statement of profit and loss | | | | | |
| Remeasurement gains /(loss) of defined benefit plans | - | - | - | - | - |
| Total Other comprehensive income /(loss) | - | - | - | - | - |
| 11 Total comprehensive income /(loss) for the period/year (comprising profits and other comprehensive income for the period / year) (9+10) | (0.84) | (4.17) | (115.56) | (19.53) | (319.67) |
| 12 Profit/(Loss) attributable to for the period (net of tax) | | | | | |
| Owners of the company | (0.84) | (4.17) | (115.44) | (19.53) | (332.17) |
| Non controlling interest | - | - | -0.12 | - | 12.50 |
| 13 Other comprehensive income/ (loss) for the year (net of tax) | | | | | |
| Owners of the company | - | - | - | - | - |
| Non controlling interest | - | - | - | - | - |
| 14 Total Comprehensive Income /(Loss) for the period / year attributable to | | | | | |
| Owners of the company | (0.84) | (4.17) | (115.44) | (19.53) | (332.17) |
| Non controlling interest | - | - | (0.12) | - | 12.50 |



| | | | | | | |
|---|--|------------|------------|------------|------------|------------|
| 15 | Paid up equity share capital (FV of Re.1 per share) | 30.25 | 30.25 | 30.25 | 30.25 | 30.25 |
| 16 | Basic and Diluted earnings per equity share from continuing operation | (0.03) | (0.14) | (3.82) | (0.65) | (10.98) |
| 17 | Basic and Diluted earnings per equity share from discontinued operation | - | - | - | | |
| 18 | Basic and Diluted earnings per equity share from continuing and discontinued operation | (0.03) | (0.14) | (3.82) | (0.65) | (10.98) |
| 19 | Debenture Redemption Reserve | 25.00 | 25.00 | 25.00 | 25.00 | 25.00 |
| 20 | Capital Redemption Reserve | 40.00 | 40.00 | 40.00 | 40.00 | 40.00 |
| 21 | Net Worth | (1,484.49) | (1,487.82) | (1,266.91) | (1,503.18) | (1,483.64) |
| 22 | Paid up debt capital @* | 126.45 | 126.45 | 126.45 | 126.45 | 126.45 |
| 23 | Debt service coverage ratio (DSCR)* | (0.00) | (0.00) | (0.01) | (0.01) | 0.03 |
| 24 | Interest service coverage ratio (ISCR)* | (41.01) | (52.47) | (0.19) | (1.00) | 0.24 |
| 25 | Debt equity ratio* | (1.23) | (1.23) | (1.41) | (1.23) | (1.30) |
| 26 | Current Ratio | 0.25 | 0.25 | 0.53 | 0.25 | 0.53 |
| 27 | Long Term debt to working capital | - | - | - | - | - |
| 28 | Bad debts to Account receivable ratio | - | - | - | - | - |
| 29 | Current Liability ratio | 0.99 | 0.99 | 0.99 | 0.99 | 0.99 |
| 30 | Total debts to total assets | 1.48 | 1.48 | 1.33 | 1.48 | 1.33 |
| 31 | Debtors turnover | - | - | 0.03 | - | 3.48 |
| 32 | Inventory turnover | NA | NA | 0.65 | NA | 31.49 |
| 33 | Operating margin | NA | NA | (5.82) | NA | (0.09) |
| 34 | Net Profit margin | NA | NA | (29.11) | NA | (0.77) |
| <p>@Paid up Debt Capital represents Unrated, Unlisted, Secured, Redeemable Non-Convertible Debentures issued on private placement basis.</p> <p>*Ratios stated in serial number 23 to 34 have not been annualised for quarterly reporting</p> | | | | | | |

For and on behalf of the Board

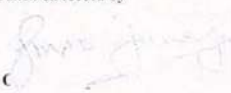

H. K. Mittal
Director
(DIN:00007690)



Powers of the board are suspended from the Insolvency Commencement Date



Mangesh M. Deokar Bhosale
Chief Financial Officer & Compliance Officer

Taken on record by



Resolution Professional for Mercator Limited
(JBB/PA001/IP-P00999/2017-2018/11646)
Place: Mumbai
Date: 28 May, 2022

| <p style="text-align: center;"> Mercator Limited CIN NO : L63009MH1983PLC031418 Regd. Office: 93-87, Virtual Tower, B-wing, Nariman Point, Mumbai-400021. Tel: 022-66373333 Consolidated Statement of Assets and Liabilities as at 31st March 2022 </p> | | |
|--|-------------------|-------------------|
| (Rs. in crore) | | |
| Particulars | As at | |
| | 31-Mar-2022 | 31-Mar-2021 |
| A ASSETS | | |
| 1 Non-current assets: | | |
| (a) Property, Plant and Equipment and Intangible Assets | | |
| Property, plant and equipment | 199.62 | 283.64 |
| (b) Capital work in progress | 3.35 | 2.75 |
| (c) Investment property | - | - |
| (d) Other Intangible assets | 0.03 | 0.03 |
| (e) Deferred Tax Assets | 29.20 | 1.46 |
| B Financial assets | | |
| (i) Cash and cash equivalents | - | - |
| (ii) Loans | 3.21 | 3.65 |
| (iii) Other financial assets | 204.64 | 204.64 |
| (g) Other non-current assets | 15.64 | 15.15 |
| (h) Intangible assets (net) | 39.75 | 33.04 |
| | 300.41 | 366.96 |
| 2 Current assets: | | |
| (a) Inventories | 19.50 | 8.92 |
| B Financial assets | | |
| (i) Cash and cash equivalents | 63.24 | 61.04 |
| (ii) Trade receivables | 101.31 | 136.71 |
| (iii) Cash and cash equivalents | 28.57 | 26.81 |
| (iv) Other receivables other than cash and cash equivalents | 2.13 | 3.22 |
| (v) Loans | 17.87 | 24.37 |
| (vi) Other financial assets | 64.28 | 64.17 |
| (c) Other current assets | 69.66 | 72.15 |
| Other Current Assets included as Asset Held for Sale | 252.00 | 252.00 |
| | 602.58 | 651.79 |
| TOTAL ASSETS | 1,110.02 | 1,218.75 |
| B EQUITY AND LIABILITIES | | |
| 1 Equity: | | |
| (a) Equity share capital | 39.25 | 39.25 |
| (b) Other equity | (1,438.41) | (1,399.30) |
| Reserve/Controlling Interest | 73.25 | 116.63 |
| | (1,324.91) | (1,252.42) |
| 2 Non-current liabilities: | | |
| (a) Financial liabilities | | |
| (i) Borrowings | - | - |
| (ii) Other financial liabilities | 15.18 | 16.93 |
| (b) Provisions | 6.16 | 5.13 |
| (c) Deferred Tax Liability (Net) | - | - |
| | 21.64 | 22.36 |
| 3 Current liabilities: | | |
| (a) Financial liabilities | | |
| (i) Borrowings | 688.29 | 674.74 |
| (ii) Trade payables | 0.38 | 0.35 |
| - Total outstanding dues of micro enterprises and small enterprises | 142.52 | 145.13 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises | 1,524.28 | 1,532.23 |
| (iii) Other financial liabilities | 79.69 | 93.16 |
| (b) Short current liabilities | 6.19 | 6.20 |
| (c) Provisions | | |
| | 2,423.26 | 2,448.81 |
| TOTAL LIABILITIES | 2,444.99 | 2,471.17 |
| TOTAL EQUITY AND LIABILITIES | 1,110.02 | 1,218.75 |


For and on behalf of the Board


H. R. Shinde
Director
(DIRECTOR)

Members of the Board are suspended from the Shareholders' Meetings on 01/04/2022


Manoj M. Dinkar Bhosale
Chief Financial Officer & Compliance Officer

Witnessed by:


Girish Jangra
Resident Professional for Mercator Limited
(CIN:U63009MH1983PLC031418)

Place: Mumbai
Date: 28 May, 2022



Mercator Limited

Statement of Consolidated Cash Flow for the year ended March 31, 2022

| Particulars | (Rs. in crore) | |
|---|---------------------------|---------------------------|
| | Year Ended 31-Mar-2022 | Year Ended 31-Mar-2021 |
| A Cash Flow from Operating Activities | | |
| Net Profit / (Loss) Before Tax - continuing business | (20.67) | (304.09) |
| Net Profit / (Loss) Before Tax - discontinued business | - | - |
| Adjustment for: | | |
| Depreciation & Amortisation | 0.10 | 39.45 |
| Impairment of Assets - continuing operation | (4.81) | 26.63 |
| Provision for doubtful debts/advances | - | - |
| Finance Costs | 13.27 | 290.79 |
| (Profit)/Loss on fixed assets sold / discarded (net) | - | 2.26 |
| Other income on account of accrual written back | - | (10.15) |
| Recycled through other equity | (27.30) | 21.33 |
| Interest income | (0.39) | (0.29) |
| Gain on sale of Investment | - | - |
| Bad Debts and other amounts written off/(back) | - | (5.00) |
| Notional Income on Corporate guarantee | - | - |
| Unrealised (gain) / loss on Fair Value of Investment | - | (0.09) |
| Unrealised foreign exchange (gain) / loss (Net) | (1.20) | (20.90) |
| Operating profit before working capital changes | (41.00) | 39.94 |
| Adjustment for: | | |
| Decrease/(Increase) in Other Financial and Current Assets | (0.02) | 22.52 |
| Decrease/(Increase) in Inventories | (1.58) | 0.56 |
| Decrease/(Increase) in Trade Receivables | 35.38 | (36.16) |
| Decrease/(Increase) in Current Financial Assets - Loans | 6.69 | (12.19) |
| Decrease/(Increase) in Current Other Financial Assets | (0.10) | - |
| Decrease/(Increase) in Other current assets | 2.69 | (0.06) |
| Decrease/(Increase) in Other Non current assets | - | - |
| (Decrease)/Increase in Other Financials and Current Liabilities | (34.33) | 40.56 |
| (Decrease)/Increase in Provisions | 1.02 | 1.02 |
| (Decrease)/Increase in Trade Payables | (5.58) | (29.45) |
| Net Cash from Operating Activities | (36.83) | 26.74 |
| Direct taxes paid (Net of refund) | (1.14) | 8.08 |
| Net Cash from Operating Activities | (37.97) | 34.82 |
| B Cash Flow from Investing Activities | | |
| Purchase of fixed assets including capital work in progress | - | - |
| (Increase) / Decrease in Capital advances/Capital creditors | - | (1.96) |
| Loan realization from / (given) to Subsidiaries | - | - |
| Proceeds from Sale of Fixed Assets | 86.32 | 6.93 |
| (Increase) / Decrease in Current Intercompany deposits | - | - |
| (Purchase) / Sale of Investments | (2.20) | 0.27 |
| Bank deposits (Placed) / redeemed with banks (Net) | 3.04 | (4.54) |
| Interest Income | 0.39 | 0.28 |
| Net Cash from Investing Activities | 87.55 | 0.98 |
| C Cash Flow from Financing Activities | | |
| Proceeds from Borrowings | 10.47 | 7.71 |
| Repayment of Borrowings | - | (4.43) |
| Changes in the Non-Controlling Interest | (43.35) | - |
| Proceeds from issue of shares QIP (Net of Expenses) | - | - |
| Increase/(Decrease) in Reserves | - | - |
| Dividend Paid (Including Dividend Distribution tax) | - | - |
| Interest paid (Refer Note 1 below) | (14.94) | (43.76) |
| Net Cash from Financing Activities | (47.82) | (40.48) |



| | | |
|---|--------------|---------------|
| Net Increase / (decrease) in cash and cash equivalents (A + B + C) | 1.76 | (4.68) |
| Cash and Cash Equivalents as at beginning of the year | 26.81 | 31.49 |
| Add: Unrealised Foreign Exchange Fluctuation on cash and cash equivalents | | - |
| Cash and Cash Equivalents as at end of the year | 28.57 | 26.81 |

Notes to the Cash Flow Statement

1 Cash and Cash Equivalents consist of the following:

| | | |
|--------------------------|--------------|--------------|
| Cash on Hand | 2.78 | 0.40 |
| Balances with Bank | 11.41 | 15.32 |
| Fixed Deposits with Bank | 14.38 | 11.09 |
| Total | 28.57 | 26.81 |

Note 2: Due to non availability of relevant information from the subsidiaries, cash flow disclosures have been prepared based on limited facts available and may not depict correct facts for certain reporting done.



For and on behalf of the Board

H. K. Mittal
Director
(DIN:00007690)

Powers of the Board are Suspended from the Insolvency
Commencement date

Mangesh M. Deokar Bhosale
Chief Financial Officer

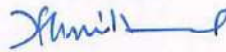
Taken on record by

Girish Sriram Juneja
Resolution Professional for
Mercator Limited
(IBBI/IPA001/IP-P00999/2017-2018/11646)

Place: Mumbai
Date: 28 May, 2022

| <p style="text-align: center;"> MERCATOR LIMITED CIN NO : L63090MH1983PLC031418 Regd. Office: 3rd Floor, Mittal Tower, B-wing, Nariman Point, Mumbai-400021. Tel: 022-66373333 </p> <p style="text-align: center;">SEGMENTWISE CONSOLIDATED AUDITED FINANCIAL RESULTS AND CAPITAL EMPLOYED FOR THE YEAR ENDED MARCH 31, 2022</p> <p style="text-align: right;">(Rs in crore)</p> | | | | | |
|--|------------------|-----------------|------------------|-----------------|-----------------|
| Particulars | Quarter Ended | | Year Ended | | Year Ended |
| | 31-Mar-22 | 31-Dec-21 | 31-Mar-21 | 31-Mar-22 | 31-Mar-21 |
| | Refer Note No 19 | Unaudited | Refer Note No 19 | (Audited) | (Audited) |
| 1. Segment Revenue (net sale/income from each segment should be disclosed under this head) | | | | | |
| (a) Shipping | - | - | (1.45) | - | 6.85 |
| (b) Coal (Mining, Procurement and Logistics) | - | - | 5.42 | - | 366.93 |
| Net sales/Income From Operations | - | - | 3.97 | - | 373.78 |
| 2. Segment Results Profit/(Loss) before tax from each segment | | | | | |
| (a) Shipping | (0.12) | (0.27) | 0.47 | 4.24 | 6.97 |
| (b) Coal (Mining, Procurement and Logistics) | (0.00) | - | (24.91) | (0.17) | 0.88 |
| (c) Others | (0.71) | (3.82) | (0.95) | (11.46) | (21.15) |
| Less: Interest | (0.02) | (0.08) | (80.73) | (13.27) | (290.79) |
| Total Profit/(Loss) Before Tax from Continuing Operations | (0.85) | (4.17) | (106.12) | (20.66) | (304.09) |
| Net profit/(loss) before tax from discontinued Operation | | | | | - |
| Total Profit/(Loss) Before Tax | (0.85) | (4.17) | (106.12) | (20.66) | (304.09) |
| 3. Segment Assets | | | | | |
| (a) Shipping | 206.55 | 209.72 | 226.62 | 206.55 | 226.62 |
| (b) Coal (Mining, Procurement and Logistics) | 438.94 | 429.52 | 527.87 | 438.94 | 527.87 |
| Total Segment Assets | 645.49 | 639.24 | 754.49 | 645.49 | 754.49 |
| Unallocable Assets | 464.45 | 462.46 | 464.18 | 464.45 | 464.18 |
| Discontinued operation | 0.08 | 0.08 | 0.08 | 0.08 | 0.08 |
| Total Assets | 1,110.02 | 1,101.78 | 1,218.75 | 1,110.02 | 1,218.75 |
| 4. Segment Liabilities | | | | | |
| (a) Shipping | 1,292.44 | 1,292.83 | 1,315.04 | 1,292.44 | 1,315.04 |
| (b) Coal (Mining, Procurement and Logistics) | 360.68 | 352.96 | 391.58 | 360.68 | 391.58 |
| Total Segment Liabilities | 1,653.12 | 1,645.79 | 1,706.62 | 1,653.12 | 1,706.62 |
| Unallocable Liabilities | 791.62 | 787.43 | 764.39 | 791.62 | 764.39 |
| Discontinued operation | 0.16 | 0.16 | 0.16 | 0.16 | 0.16 |
| Total Liabilities | 2,444.90 | 2,433.38 | 2,471.17 | 2,444.90 | 2,471.17 |


For and on behalf of the Board



H. K. Mittal
Director
(DIN: 00007991)



Powers of the board are suspended from the Insolvency Commencement Date



Mangesh M. Deskar Ghosale
Chief Financial Officer & Compliance Officer

Taken on record by

Girish Jureja
Resolution Professional for Mercator Limited
(BBB/TPA/01/TP-190999/2017-2018/11646)

Place: Mumbai
Date: 26 May, 2022

MERCATOR LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIALS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2022

1. A Corporate Insolvency Resolution Process (CIRP) has been initiated against the Mercator Limited (hereinafter referred as "Holding Company" / "Parent Company" / "Company") vide an order no. CP(IB) 4404/2019 dated February 08, 2021 of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') under the provisions of the Insolvency and Bankruptcy Code, 2016 ('Code'). Pursuant to the order, the powers of the Board of Directors stand suspended and are vested with Mr. Girish Siriram Juneja, who had been appointed as Interim Resolution Professional (IRP) by the NCLT and later confirmed as a Resolution Professional (RP) by the Committee of Creditors (CoC). As per requirements of the 'Code' and 'CIRP Regulations', the Resolution Professional had invited expression of Interest (Eoi) from prospective Resolution Applicants (PRAs) to submit the Resolution Plan for the Company. The first round of Invitation of Eoi was published on April 24, 2021 and the timelines to submit Eoi were extended as approved by Committee of Creditors (CoC). Last date to submit EOI as per second round of Invitation of Eoi (published on May 18, 2021) was on June 2, 2021 and the Resolution Professional had declared the final list of Resolution Applicants on July 7, 2021. The last date for submission of resolution plan was August 31, 2021, which was thereafter extended to September 6, 2021 basis the request received from the PRAs. The application seeking exclusion of the time period of 88 days i.e. from April 4, 2021 to June 30, 2021 from the overall CIRP period (due to the second wave of Pandemic and various restrictions imposed by Government of Maharashtra) was heard and allowed by the NCLT on August 9, 2021. The CIRP period was extended to November 3, 2021. Pending outcome of the CIRP, financial statements of the Company have been prepared on a going concern basis.

Further, since certain Resolutions Plans were in hand which had to be put before CoC for voting, an application seeking extension of the CIRP time period by 90 days was heard and allowed by NCLT on November 11, 2021 whereby the CIRP period was extended up to February 1, 2022.

The Resolution Plans submitted by the Resolution Applicants (RAs) were placed before the Committee of Creditors for their consideration and voting but failed to receive the requisite votes in terms of the provisions of the code. Accordingly, an application for liquidation has been filed in terms of section 33 of the Code, which is pending adjudication by the NCLT.

Pending decision by NCLT, the financial statements of the Company have been prepared on a going concern basis.

2. The consolidated financial results of Mercator Limited for the quarter and year ended March 31, 2022 have been prepared by the Chief Financial Officer (CFO) and the management, reviewed by the Audit Committee and approved at the meeting of the Resolution Professional & Directors held on May 28, 2022. The RP with the assistance of the management of the Company and Chief Financial Officer of the Company has made all practical and reasonable efforts to prepare these quarterly and half yearly results. These results have been prepared with the same 'Basis of Preparation' as adopted by the erstwhile board of directors as prescribed under the Companies Act, 2013 and related regulations. For opening balances of the previous year as well as transactions made prior to initiation of CIRP, RP has relied on the representations and statements made by the Directors and the KMPs of the Company. The said consolidated financial results of the Company have been certified by the Director and Chief Financial Officer of the Company. The RP has relied upon the assistance provided by the members of the Audit Committee in review of the financial results and certifications, representations and statements made by senior officials/management personnel of the Company in relation to these financial results. The Statutory Auditors have carried out a limited review of the above results.



Regulation 33(3)(b) of the SEBI LODR Regulations, 2015 provides that in case the listed entity has subsidiaries, in addition to the requirement at clause (a) of sub-regulation (3), the listed entity shall also submit quarterly year-to-date consolidated financial results. There are 23 (Twenty Three) subsidiaries of the Company. The responsibility towards preparation and presentation of subsidiary financials is that of the respective management, since the subsidiaries are separate legal entities. The RP has taken on record the said statement of Consolidated Financial results in good faith and only to the limited extent of compliance and discharging the powers of the Board of Directors of the Company which has been conferred upon him in terms of provisions of Section 17 of the Code.

3. The consolidated financial results of the Company have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ("IND AS") prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016.

4. The Auditors have expressed an Adverse Conclusion on these Financial Results basis the following:

i. Going Concern

The financial results of the Group have been prepared on a going concern basis by the management. The Group has negative retained earnings as at March 31, 2022, wherein assets are insufficient in comparison to liabilities thereby resulting in erosion of its Net-worth. The current liabilities substantially exceed the current assets and large sums of money are in dispute, which is not readily realisable. Further, the Company has disposed-off the substantial part of the Property, Plant and Equipment (PPE). During the quarter ended September 30, 2021 the remaining only two non-operating dredgers at standalone level which had been arrested by operational creditors, have been sold under auction through orders of the respective Hon'ble High Courts. It may be further noted that in consonance with the stipulations contained in Section 14 of the Code, a moratorium has been declared in the aforesaid order passed by the Hon'ble NCLT, inter alia, prohibiting the following:

- (i) the institution of suits or continuation of pending suits or proceedings against the Corporate Debtor including execution of any judgement, decree or other in any court of law, tribunal, arbitration panel or other authority;
- (ii) transferring, encumbering, alienating or disposing of by the Corporate Debtor any of its assets or any legal right or beneficial interest therein;
- (iii) any action to foreclose, recover or enforce any security interest created by the Corporate Debtor in respect of its property including any action under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
- (iv) the recovery of any property by an owner or lessor where such property is occupied by or in the possession of the Corporate Debtor.

The Holding Company's ability to continue as a going concern is dependent upon many factors including continued support from the financial creditors, operational creditors. In view of the opinion of the Directors and KMPs, resolution and revival of the Company is possible in the foreseeable future. Further, the RP is required to make every endeavor to protect and preserve the value of the property of the corporate debtor and manage the operations of the corporate debtor as a going concern.



The management/RP of the Holding Company is of the view that they are making best efforts to achieve favourable order in ongoing litigations in order to protect the value of its assets and is making efforts to revive operations. As per rules and regulations of the Corporate Insolvency Resolution Process (CIRP) stipulated under the Insolvency and Bankruptcy Code, 2016, RP received Resolution Plans from the eligible Prospective Resolution Applicants (PRA). The Resolution Plans submitted by the Resolution Applicants (RAs) were placed before the Committee of Creditors for their consideration and voting but failed to receive the requisite votes in terms of the provisions of the code. Accordingly, an application for liquidation has been filed in terms of section 33 of the Code, which is pending adjudication by the NCLT.

Pending decision by NCLT, the financial statements of the Company have been prepared on a going concern basis.

Under Ind AS 110, an entity shall not prepare its financial statements / financial results on a going concern basis if management determines after the reporting period date either that it intends to liquidate the entity or to cease trading, or that it has no realistic alternative but to do so. All operations have ceased in the case of Indian Subsidiaries of the Company other than Mercator Petroleum Ltd and Mercator Oil and Gas Limited, while the coal business continues to generate revenues, the Singapore High Court has ordered a Liquidation of MIPL which is the beneficial owner of the coal business through its step-down subsidiaries. MCS holdings is also under liquidation. In all such cases, the financial statements / financial results are not available with the management of the Parent Company for the quarter ended March 31, 2022. Hence, in view of non-availability of liquidation values of assets and liabilities of such subsidiaries, the same are not stated at fair values.

- ii. As per the Code, the RP shall receive, collate, verify and admit all the claims submitted by the creditors of the Company. The RP has admitted certain claims of the creditors and is in the process of collating and verifying remaining claims, and shall account for the verified claims against the Company as per the provisions of IBC 2016. Pending admission of the remaining claims received, the impact of such claims, if any, that may arise has not been considered in the preparation of the aforesaid standalone audited financial results as on March 31, 2022.

At the standalone level, Principal portion of loans from financial creditors in the books of the Corporate Debtor have been restated with the amounts admitted by RP as on ICD dates (Rs.920.65 crore). Total amount of claims towards principal dues of the financial creditors as on March 31, 2022 stand as under:

| | | |
|----|---|---------------|
| a. | Principal amount of Loans admitted by RP | 920.65 crore |
| b. | Claims under verification by RP/Not filed | Nil |
| | Total | 920.65 crore* |

*In addition, Contingent Claims arising out of Corporate Guarantee issued by the Company, has been admitted by RP for Bank of Baroda (Principal amount of Rs. 99.26 crore plus Interest amount of Rs. 33.40 crore aggregating to Rs. 132.66 crore) and DBS Bank India Ltd. (Principal amount of Rs. 21.66 crore and interest of Rs. 2.08 crore aggregating to Rs. 23.74 crore).

- iii. In terms of Regulation 33(3)(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that, for the purposes of quarterly and half year ended consolidated financial results, at least eighty percent of



each of the consolidated revenue, assets and profits, respectively, shall have been subject to audit / review or in case of unaudited results, subjected to limited review. The status of consolidation of financial results of all subsidiaries of the Holding Company is as under:

- (a) In view of initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) vide order of NCLT dated August 31, 2020, the financial statements / financial results / financial information of Mercator Petroleum Limited, one of the material subsidiaries of the Company for the year ended March 31, 2022 have not been made available to the Company by IRP of the said material subsidiary. In view of this, financial Statements / financial results / financial information available for the period ended March 31, 2021, which are also neither management / RP certified nor audited, have been considered for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.
- (b) In view of initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) vide order of NCLT dated June 30, 2021, unsigned unaudited financial statements / financial results / financial information of Mercator Oil and Gas Limited, one of the material subsidiary of the Company, for the nine months period ended December 31, 2021 have been made available to the Holding Company by IRP of the said material subsidiary and the same have been considered for the purpose of preparing the Consolidated Financial Results of the Company for the year ended March 31, 2022. The said financial information has neither been audited/reviewed nor has been certified by the management/IRP.
- (c) The financial statements / financial results / financial information of Oorja Resources India Pvt. Ltd, Mercator Offshore Logistics Pvt. Ltd. and Offshore Transport Pvt. Ltd. for the quarter ended June 30, 2021, which have neither been certified by the management nor have been audited / reviewed, have been considered for the purpose of preparation of Consolidated Financial Results basis the financial information available with the Holding Company for the said period.

However, the said subsidiaries have not provided their financial statements / financial results / financial information for the year ended March 31, 2022 and in view of the same, the financial Statements / financial results / financial information available for the period ended June 30, 2021 have been considered for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.
- (d) The financial statements / financial results / financial information of 4 nos. of Singapore subsidiaries i.e. Oorja 1 Pte. Ltd., Oorja Batua Pte. Ltd., Oorja Holdings Pte. Ltd. and Panther Resources Pte. Ltd. for the half year ended September 30, 2021 have neither been certified by the management or liquidator nor have been audited / reviewed and the same have been considered as provided by the liquidators of Mercator International Pte. Ltd., Singapore for the purpose of preparation of Consolidated Financial Results of the Company for the quarter and half year ended September 30, 2021. Further, the said subsidiaries have not provided their financial Statements / financial results / financial information for year ended March 31, 2022. In view of the same, the financial Statements / financial results / financial information available for the period ended September 30, 2021 have been considered for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.
- (e) MCS Holdings Pte. Ltd. (in Liquidation) is currently undergoing the liquidation process pursuant to an Order of the High Court of the Republic of Singapore dated April 16, 2021 and M/s Lim Soh Yen (NRIC No. S7672591H) and Lynn Ong Bee Ling Care (NRIC No.



S7932085D) of Auctus Advisory Pte. Ltd. have been appointed as joint and several liquidators of MCS Holdings Pte. Ltd. Financials Statements / financial results / financial information of MCS Holdings Pte Ltd. (MCS) (in liquidation) have not been provided to the Company by the liquidators of such subsidiaries. In view of this, financial Statements / financial results / financial information available as on March 31, 2021 have been considered for the purpose of preparation of the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

- (f) One of the financial lenders of the Wholly Owned Foreign Subsidiary had recalled loan in the month of May 2019 and further to that, have filed case in Singapore High Court for recovery of their outstanding dues. Mercator International Pte. Ltd. (in Liquidation), the said material subsidiary of the Company at Singapore, is currently under liquidation process pursuant to an Order of the High Court of the Republic of Singapore dated April 9, 2021 and M/s Lim Soh Yen (NRIC No. S7672591H) and Lynn Ong Bee Ling Care (NRIC No. S7932085D) of Auctus Advisory Pte. Ltd. have been appointed as joint and several liquidators of Mercator International Pte. Ltd. Financials Statements / financial results / financial information of Mercator International Pte Ltd. (MIPL) (in liquidation) have not been provided to the Company by the liquidators of such subsidiaries. In view of this, unaudited financial Statements / financial results / financial information available as on March 31, 2021 have been considered for the purpose of preparation of the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.
- (g) Financials Statements / financial results / financial information of rest of the Singapore subsidiaries/step down subsidiaries have not been made available to the Company. In view of this, financial Statements / financial results / financial information available as on March 31, 2021 or last available have been considered for the purpose of preparation of the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.
- (h) Audited / Reviewed or management certified Financial Results of all Indonesian subsidiaries (step down subsidiaries of MIPL) for the quarter and year ended March 31, 2022 have not been provided to the Parent Company and hence the audited financial Statements / financial results / financial information available as on March 31, 2021 (last available) have been carried to March 31, 2022 for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

As none of the audited / reviewed Financial Statement / financial results / financial information of the Subsidiaries were available as on March 31, 2022, the Company could not comply with the aforesaid regulations.

Ind AS 110 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. The Interim Resolution Professional (IRP) for the Indian Subsidiary Mercator Petroleum Limited and Resolution Professional (RP) for another Indian Subsidiary Mercator Oil and Gas Limited have been providing business updates from time to time. Lenders of Mercator Petroleum Limited are also a part of the CoC of the Company by virtue of the Corporate Guarantee issued by the Company while there is a common lender of Mercator Oil and Gas Limited and the Company. In view of the management, the required level of control is available with the Company with respect to the subsidiaries/step down subsidiaries in India and overseas.

- iv. Interest or any other finance cost charges has not been accrued in the books of accounts of Holding Company from the date of commencement of CIR process, i.e. February 8,



2021 onwards, on account of moratorium under section 14 of Code. In view of this, no Finance Cost has been debited in the books of accounts of Holding Company during the quarter and year ended March 31, 2022.

- v. The Group had last carried out valuation of underlying investment in coal mining and logistic company situated in Indonesia for determining of fair valuation of these financial assets as per local regulations as on December 31, 2020. In the absence of any financial information from the company and latest valuation report, the Group has not recognized further reduction/increase in fair value of such financial instrument in the quarter and year ended March 31, 2022. The fair value as on March 31, 2022 can be substantially different in view of the valuation factors on account of sharp changes in coal prices, reduction in absolute realization of coal handling fees for one of major customer, cost of production and change in assumption of terminal value based on extension of mining license. The fair value can be substantially different in view of the valuation factors.
- vi. At standalone level, Non-Current Tax Assets as on March 31, 2022 amount to Rs. 55.97 crore (net) includes Rs. 70.48 crore which has not been settled due to on-going tax assessment for various Assessment Years i.e. AY 2003-04 and from AY 2007-08 to AY 2018-19 against which net tax demand of Rs. 86.75 crore has been received and contested by the Company. The management is taking steps to resolve the cases with the income tax department. Further, the balances related to Input Tax Credit of Goods and Service Tax as per books of accounts as on March 31, 2022 are under reconciliation with the available regulatory records and any impact of the same will be accounted in subsequent period.
- vii. Regarding Mercator Oil & Gas Limited ('MOGL'), a material subsidiary:
 - a. MOGL was engaged in EPC project awarded by ONGC for conversion of their Mobile Offshore Drilling Unit (MODU) 'Sagar Samrat' into a Mobile Offshore Production Unit (MOPU). On September 25, 2018, MOGL received a notice of termination from ONGC for Sagar Samrat Conversion Project after completing almost 96% of the project. MOGL has since initiated arbitration proceedings against ONGC and appointed its Arbitrator and a Tribunal was formed. The proceedings are underway. In addition to above, based on the order of Hon'ble Bombay High Court dated July 29, 2019, ONGC had invoked Bank Guarantee amounting to Rs. 142.19 crore which had been accounted in the books of the accounts of MOGL in the previous year. Based on the progress of the arbitration proceedings, basis the latest available information with the management and discussion with the legal counsel earlier, the management is hopeful of a positive outcome in the claim of INR 1,947 crore filed against ONGC. Accordingly, the Company made 50% impairment for an amount of Rs.0.71 crore for the quarter ended March 31, 2022 (Rs. 2.86 crore for the year ended March 31, 2022) towards accrued interest on loan given to MOGL.
 - b. Further, one of the operational creditors of one of the material subsidiary has filed petition u/s 9 of IBC 2016 wherein the NCLT bench had kept the status as "Reserved for Order. The said application for initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) filed by an Operational Creditor before the National Company Law Tribunal (NCLT), Mumbai Bench against the material subsidiary of the Company. Mercator Oil and Gas Limited (MOGL) was admitted vide the order of NCLT dated June 30, 2021 (Order) and subsequently confirmed as a Resolution Professional (RP) by the Committee of Creditors (CoC) in their meeting held on July 27, 2021. In terms of Section 17 of the IBC, the power of the Board of Directors stands suspended and all such powers stand vested in an Interim Resolution Professional (IRP) appointed vide the said Order. Further, in terms of stipulations contained in Section 14 of the Code, a moratorium has been declared vide the Order prohibiting certain stipulated actions.



- c. In terms of an update received from RP, the arbitration tribunal had provided revised schedule of recording of evidence from October 18, 2021 to October 23, 2021 and final hearing from December 6, 2021 to December 11, 2021. ONGC with a view of postponing the trial, filed a writ petition in Bombay High Court, challenging Tribunal's various orders for timely completion of October, 2021 Trial. On 18 October 2021, the Tribunal convened to commence the October Trial. However, ONGC was not present in the trial. On 19 October 2021, the MOGL was served with an un-numbered writ petition to be filed by the ONGC before the Bombay High Court ("Writ Petition"), inter alia seeking a direction to the Tribunal not to proceed with the October Trial till such time as the NCLT decides the Parties' applications, a stay of this Arbitration until final disposal of the Writ Petition, and interim and ad interim reliefs in this regard. The hearing on this petition is now fixed for 15 December 2021. ONGC appeared on the 22nd October, 2021 and requested for new dates for October Trial. Despite MOGL's objections, new dates for hearing were given as under:

(a) 10, 20 -22 December, 2021 for Respondent's opening submissions and for completing cross-examination witnesses of both parties;

(b) 17-20 January, 2022 for Claimant's oral submissions

(c) 14-17 February 2022 for Respondent's oral submissions

(d) 18 February, 2022 for Claimant's oral submissions in rejoinder.

Further, RP has last updated that the last date of submission of Expression of Interest (EOI) by Prospective Resolution Applicants (PRAs) was October 13, 2021. The Resolution Plan was placed before CoC. However, the plan did not secure a majority vote of CoC and accordingly an application for approval of liquidation of the company has been filed with Honorable NCLT, Mumbai.

Pursuant to the public announcement dated June 30, 2021 in relation to invitation for submission of claims against MOGL, the Company has submitted its claim on MOGL for outstanding debt as on July 15, 2021 for a total claim of Rs. 222.72 crore comprising of Term Loan for a total amount of Rs.94.21 crore and corporate guarantee issued to Axis Bank Ltd. (for and in behalf of MOGL) for a total amount of Rs. 128.51 crore. The Company has received an acknowledgement of submission of claim from the IRP of MOGL who have informed that the Company being a related party of MOGL shall not have any right of representation, participation and voting in a meeting of the CoC. Status of the claim as updated by the Resolution Professional is that the Claim of Mercator Ltd. as a financial creditor for unsecured loans (without voting rights) for Rs. 222.72 crore have been admitted provisionally by the Resolution Professional for Rs. 94.21 crore. The balance amount of claim for Corporate Guarantee executed by Mercator Limited in favour of Axis Bank Limited for various credit facilities by Axis Bank to Corporate Debtor (Rs. 128.51 crore) is admitted as contingent.

A claim of Rs. 1,947 crore (USD 262 Mn) has been made by the subsidiary company on ONGC. In the view of the management and based on legal advice, an estimated amount of INR 1288 crore (USD 173.36 Mn) could probably be awarded as payable to the Company. However, any impact of the settlement will be known only after completion of the ongoing arbitration proceedings.

- d. MOGL has an ongoing dispute with its consortium partner M/s Gulf Piping Co Ltd (GPC) and based on an order of the Abu Dhabi Court a final liability of USD 5.7Mn (Rs.42.35 crore) along with interest at 5% interest p.a. is payable to them. GPC had obtained stay order from local UAE court restraining Abu Dhabi Commercial Bank (ACDB) from honouring



Performance Guarantee. In relation to invocation of performance guarantee provided to GPC was decided by the Supreme Court of UAE and the Supreme Court Order was received in Arabic language. It was informed by the law firm which was associated with matter before commencement of CIRP) that the order in the matter of ACDB in relation to invocation of performance guarantee provided to GPC was in favour of MOGL and it was pending for translation to be received. The lender of MOGL is in the process of initiating a litigation for invocation of Bank Guarantee against ACDB.

- viii. Regarding Mercator Petroleum Limited (MPL), a material subsidiary:
- a. In October, 2019, MPL has received notice of termination from the Ministry of Petroleum and Natural Gas (MOPNG) in compliance with Production Sharing Contract (PSC) for its non-operative oil Block (CB-3) and also has demanded costs and other dues to be determined as per terms and conditions of PSC. The subsidiary is confident of defending the amounts claimed by Directorate General of Hydrocarbon (DGH). In event of rejection of subsidiary's contention, basis the latest available information with the management, the estimated financial impact would be approx. Rs.35.80 crore.
 - b. The application for initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) filed by an Operational Creditor before the National Company Law Tribunal (NCLT), Mumbai Bench against one of the material subsidiaries of the Company, Mercator Petroleum Limited (MPL) was admitted vide the order of NCLT dated August 31, 2020 (Order). In terms of Section 17 of the IBC, the power of the Board of Directors stands suspended and all such powers stand vested in an Interim Resolution Professional (IRP) appointed vide the said Order who has taken charge under the directions of the Committee of Creditors. Further, in terms of stipulations contained in Section 14 of the Code, a moratorium has been declared vide the Order prohibiting certain stipulated actions. In terms of the last update received from IRP, as a part of the Corporate Insolvency Resolution Process (CIRP), IRP had floated an Expression of Interest and had received interest from Public and Private Players in the process. Basis the latest available information with the management, the Request for Resolution Plans (RFRP) has been issued to the shortlisted Prospective Resolution Applicants (PRA) and they are required to submit their Resolution Plans in October 2021 as per the process laid down under the Code. Prospective Resolution Applicants (PRAs) have expressed their interest in the Oil Assets of MPL. The process of due diligence by these entities is currently going on. However, due to a pending litigation filed in NCLT by a financial creditor of the Parent Company and a consequent stay granted by NCLAT, the timelines under the Code stand extended.
 - c. During the quarter and year ended March 31, 2022, the Company has provided additional impairment of Rs.1.16 crore (Rs.4.71 crore for the year ended March 31, 2022) towards accrued interest on loan to Mercator Petroleum Limited (MPL) and Rs.0.47 crore (Rs.1.90 crore for the year ended March 31, 2022) towards interest accrued on 6% optionally convertible debentures issued by MPL.
- ix. All of the directors on the Board of the Holding Company are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013.
- x. The Holding Company and some of its subsidiaries have not been able to obtain any confirmations from various debtors, loans and advances, from banks and others, current accounts from banks, trade and other payables. Accordingly, adjustments if any arising out of reconciliation with these parties is not readily available. The Company has carried out its internal assessment and provided/ written off/ back these receivables/ payables/ loans and advances, wherever necessary. Further, the balances related to Input Tax Credit of Goods and Service Tax as per books of accounts as on March 31, 2022 are under reconciliation with the available



regulatory records and any impact of the same is not known as on the date of Financial Statements.

- xi. Compliance under section 134 and 149 of Companies Act 2013 (as reported in last audited financial statements available by the respective auditor of subsidiary):
 - a. In case of MPL, Independent Director, Chief Financial Officer and Company secretary had resigned during the year ended March 31, 2020. The management has not filled the said vacancy until date of reporting.
 - b. In case of MOGL, Independent Director had resigned during the year ended March 31, 2020. The management has filled the said vacancy. Mr. Jagmohan Talan and Mrs. Ritu Vats were appointed as Additional Directors (Non-Executive & Independent) of the Company with effect from September 26, 2020. Further, Mr. H K Mittal resigned as a director with effect from September 26, 2020 citing personal reasons.
 - xii. The Segment reporting for the quarter and year ended March 31, 2022 and the Statement of Cash Flow for the year ended March 31, 2022 may have information which may not be accurate on account of non-availability of certain financial statement / financial results / financial information of the subsidiaries.
 - xiii. Based on the limited information available with respect to break-up of certain items of income/expenses/assets/liabilities of subsidiaries requiring elimination effect upon consolidation of financial statements, suitable assumptions based on past quarters have been made to provide such effects.
5. The Holding Company has an insurance claim amounting to Rs. 54.28 Crore, being the balance amount payable against a total loss claim (INR 225.29 crore) on a vessel pertaining to the year 2012-13, which has been considered fully recoverable by the management and is supported by a legal opinion.
6. In case of a material step-down subsidiary of the Company, PT Karya Putra Borneo (KPB) - Operating Coal mines in Indonesia, a minority shareholder had raised a frivolous claim with respect to the entire shareholding of the said subsidiary Company. The subsidiary had received favourable orders from the relevant Courts in this matter and the formalities for restoring the shareholding in the public records was in process, as per last update received earlier.
7. Pursuant to the liquidation order in relation to the liquidation of Mercator Projects Pte. Ltd. (MPPL), an erstwhile subsidiary, the Company had filed its claim for outstanding debt of Rs.0.18 crore as on July 15, 2021 towards reimbursement of expenses which has been accepted for Rs.0.01 crore and the said amount has been received by way of dividend in the quarter ended December 31, 2021.
8. During the previous year ended March 31, 2019, Credit Analysis & Research Limited (CARE) had downgraded the rating assigned to the Holding Company, MOGL and MPL for short term credit facilities from CARE A4 to CARE D, which was again revised on July 11, 2019 from CARE D to CARE D (ISSUER NOT COOPERATING).

Further, in respect of Loans outstanding aggregating to Rs. 1614.02 crore as on March 31, 2022 the Group had committed breach of financial covenants including default in interest and instalment payments due to various Banks / financial institutions in the previous year(s), which are still continuing resulting in several banks / FIs recalling their loans.



9. Erstwhile Promoters and erstwhile Promoter Groups have sold 1,20,67,225 no. of Equity Share of the Company during the year ended March 31, 2022. This has brought down the shareholding of the promoters in the Company to 6.84% as on March 31, 2022.
10. The Holding Company had entered into settlement agreements with approval of NCLT in the pre-CIRP period with few operational creditors amounting to Rs.3.94 crore out of which only Rs.1.57 crore had been honoured and the balance commitment is yet to be discharged by the Company.
11. One of the dredger 'Bhagwati Prem' which was beached at New Mangalore Port Trust (NMPT) was sold by NMPT under e-auction by exercising the powers vested with NMPT under Section 42 of the Indian Ports Act, 1908 to recover their dues during the year ended March 31, 2021.

Another dredger 'Vivek Prem' was sold under court auction order of Hon'ble Gujarat High Court during the year ended March 31, 2021.

As on April 1, 2021, the Company had only two non-operating dredgers i.e. Darshini Prem and Yukti Prem which had been arrested by operational creditors and have been sold under auction through orders of the respective Hon'ble High Courts. The said court auction sale in the quarter ended September 30, 2021 has resulted in reversal of impairment provision made in the earlier financial years to the extent of Rs.4.02 crore and Rs.0.79 crore aggregating to Rs.4.81 crore.

Considering all the facts stated above, there is no depreciation charge on PPE during the quarter and year ended March 31, 2022 with respect to PPE.

12. The office premise of the Company was charged to the lender of Mercator Petroleum Limited. On account of the possession notice received under Section 13 (4) of Securitization and Reconstruction of Financial Assets and read with Rule 8 of Enforcement of Security Interest (Second) Act, 2002, the symbolic possession of the office premises has been obtained by the said lender on September 9, 2020. The enforcement of security has been on account of default in repayment of debt by a material subsidiary of the Company.

As on the reporting date, only symbolic possession has been obtained and the Company continues to operate from the premises, hence the same continue to be categorised as property, plant and equipment of the Company and accordingly the depreciation for the period has been charged to the Statement of Profit & Loss. Necessary adjustments, if any, in the books of accounts will be done once the actual control over the office premises will be passed to the Bank.

13. The Company Secretary of the Holding company had resigned dated July 23, 2019 and until date of reporting, said appointment is yet to be completed.

Pursuant to the requirement of Listing Regulation, the Group has not appointed one of the Independent Director of Holding Company on the board of the material subsidiaries incorporated in India and Outside India.

14. As on March 31, 2022, following step down subsidiaries are under – going process of voluntary liquidation, which was initiated in earlier years, and liquidator had been appointed under applicable laws—
 - a. Mercator Energy Pte Ltd (the company is a plaintiff for case filed by ICICI bank Limited at Singapore being guarantor and company has informed to court for its voluntary liquidation. Final observation of High Court of Singapore on the same is pending).
 - b. Mercator Offshore (P) Pte Ltd (company has also withdrawn scheme of arrangement filed for payment of creditors linked with contingency outcome of SSCP arbitration)



c. Mercator Offshore Asset Holdings Pte Ltd

15. During the previous year ended March 31, 2021, the Company has received letter from the National Stock Exchange of India Limited ("NSE") citing non – compliance of the requirement of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires that the board of directors shall comprise of not less than six directors.

The Company had then made submission to NSE stating that there were 5 directors on the Board of Company including a woman director. It was also informed that the strength of independent directors is more than the executive directors and the Company is making best efforts to be compliant of the regulation.

Mr. Sukhdarshan Singh Bedi, tendered his resignation vide email dated June 28, 2021 as Independent Director of the Company with effect from June 28, 2021 citing personal reasons.

Mr. Shalabh Mittal tendered his resignation vide email dated June 21, 2021 as Chief Executive Officer and Key Managerial Personnel of the Company with effect from June 21, 2021 citing personal reasons.

The said resignations of Mr. Sukhdarshan Singh Bedi, Independent Director and Mr. Shalabh Mittal, Chief Executive Officer and Key Managerial Personnel of the Company had been considered and taken on record at the meeting of the Board of Directors held on August 12, 2021.

16. The results for the quarter and year ended March 31, 2022 are available on the BSE Ltd website www.bseindia.com, National Stock Exchange of India Limited website www.nseindia.com and the Company's website www.mercator.co.in

17. Formulae for computation of ratios are as follows –

| Sr. | Ratios | Formulae |
|-----|-----------------------------------|---|
| a) | Debt Service Coverage Ratio | $\frac{\text{Earnings before Depreciation, Finance Cost, Impairment, Tax}}{\text{Interest Accrued and Due + Outstanding Debt Finance Cost + Principal Repayments made during the}}$ |
| b) | Interest Service Coverage Ratio | $\frac{\text{Total Debt}}{\text{Total Equity}}$ |
| c) | Debt Equity Ratio | $\frac{\text{Total Debt}}{\text{Total Equity}}$ |
| d) | Current Ratio | $\frac{\text{Current Assets}}{\text{Current Liabilities}}$ |
| e) | Long term debt to working capital | $\frac{\text{Non-Current Borrowings (Including Current Maturities of Non- Current Borrowings)}}{\text{Current Assets Less Current Liabilities (Excluding Current Maturities of Non-Current Borrowings)}}$ |

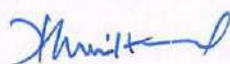


| | | |
|----|---------------------------------------|--|
| f) | Bad debts to Account receivable ratio | <u>Bad Debts</u> Average Trade Receivables |
| g) | Current liability ratio | <u>Total Current Liabilities</u> Total Liabilities |
| h) | Total debts to total assets | <u>Total Debt</u> Total Assets |
| i) | Debtors turnover | <u>Value of Sales & Services</u> Average Trade Receivables |
| j) | Inventory turnover | Cost of Goods Sold (Cost of Material Consumed+ Purchases + <u>Changes in Inventory + Manufacturing Expenses</u>) Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade |
| k) | Operating margin (%) | Earnings before Interest, Tax and <u>Exceptional Items less Other Income</u> Value of Sales & Services |
| l) | Net profit margin (%) | <u>Profit After Tax (after exceptional items)</u> Value of Sales & Services |

18. The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette on 29th September, 2020. The Code is not yet effective and related rules are yet to be notified. Impact if any of the change will be assessed and recognized in the period in which said Code becomes effective and the rules framed thereunder are notified.
19. The figures for the quarter ended March 31, 2022 and March 31, 2021 are balancing figures between audited figures in respect of full financial year and published year to date figure up to the third quarter of relevant financial year.
20. Figures of previous periods/year have been regrouped / reclassified wherever necessary to conform to current period classification.

For MERCATOR LIMITED

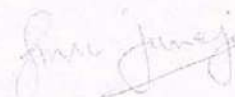
Taken on Record



H. K. Mittal
Director



Mangesh M. Deokar Bhosale
Chief Financial Officer



Girish Siriram Juneja
Resolution Professional

(Powers of the Board are Suspended from the Insolvency Commencement Date)

Place: Mumbai

Date: May 28, 2022



Independent Auditor's Report

To

The Resolution Professional

In the matter of Mercator Limited

IBBI Reg. No.: IBBI/IPA-001/IP-P00999/2017-2018/11646

Adverse Opinion

1. We have audited the accompanying consolidated financial results of Mercator Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") for the quarter and year ended March 31, 2022, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations') and has been initialed by us for identification purpose.

The Hon'ble National Company Law Tribunal, Mumbai (NCLT) has admitted the petition of Financial Creditor under Insolvency and Bankruptcy Code (IBC) 2016 vide its Order dated February 8, 2021. As per Section 17 of the IBC, the powers of the Board of Directors of the Company has been suspended and such powers have been vested with Mr. Girish Siriram Juneja as the Resolution Professional (hereinafter referred as "RP"), by the NCLT vide its aforesaid order to manage the affairs of the Company as per the provisions of IBC. The Committee of Creditors (CoC) confirmed Mr. Juneja as the Resolution Professional (RP) at its meeting held on March 10, 2021.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of financial statements /financial results/ financial information of the subsidiaries, due to the significance of matters described in the Basis for Adverse Opinion Para, the aforesaid consolidated financial results –
 - a. are not presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
 - b. do not give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, its loss [including other comprehensive income], its cash flows and the changes in equity for the year ended on that date because of the significance of the matter(s) described in the 'Basis for Adverse Opinion' section of our report.

The statement includes the results of the subsidiaries (including step down subsidiaries) as per Annexure "A";

Basis for Adverse Opinion

3. We draw attention to –

- a. Note No. 4(i), regarding preparation of the statement on a going concern basis. The financing arrangements for the group have expired and the substantial amounts have been recalled and are due and payable as on March 31, 2021. Besides the NCLT has admitted the petition of the Financial Creditors vide its Order dated February 8, 2021 and proceedings under the IBC have been initiated on the Holding company. Further, certain cases have been filed by operational creditors and financial creditors in National Company Law Tribunal (NCLT) against certain material subsidiaries of which NCLT has admitted the application



KOLKATA (H.O.)

NEW DELHI

CHENNAI

MUMBAI

BANGALORE

vide order dated August 31, 2020 and June 30, 2021 and an IRP has been appointed on such subsidiaries. Also, we have been informed by the management that a liquidator has been appointed for one material direct subsidiary effective April 9, 2021. The Group has been unable to conclude re-negotiations or obtain replacement financing for repayment of its overdue financing arrangements. The Group has accumulated losses and has incurred significant losses during the current period and previous financial year. The Group also has substantial disputed receivables, which are not readily realizable to service the Company's current liabilities and the Group's net worth has also been fully eroded alongwith inability to meet its current liabilities which substantially exceeds its current assets. Further, the Resolution Plans which were submitted before the CoC for their consideration and voting, have failed to receive the requisite votes in terms of the provisions of the Code and accordingly, an application for liquidation has been filed in terms of section 33 of the Code, which is pending adjudication by the NCLT. In view of the liquidation application filed by the RP, we conclude that the going concern assumption has been vitiated. The Consolidated Financial Results have however been prepared on a going concern basis by the management.

- b. Note No. 4(ii), regarding the balances restated in the books of accounts pursuant to admission of the claims submitted by the financial creditors, of which as on March 31, 2022, as confirmed by RP, no claim is pending for verification with Resolution Professional (RP). We have relied on the adjustments made by the RP wrt the claims received and are unable to comment on the financial impact of the same on the financial results of the Company..
- c. Note No. 4(iii), regarding non-compliance of Regulation 33(3)(h) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 wherein at least 80% of each consolidated revenue, assets and profits respectively, shall be reviewed by the respective auditors. The Financial Statement / Financial Results / Financial Information as at or for the year ended March 31, 2022, of none of the subsidiaries have been made available to the management / RP of the Holding Company and hence, we are unable to express any opinion on the subsidiary financial statements and thereby on the consolidated financial statements / financial information given the materiality of the subsidiaries. Status of financial information considered in preparing Consolidated Financial Statements is as under –

| Sr. no | Name of the Subsidiary Company | Status of Audited Financial Statements / Management certified Financial Statements | Financial Statement / Financial Information available for the period ended |
|--------|---|--|--|
| 1 | Mercator Oil and Gas Limited (MOGL) | December' 2021 | Not Available |
| 2 | Mercator Petroleum Limited (MPL) | March'2021 | Not Available |
| 3 | Oorja Resources India Private Limited. | June' 2021 | Not Available |
| 4 | Mercator Dredging Private Limited. (FPSO) (Formerly Mercator Offshore Logistic Private Limited) | June' 2021 | Not Available |
| 5 | Mercator Oceantransport Limited | June' 2021 | Not Available |
| 6 | Mercator International Pte. Limited | March'2021 | Not Available |
| 7 | Offshore Holdings Company Pte. Limited | March'2021 | Not Available |
| 8 | Oorja Holdings Pte. Limited. | September' 2021 | Not Available |
| 9 | Mercator Energy Pte Limited | June'2020 | Under Liquidation |
| 10 | Mercator Offshore Assets Holding Pte Limited | June'2020 | Under Liquidation |
| 11 | Mercator Offshore (P) Pte Limited | June'2020 | Under Liquidation |
| 12 | Panther Resources Pte Limited | September' 2021 | Not Available |
| 13 | Oorja (Batua) Pte. Limited | September' 2021 | Not Available |



| Sr. no | Name of the Subsidiary Company | Status of Audited Financial Statements / Management certified Financial Statements | Financial Statement / Financial Information available for the period ended |
|--------|--------------------------------|--|--|
| 14 | Oorja 1 Pte. Limited | September' 2021 | Not Available |
| 15 | Oorja Mozambique Lda | March'2020 | Not Available |
| 16 | MCS Holdings Pte. Ltd. | March'2021 | Not Available |
| 17 | PT Karya Putra Borneo | March'2021 | Not Available |
| 18 | PT Indo Perkasa | March'2021 | Not Available |
| 19 | Oorja Indo Petangis Four | December'2020 | Not Available |
| 20 | Oorja Indo Petangis Three | Decemeber'2020 | Not Available |
| 21 | Bima Gema Permata, PT | Decemeber'2020 | Not Available |
| 22 | Oorja Indo KGS | Decemeber'2020 | Not Available |
| 23 | Broadtec Mozambique Minas Lda | March'2020 | Not Available |

Further, due to non – availability of the relevant financial information from the subsidiaries, certain reporting done in the statement of cash flow and Segment results may not reflect the correct position.

- d. Note No. 4(iv), regarding interest or any other charges not being accrued in the books of accounts of the Holding Company from the date of commencement of CIR process, i.e. 8th February, 2021 onwards, on account of moratorium under section 14 of Code.
- e. Note No. 4(v), regarding the Group's investment carried at Fair Value through Profit and Loss Account pertaining to its coal mining and related infrastructure assets in Indonesia on which reduction in fair value of Rs. 24.56 crore was recognized during the year ended March 31, 2021 basis an independent valuation report conducted on December 31, 2020. Further, we have been informed by the management that a liquidator has been appointed on Mercator International Pte. Ltd ("MIL") effective April 9, 2021 and no financial statement / financial results / financial information of MIL has been made available to the Parent Company.

For certain step-down subsidiaries, limited financial information has been shared for inclusion in preparation of the consolidated financial results but proper details and bifurcations are not available to ensure eliminations.

However, the management / RP of the Holding Company are confident that ML still maintains the control on MIL and the subsidiaries (held indirectly), as listed in Annexure A, as defined in Ind – AS 110 "Consolidated Financial Statements", and is being considered in preparation of the Consolidated Financial Results of the Parent Company basis the information available, as enlisted in para 3(c) above.

In view of the non – availability about the updates on the above stated and other significant matters and financials statement / financial information, we are unable to comment on the impact on the fair valuation of these financial assets and consequently the financial results, had the valuation been done as on March 31, 2022. We are unable to comment on the impact of the liquidation of the intermediate subsidiary and the compliance of Ind – AS 110.

- f. Note No. 4(vi), regarding unprovided current tax demands under dispute, pertaining to Holding Company, to the tune of Rs. 86.75 crore pending at various judicial forums of the Income Tax department. In the absence of the required supporting documents justifying the stand of the Holding Company we are unable to comment on final outcome of such assessments and the potential financial impact of the same.



g. Note No. 4(vii),

- regarding termination of Sagar Samrat Conversion Project (SSCP), undertaken by a subsidiary Mercator Oil & Gas Ltd. (hereinafter referred as "MOGL" or "subsidiary"), by ONGC, which is currently under arbitration. The amount standing under Other Financial Assets is Rs. 204.61 crore basis the latest financial information available. The amount of recoverability and ultimate impairment would depend on the outcome of the arbitration proceedings, which is uncertain as on the date of financial results.
- Further, regarding one of the consortium partners in SSCP ('GPC') has filed a claim against MOGL in Abu Dhabi First Instance Court wherein the Court after review sought for work undertaken and change of assessment base, ordered MOGL to pay USD 5.7 million (equivalent Rs. 42.35 crore) and interest @ 5% p.a. from the date of the case filed until actual payment. However, as informed by the management / RP of the Parent Company, MOGL had not accepted the claim and recognized Rs. 22.97 crore as contingent liability on the subject matter. Further, the petition filed in NCLT, Mumbai Bench by an operational creditor against MOGL has been admitted vide Order dated June 30, 2021 and an Interim Resolution Professional (IRP) has been appointed. However, the management / RP of the Parent Company are confident that ML still maintains the control on MOGL, as defined in Ind – AS 110 "Consolidated Financial Statements", and is being considered in preparation of the Consolidated Financial results of the Parent Company.
- The financial statements / financial information included as on March 31, 2022 as on December 31, 2021 has been incorporated basis the latest information available with the management of the Holding Company, however the same is not certified by the management / IRP of the MOGL.

In view of the non – availability about the updates on the above stated and other significant matters and financials statement / financial information as on March 31, 2022, we are unable to comment on the potential financial impact of the same on the Consolidated Financial Results and compliance of Ind – AS 110.

- h. Note No. 4(viii), regarding notice received by a subsidiary company, Mercator Petroleum Limited (hereinafter referred to as "MPL"), from the Ministry of Petroleum and Natural Gas (MOPNG) for termination of Production Sharing Contract (PSC) for one of its non-operative oil Block and has demanded costs and other dues to be determined as per the terms and conditions of PSC. In case MPL's stand is not accepted by MOPNG, the estimated financial impact on the group would be to the tune of Rs. 35.80 crore.

Note No. 4(viii)(b) and 4(viii)(c), regarding the fact that, as per the explanations provided to us by the management / RP of the Holding Company, MPL has not been able to provide any valuation report with respect to fair value of oil block CB-9 on which reliance can be placed. Further, we have been informed by the management that the petition filed in NCLT, Mumbai Bench by an operational creditor against MPL has been admitted vide Order dated August 31, 2020 and an Interim Resolution Professional (IRP) has been appointed and no financial statement / financial results / financial information of MPL is being made available to the Parent Company.

However, the management / RP of the Parent Company are confident that ML still maintains the control on MPL, as defined in Ind – AS 110 "Consolidated Financial Statements", and is being considered in preparation of the Consolidated Financial results of the Parent Company.

In view of the non – availability about the updates on the above stated and other significant matters and financials statement / financial information as on March 31, 2022, we are unable to comment on the potential financial impact of the same on the Consolidated Financial Results and compliance of Ind – AS 110.



- i. Note No. 4(ix), the Holding Company has failed to pay the installment due of the debentures on the due date and failed to pay the interest due thereon for a continuous period of more than a year. Hence, all the directors of the Holding Company are disqualified from being appointed as director in terms of Section 164 (2) of the Act.
 - j. Note No. 4(x), regarding balance confirmations not been received in respect of various secured / unsecured loans, trade receivables, trade and other payables, and loans and advances for several entities of the group as a result of which reconciliation process and consequential adjustments, if any, has not been carried out in these entities. In the view of the management, all the balances outstanding to be receivable or payable are to be considered as good and no additional provisioning on account of non – recoverability or expected credit loss is required. Further, bank statements of certain bank accounts are also not available. In the view of the non – availability of balance confirmation or documents substantiating balances, we are unable to comment on the impact of the same on the Financial Statements of the Company and compliance of relevant Ind-AS. Further, the balances related to Input Tax Credit of Goods and Service Tax as per books of accounts of Holding Company as on March 31, 2022 are under reconciliation with the available regulatory records and any impact of the same is not known as on the date of Financial Statements.
 - k. Note No. 4(xi), regarding non – compliance of Section 134 and 149 of the Companies Act 2013 in case of certain material subsidiaries.
 - l. Note no. 4(xii) & 4(xiii), regarding non – availability of requisite information for preparation of segment reporting, Statement of Cash Flow and assumptions considered for eliminations.
4. We conducted our audit of the Consolidated Financial Results in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Results' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for adverse opinion on the Consolidated Financial Results.

Emphasis of Matter

5. We draw attention to –

- a. Note No. 5, regarding receivable from an insurance Company amounting to Rs. 54.28 crore pertaining to total loss claim on a vessel pertaining to the year 2012-13, which is under litigation and has been considered fully recoverable by the management and is supported by a legal opinion.

Our opinion is not modified in respect of the aforementioned matter.

Management's Responsibilities for the Consolidated Financial Results

These consolidated financial results have been prepared on the basis of the Consolidated Financial statements. The Holding Company's Board of Directors and RP are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information of the Group in accordance with Indian Accounting Standard prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in



compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associates and jointly controlled entities and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Holding Company, as aforesaid.

7. In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
8. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

9. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the



consolidated financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the Consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Consolidated Financial Results of which we are the independent auditors. For the other entities included in the Consolidated Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

10. Materiality is the magnitude of the misstatement in the statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the statement may be influenced. We consider quantitative materiality and qualitative factors in; (i) planning the scope of our audit work and evaluating the results of our work; and (ii) to evaluate the effects of any identified misstatements in the statement.

11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

12. The accompanying Consolidated Financial Results includes unaudited financial results /statements and other unaudited financial information in respect of 4 foreign subsidiaries and 1 domestic subsidiary whose financial statements have been incorporated based on financial statement / financial information available with the Holding company for the quarter / period ended September 30, 2021 and December 31, 2021, whose financial statements reflect total assets of Rs. 565.26 crore as at March 31, 2022, total revenues of Rs. 1.99 crore, total net loss after tax of Rs. (22.14) crore, total comprehensive loss of Rs. (22.14) crore for the year ended on that date respectively, and net cash inflow of Rs. 0.69 crore for the year ended March 31, 2022. The above reported amounts are without considering eliminations.

These unaudited financial statements/ financial information/ financial results have been approved and furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such management certified financial statements/ financial information/financial results. These financial statements / financial information / financial results have neither been audited nor certified by the management of respective company.

13. The accompanying Consolidated Financial Results includes unaudited financial results /statements and other unaudited financial information in respect of 14 foreign subsidiaries and 4 domestic subsidiaries whose financial statements have been incorporated based on financial statement / financial information available with the Holding company for the year ended March 31, 2021 or before that and reflects total assets of Rs. 723.84 crore (without considering



eliminations) as at March 31, 2022 and total revenue of Rs. Nil, total net profit after tax of Rs. Nil and total comprehensive income of Rs. Nil in the consolidated statement of profit and loss for the year ended March 31, 2022 respectively and net cash outflow of Rs. Nil for the year ended March 31, 2022. These financial statements / financial information / financial results have neither been audited nor certified by the management of respective company.

Our opinion to be read with para 3(c), is modified in respect of the above matters stated in para 12 & 13.

14. The consolidated financial results include the results for the quarter ended March 31, 2022, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which are neither subject to limited review nor audited by us.
15. The consolidated annual financial results dealt with by this report have been prepared for the express purpose of filling with stock exchange. These results are based on the audited consolidated financial statements of the Company for the year ended March 31, 2022 on which we have issued an adverse audit opinion vide our report dated May 27, 2022.

Our opinion is not modified in respect of the matters stated in para 14 & 15.

For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E



Shweta Singhal
Partner
Membership No. 414420

Place: Mumbai
Date: May 28, 2022
UDIN: 22414420AJUPDX7104

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

- 1 Mercator Oil & Gas Ltd
- 2 Mercator Petroleum Ltd
- 3 Oorja Resources India Private Ltd
- 4 Mercator Dredging Private Ltd (Formerly Mercator FPSO Pvt Ltd)
- 5 Mercator International Pte Ltd
- 6 Mercator OceanTransport Limited

A) Subsidiaries (held indirectly)

- 7 Offshore Holding Company Pte Ltd
- 8 Oorja Holdings Pte Ltd
- 9 Mercator Energy Pte Ltd (under liquidation)
- 10 Mercator Offshore Assets Holding Pte Ltd (under liquidation)
- 11 Panther Resources Pte Ltd
- 12 Oorja (Batua) Pte Ltd
- 13 Oorja 1 Pte Ltd
- 14 MCS Holdings Pte Ltd
- 15 PT Karya Putra Borneo
- 16 PT Indo Perkasa
- 17 Oorja Indo Petangis Four (Indonesia)
- 18 Oorja Indo Petangis Three (Indonesia)
- 19 Oorja Indo KGS (Indonesia)
- 20 PT BimaGemaPermata
- 21 Mercator Offshore (P) Pte Limited (under liquidation)
- 22 Oorja Mozambique Lda (Mozbq)
- 23 Broadtec Mozambique Minas Lda (Mozambique)



| Mercator Limited | | | | | |
|--|---|------------------|---------------|------------------|--------------|
| CIN NO : L63090MH1983PLCO31418 | | | | | |
| Regd. Office: 83-87, Mittal Tower, B-wing, Nariman Point, Mumbai-400021. Tel: 022-66373333 | | | | | |
| Audited Financial Results For Quarter and Year Ended 31st March 2022 | | | | | |
| (Rs. in crore) | | | | | |
| | | Standalone | | | |
| | | Quarter Ended | | Year Ended | |
| | | 31-Mar-22 | 31-Dec-21 | 31-Mar-21 | 31-Mar-21 |
| | | Refer Note No 21 | Unaudited | Refer Note No 21 | Audited |
| 1 | Income | | | | |
| | (a) Revenue from operations | | - | (1.45) | - |
| | (b) Other income | 3.29 | 3.12 | 4.19 | 12.69 |
| | Total Income | 3.29 | 3.12 | 2.74 | 12.69 |
| 2 | Expenses | | | | |
| | (a) Cost of services rendered | | - | 1.95 | - |
| | (b) Employee benefits expense | 0.07 | 0.08 | 0.20 | 0.33 |
| | (c) Finance costs | - | 0.08 | 58.42 | 0.15 |
| | (d) Depreciation and amortisation | 0.02 | 0.03 | 0.03 | 0.10 |
| | (e) Impairment Losses including write offs (net of reversals) | 2.34 | 2.38 | (2.32) | 4.65 |
| | (f) Loss on Sale / Discard of Property, Plant and Equipment | - | - | 2.24 | - |
| | (g) Other expenses | 0.96 | 0.91 | 0.79 | 3.38 |
| | (h) Provision for doubtful debts / advances (net) | | - | | - |
| | Total expenses | 3.39 | 3.48 | 61.31 | 8.61 |
| 3 | Profit/(loss) from operations before exceptional items and tax (1-2) | (0.10) | (0.36) | (58.57) | 4.08 |
| 4 | Exceptional items | | | | |
| 5 | Profit/(loss) before tax from Continuing Operations (3 - 4) | (0.10) | (0.36) | (58.57) | 4.08 |
| 6 | Tax expense | | | | |
| | Current tax (including earlier year adjustment) | | | (9.35) | 1.12 |
| | Deferred tax (net) | | - | | (9.35) |
| 7 | Net profit/(loss) after tax from Continuing Operations (5 - 6) | (0.10) | (0.36) | (67.92) | 5.20 |
| | Discontinued Operation | | | | |
| | Net profit/(loss) before tax from discontinued Operation | | | | - |
| | Tax (expenses) / benefit of discontinued operation | | - | | - |
| 8 | Net profit/(loss) after tax from Discontinued Operation | | | | |
| 9 | Net profit/(loss) after tax | (0.10) | (0.36) | (67.92) | 5.20 |
| 10 | Items that will not be reclassified to statement of profit and loss | | | | |
| | Remeasurement gains/(loss) of defined benefit plans | | - | | - |
| | Total Other comprehensive income/(loss) | | | | |
| 11 | Total comprehensive income/(loss) for the period/year (comprising profits and other comprehensive income for the period/year) (9+10) | (0.10) | (0.36) | (67.92) | 5.20 |
| 12 | Profit/(Loss) attributable to for the period (net of tax) | | | | |
| | Owners of the company | (0.10) | (0.36) | (67.92) | 5.20 |
| 13 | Other comprehensive income/ (loss) for the year (net of tax) | | | | |
| | Owners of the company | | - | | - |

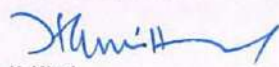


| | | | | | | |
|----|---|------------|------------|------------|------------|------------|
| 14 | Total Comprehensive Income / (Loss) for the period / year attributable to Owners of the company | (0.10) | (0.36) | (67.92) | 5.20 | (213.12) |
| 15 | Paid up equity share capital (FV of Re.1 per share) | 30.25 | 30.25 | 30.25 | 30.25 | 30.25 |
| 16 | Basic and Diluted earnings per equity share from continuing operation | (0.00) | (0.01) | (2.25) | 0.17 | (7.05) |
| 17 | Basic and Diluted earnings per equity share from discontinued operation | - | - | - | - | - |
| 18 | Basic and Diluted earnings per equity share from continuing and discontinued operation | (0.00) | (0.01) | (2.25) | 0.17 | (7.05) |
| 19 | Debt Redemption Reserve | 25.00 | 25.00 | 25.00 | 25.00 | 25.00 |
| 20 | Capital Redemption Reserve | 40.00 | 40.00 | 40.00 | 40.00 | 40.00 |
| 21 | Net Worth | (1,088.29) | (1,082.99) | (1,306.53) | (1,082.99) | (1,306.53) |
| 22 | Paid up debt capital @* | 126.45 | 126.45 | 126.45 | 126.45 | 126.45 |
| 23 | Debt service coverage ratio (DSCR)* | 0.00 | 0.00 | 0.01 | 0.01 | 0.02 |
| 24 | Interest service coverage ratio (ISCR)* | - | 26.63 | 0.12 | 52.42 | 0.13 |
| 25 | Debt equity ratio* | (0.98) | (0.98) | (0.98) | (0.98) | (0.98) |
| 26 | Current Ratio* | 0.19 | 0.19 | 0.20 | 0.19 | 0.20 |
| 27 | Long Term debt to working capital* | - | - | - | - | - |
| 28 | Bad debts to Account receivable ratio* | - | - | - | - | - |
| 29 | Current Liability ratio* | 1.00 | 1.00 | 1.00 | 1.00 | 1.00 |
| 30 | Total debts to total assets* | 2.52 | 2.52 | 2.41 | 2.52 | 2.41 |
| 31 | Debtors turnover* | - | - | (0.03) | - | 0.16 |
| 32 | Inventory turnover* | NA | NA | NA | NA | NA |
| 33 | Operating margin* | NA | NA | (3.46) | NA | (2.62) |
| 34 | Net Profit margin* | NA | NA | 46.84 | NA | (31.11) |

@Paid up Debt Capital represents Unrated, Unlisted, Secured, Redeemable Non-Convertible Debentures issued on private placement basis.

*Ratios stated in serial number 23 to 34 have not been annualised for quarterly reporting

For and on behalf of the Board



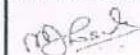
H. K. Mittal

Director

(DIN:00007690)



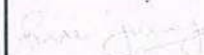
Powers of the board are suspended from the Insolvency Commencement Date



Mangesh M. Deokar Bhosale

Chief Financial Officer & Compliance Officer

Taken on record by



Girish Juneja

Resolution Professional for Mercator Limited

(IBBI/IPA001/IP-P00999/2017-2018/11646)

Place: Mumbai

Date: 28 May, 2022

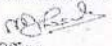
| Mercator Limited | | | |
|--|--|-----------------|-----------------|
| CIN NO : L63090MH1983PLC031418 | | | |
| Regd. Office: 83-87, Mittal Tower, B-wing, Nariman Point, Mumbai-400021. Tel: 022-66373333 | | | |
| Standalone Statement of Assets and Liabilities as at 31st March 2022 | | | |
| | | (Rs. in crore) | |
| | | As at | |
| Particulars | | 31-Mar-2022 | 31-Mar-2021 |
| A | ASSETS | | |
| 1 | Non-Current Assets | | |
| | (a) Property, Plant and Equipment and Intangible Assets | | |
| | Property, Plant and Equipment | 0.77 | 7.91 |
| | (b) Financial assets | | |
| | (i) Investments | 63.65 | 63.65 |
| | (ii) Loans | | |
| | (iii) Other Financial Assets | 0.03 | 0.03 |
| | (c) Other Non-Current Assets | 1.11 | 1.61 |
| | (d) Income Tax Assets (net) | 55.97 | 54.83 |
| | Total Non-Current Assets | 121.53 | 128.03 |
| 2 | Current Assets | | |
| | (a) Financial Assets | | |
| | (i) Trade Receivables | 41.78 | 41.78 |
| | (ii) Cash and Cash Equivalents | 2.29 | 1.51 |
| | (iii) Bank Balances other than (ii) above | 2.07 | 5.15 |
| | (iv) Loans | 126.59 | 123.72 |
| | (v) Other Financial Assets | 64.27 | 64.16 |
| | (b) Other Current Assets | 24.49 | 36.05 |
| | Total Current Assets | 261.49 | 272.37 |
| | TOTAL ASSETS | 383.02 | 400.40 |
| B | EQUITY AND LIABILITIES | | |
| 1 | Equity | | |
| | (a) Equity Share Capital | 30.25 | 30.25 |
| | (b) Other Equity | (1,009.41) | (1,014.64) |
| | Total Equity | (979.16) | (984.39) |
| 2 | Non-Current Liabilities | | |
| | (a) Financial Liabilities | | |
| | (i) Other Financial Liabilities | 0.03 | 0.03 |
| | Total Non-Current Liabilities | 0.03 | 0.03 |
| 3 | Current Liabilities | | |
| | (a) Financial Liabilities | | |
| | (i) Borrowings | 225.36 | 225.36 |
| | (ii) Trade Payables | | |
| | - total outstanding dues of micro enterprises and small enterprises | 0.38 | 0.35 |
| | - total outstanding dues of creditors other than micro enterprises and small enterprises | 42.90 | 43.11 |
| | (iii) Other Financial Liabilities | 1,084.13 | 1,106.12 |
| | (b) Other Current Liabilities | 9.19 | 9.63 |
| | (c) Provisions | 0.19 | 0.19 |
| | Total Current Liabilities | 1,362.15 | 1,384.76 |
| | Total Liabilities | 1,362.18 | 1,384.79 |
| | TOTAL EQUITY AND LIABILITIES | 383.02 | 400.40 |

For and on behalf of the Board


H. K. Mittal
Director
(DIN:0007690)



Powers of the board are suspended from the Insolvency Commencement Date

Mangesh M. Deokar Bhosale 
Chief Financial Officer & Compliance Officer

Taken on record by

Girish Juneja
Resolution Professional for Mercator Limited
(IBBI/PA001/TP-P00999/2017-2018/11646)

Place: Mumbai
Date: 28 May, 2022

| Mercator Limited | | |
|--|--------------------------------------|--------------------------------------|
| CIN NO : L63090MH1983PLCO31418 | | |
| Regd. Office: 83-87, Mittal Tower, B-wing, Nariman Point, Mumbai-400021. Tel: 022-66373333 | | |
| Standalone Statement of Cash Flow for the year ended March 31, 2022 | | |
| (Rs. in crore) | | |
| Particulars | Year Ended 31-Mar-2022 Audited | Year Ended 31-Mar-2021 Audited |
| A Cash Flow from Operating Activities | | |
| Net Profit / (Loss) before taxes | 4.08 | (203.77) |
| <i>Adjustment for:</i> | | |
| Depreciation and Amortisation | 0.10 | 0.12 |
| Credit balances written back | - | (7.71) |
| Finance Costs | - | 210.12 |
| (Profit)/Loss on sale / discard of Property, Plant and Equipments (net) | (4.81) | 2.26 |
| Impairment of Investments and loans to subsidiaries | 9.47 | 13.50 |
| Impairment of Property, Plant and Equipments | - | (1.86) |
| Expenses related to sale of Property, Plant and Equipments | - | 3.14 |
| Interest income | (12.51) | (12.15) |
| Unrealised foreign exchange (gain) / loss (Net) | - | (13.39) |
| Operating profit before Working Capital changes | (3.67) | (9.74) |
| <i>Adjustment for:</i> | | |
| (Increase) / Decrease in Non Current Other Assets | 0.51 | - |
| Decrease/(Increase) in Other Financials and Current Assets | 0.00 | 8.60 |
| Decrease/(Increase) in Trade receivables | - | 4.17 |
| (Decrease)/Increase in Provisions | - | (0.00) |
| (Decrease)/Increase in Trade payables | (0.19) | (3.97) |
| (Decrease)/Increase in Other current liabilities | (0.69) | (1.49) |
| (Decrease)/Increase in Other financial liabilities | - | - |
| Net Cash from Operating Activities | (4.04) | (2.43) |
| Direct taxes paid (Net of refund) | (0.02) | 10.29 |
| Total cash from / (used in) operating activities | (4.06) | 7.86 |
| Reserve | | |
| B Cash Flow from Investing Activities | | |
| (Increase) / Decrease in Capital Advances/Capital creditors | - | (1.96) |
| Proceeds from Sale of Fixed Assets | 23.41 | 6.00 |
| Loan realisation from / (given) to Subsidiaries | (0.00) | (4.88) |
| Bank deposits (Placed) / redeemed with banks (Net) | 3.05 | (5.00) |
| Interest Received | 0.07 | - |
| Net Cash from Investing Activities | 26.53 | (5.84) |
| C Cash Flow from Financing Activities | | |
| Proceeds from Borrowings | 1.45 | 3.06 |
| Repayment of Borrowings | - | (4.43) |
| Interest paid | (23.14) | - |
| Dividend Paid (Including Dividend Distribution tax) | - | - |
| Net Cash from Financing Activities | (21.69) | (1.37) |
| Net Increase / (decrease) in cash and cash equivalents (A + B + C) | 0.78 | 0.65 |
| Cash and Cash Equivalents as at beginning of the year | 1.51 | 0.86 |
| Cash and Cash Equivalents as at end of the year | 2.29 | 1.51 |



| | | | |
|----------|---|-------------|-------------|
| 1 | Notes to the Cash Flow Statement | | |
| | Cash and Cash Equivalents consist of the following: | | |
| | Cash on Hand | 0.00 | 0.00 |
| | Balances with Bank | 2.29 | 1.51 |
| | Total | 2.29 | 1.51 |

For and on behalf of the Board



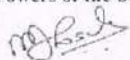
H. K. Mittal

Director

(DIN:00007690)



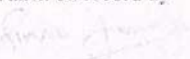
Powers of the board are suspended from the Insolvency Commencement Date



Mangesh M. Deokar Bhosale

Chief Financial Officer & Compliance Officer

Taken on record by



Girish Juneja

Resolution Professional for Mercator Limited

(IBBI/IPA001/IP-P00999/2017-2018/11646)

Place: Mumbai

Date: 28 May, 2022

MERCATOR LIMITED
NOTES FORMING PART OF STANDALONE FINANCIAL RESULTS FOR THE
QUARTER AND YEAR ENDED MARCH 31, 2022

1. A Corporate Insolvency Resolution Process (CIRP) has been initiated against the Company vide an order no. CP(IB) 4404(MB)/2019 dated February 08, 2021 of the Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') under the provisions of the Insolvency and Bankruptcy Code, 2016 ('Code'). Pursuant to the order, the powers of the Board of Directors stand suspended and are vested with Mr. Girish Siriram Juneja, who had been appointed as Interim Resolution Professional (IRP) by the NCLT and later confirmed as a Resolution Professional (RP) by the Committee of Creditors (CoC). As per requirements of the 'Code' and 'CIRP Regulations', the Resolution Professional had invited expression of Interest (EoI) from prospective Resolution Applicants (PRAs) to submit the Resolution Plan for the Company. The first round of Invitation of EoI was published on April 24, 2021 and the timelines to submit EoI were extended as approved by Committee of Creditors (CoC). Last date to submit EoI as per second round of Invitation of EoI (published on May 18, 2021) was on June 2, 2021 and the Resolution Professional had declared the final list of Resolution Applicants on July 7, 2021. The last date for submission of resolution plan was August 31, 2021, which was thereafter extended to September 6, 2021 basis the request received from the PRAs. The application seeking exclusion of the time period of 88 days i.e. from April 4, 2021 to June 30, 2021 from the overall CIRP period (due to the second wave of Pandemic and various restrictions imposed by Government of Maharashtra) was heard and allowed by the NCLT on August 9, 2021. The CIRP period was extended to November 3, 2021. Further, since certain Resolutions Plans were in hand which had to be put before CoC for voting, an application seeking extension of the CIRP time period by 90 days was heard and allowed by NCLT on November 11, 2021 whereby the CIRP period was extended up to February 1, 2022.

The Resolution Plans submitted by the Resolution Applicants (RAs) were placed before the Committee of Creditors for their consideration and voting but failed to receive the requisite votes in terms of the provisions of the code. Accordingly, an application for liquidation has been filed in terms of section 33 of the Code, which is pending adjudication by the NCLT.

Pending decision by NCLT, the financial statements of the Company have been prepared on a going concern basis.

2. The standalone financial results of Mercator Limited (hereinafter referred as "the Company") for the quarter and year ended March 31, 2022 have been prepared by the Chief Financial Officer (CFO) and the management, reviewed by the Audit Committee and approved at the meeting of the Resolution Professional & Directors held on May 28, 2022. The RP with the assistance of the management and Chief Financial Officer of the Company has made all practical and reasonable efforts to prepare the results for the quarter and year ended March 31, 2022. These results have been prepared with the same 'Basis of Preparation' as adopted by the erstwhile board of directors as prescribed under the Companies Act, 2013 and related regulations. For opening balances of the previous year as well as transactions made prior to initiation of CIRP, RP has relied on the representations and statements made by the Directors and the KMPs of the



Company. The RP has relied upon the assistance provided by the members of the Audit Committee in review of the financial results and certifications, representations and statements made by Director of the Company in relation to these financial results. As authorised, Director and Chief Financial Officer of the Company have signed the financial results and the RP has taken on record the said statement of financial results.

3. The financial results of the Company have been prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ("IND AS") prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016.

4. The Auditors have expressed an Adverse Conclusion on these Financial Results basis the following:

i. Going Concern

The financial results of the Company have been prepared on a going concern basis by the management. The company has negative retained earnings as at March 31, 2022, wherein assets are insufficient in comparison to liabilities thereby resulting in erosion of its Net-worth. Further, the Company had since disposed-off substantial part of the Property, Plant and Equipment (PPE). During the quarter ended September 30, 2021, the remaining only two non-operating dredgers which had been arrested by operational creditors, have been sold under auction through orders of the respective Hon'ble High Courts. The current liabilities substantially exceed the current assets and large sums of money receivable are in dispute, which is not readily realisable. As referred to in point #1, CIRP has been initiated by Hon'ble NCLT, Mumbai. It may be further noted that in consonance with the stipulations contained in Section 14 of the Code, a moratorium has been declared in the aforesaid order passed by the Hon'ble NCLT, inter alia, prohibiting the following:

- a. the institution of suits or continuation of pending suits or proceedings against the Corporate Debtor including execution of any judgement, decree or other in any court of law, tribunal, arbitration panel or other authority;
- b. transferring, encumbering, alienating or disposing of by the Corporate Debtor any of its assets or any legal right or beneficial interest therein;
- c. any action to foreclose, recover or enforce any security interest created by the Corporate Debtor in respect of its property including any action under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
- d. the recovery of any property by an owner or lessor where such property is occupied by or in the possession of the Corporate Debtor.

The Company's ability to continue as a going concern is dependent upon many factors including continued support from the financial creditors, operational



creditors. In view of the opinion of the Directors and KMPs, resolution and revival of the Company is possible in the foreseeable future. Further, the RP is required to make every endeavour to protect and preserve the value of the property of the corporate debtor and manage the operations of the corporate debtor as a going concern.

The management / RP is of the view that they are making best efforts to achieve favourable order in ongoing litigations in order to protect the value of its assets and is making efforts to revive operations. As per rules and regulations of the Corporate Insolvency Resolution Process (CIRP) stipulated under the Insolvency and Bankruptcy Code, 2016, RP received Resolution Plans from the eligible Prospective Resolution Applicants (PRA). The Resolution Plans submitted by the Resolution Applicants (RAs) were placed before the Committee of Creditors for their consideration and voting but failed to receive the requisite votes in terms of the provisions of the code. Accordingly, an application for liquidation has been filed in terms of section 33 of the Code, which is pending adjudication by the NCLT.

Pending decision by NCLT, the financial statements of the Company have been prepared on a going concern basis.

- ii. As per the Code, the RP has to receive, collate, verify and admit all the claims submitted by the creditors of the Company. Such claims can be submitted to the RP during the CIRP, till the approval of a resolution plan by the COC. The RP is in the process of collating and verifying such claims, as and when they are received, and shall subsequently admit such verified claims against the Company as per the Code. Pending admission of the claims received, the impact of such claims, if any, that may arise has not been considered in the preparation of the audited financial results.

Principal portion of loans from financial creditors in the books of the Corporate Debtor have been restated with the amounts admitted by RP as on Insolvency Commencement Date ("ICD date") (Rs.920.65 crore). Total amount of claims towards principal dues of the financial creditors as on March 31, 2022 stand as under:

| | | |
|----|---|----------------------|
| a. | Principal amount of Loans admitted by RP | 920.65 crore |
| b. | Claims under verification by RP/Not filed | Nil |
| | Total | 920.65 crore* |

*In addition, Contingent Claims arising out of Corporate Guarantee issued by the Company, has been admitted by RP for Bank of Baroda (Principal amount of Rs. 99.26 crore plus Interest amount of Rs. 33.40 crore aggregating to Rs. 132.66 crore) and DBS Bank India Ltd. (Principal amount of Rs. 21.66 crore and interest of Rs. 2.08 crore aggregating to Rs. 23.74 crore).

- iii. Interest or any other finance cost charges has not been accrued in the books of accounts from the date of commencement of CIR process, i.e. 8th February, 2021 onwards, on account of moratorium under section 14 of Code. In view of this, no



Finance Cost has been debited in the books of accounts of the Company at standalone level during the quarter and year ended March 31, 2022.

- iv. The Company had impaired investment amounting to USD 56.55 million in Non-Cumulative Redeemable Preference Shares (NCRPS) of its wholly owned subsidiary Mercator International Pte Ltd, Singapore (MIPL) in earlier year. The step-down Subsidiary Company had last carried out valuation of coal business taking cut-off date December 31, 2020 for the purpose local reporting requirement and the same has been considered for financial reporting as on December 31, 2021 as well. However, due to on-going events such as commencement of liquidation proceedings in Mercator International Pte. Ltd (MIPL), Singapore with effect from April 9, 2021 and non-availability of financial statements / financial results / financial information of step down coal subsidiaries at Indonesia for the year ended March 31, 2022, any impact on the valuation is not known as on the date. The coal business is housed in companies which are a subsidiary of MIPL and given the fact that a liquidation has been ordered in case of MIPL by the High Court of the Republic of Singapore, the coal business will be monetized by the liquidator of MIPL or the receiver appointed by the financial creditor with whom the shares of the subsidiary owning the coal business have been pledged, as the case maybe. The residual value, if any, after settling the debts of the financial and other creditors would be available for redemption of the NCRPS of MIPL held by Mercator Limited.
- v. Non-Current Tax Assets as on March 31, 2022 amount to Rs.55.97crore(net) includes Rs. 70.48 crore which has not been settled due to on-going tax assessment for various Assessment Years i.e. AY 2003-04 and from AY 2007-08 to AY 2018-19 against which net tax demand of Rs. 86.75 crore has been received and contested by the Company. The management is taking steps to resolve the cases with the income tax department.
- vi. Mercator Oil & Gas Limited ('MOGL'), a subsidiary of the Company was engaged in EPC project awarded by ONGC for conversion of their Mobile Offshore Drilling Unit (MODU) 'Sagar Samrat' into a Mobile Offshore Production Unit (MOPU). On September 25, 2018, MOGL received a notice of termination from ONGC for Sagar Samrat Conversion Project after completing almost 96% of the project work. MOGL has since initiated arbitration proceedings against ONGC and appointed its Arbitrator and a Tribunal was formed. The proceedings are underway. In addition to above, based on the order of Hon'ble Bombay High Court dated July 29, 2019, ONGC had invoked Bank Guarantee amounting to Rs. 142.19 crore which had been accounted in the books of the accounts of MOGL in the quarter ended June 30, 2019. Based on the progress of the arbitration proceedings basis the latest available information with the management and discussion with the legal counsel earlier, the management is hopeful of a positive outcome in the claim of INR 1,946.73 crore filed against ONGC. Accordingly, in the financial year 2021-22, the Company made 50% impairment for an amount of Rs. 0.71 crore for the quarter ended March 31, 2022 (Rs. 2.86 crore for the year ended March 31, 2022) towards accrued interest on loan given to MOGL. Out of the total outstanding loan of Rs. 98.51 crore, unimpaired amount as on March 31, 2022 is Rs. 59.95 crore after considering a provision for impairment of Rs.38.56 crore.



Further, one of the operational creditors has filed petition u/s 9 of IBC 2016 before the National Company Law Tribunal (NCLT), Mumbai Bench against MOGL and the said application for initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) was admitted vide the order of NCLT dated June 30, 2021 (Order). In terms of Section 17 of the IBC, the power of the Board of Directors stands suspended and all such powers stand vested in an Interim Resolution Professional (IRP) appointed vide the said Order and subsequently confirmed as a Resolution Professional (RP) by the Committee of Creditors (CoC) in their meeting held on July 27, 2021. Further, in terms of stipulations contained in Section 14 of the Code, a moratorium has been declared vide the Order prohibiting certain stipulated actions.

In terms of an update received from RP, the arbitration tribunal had provided further revised schedule of hearing from October 18, 2021 to October 23, 2021 and final hearing from December 6, 2021 to December 11, 2021. ONGC with a view of postponing the trial, filed a writ petition in Bombay High Court, challenging Tribunal's various orders for timely completion of October, 2021 Trial. On 18 October 2021, the Tribunal convened to commence the October Trial. However, ONGC was not present in the trial. On 19 October 2021, the MOGL was served with an un-numbered writ petition to be filed by the ONGC before the Bombay High Court ("Writ Petition"), inter alia seeking a direction to the Tribunal not to proceed with the October Trial till such time as the NCLT decides the Parties' applications, a stay of this Arbitration until final disposal of the Writ Petition, and interim and ad interim reliefs in this regard. The hearing on this petition is now fixed for 15 December 2021. ONGC appeared on the 22nd October, 2021 and requested for new dates for October Trial. Despite MOGL's objections, new dates for hearing were given as under:

- (a) 10, 20 -22 December, 2021 for Respondent's opening submissions and for completing cross-examination witnesses of both parties;
- (b) 17-20 January, 2022 for Claimant's oral submissions
- (c) 14-17 February 2022 for Respondent's oral submissions
- (d) 18 February, 2022 for Claimant's oral submissions in rejoinder.

Further, RP has updated that the last date of submission of Expression of Interest (EOI) by Prospective Resolution Applicants (PRAs) was October 13, 2021. The Resolution Plan was placed before CoC. However, the plan did not secure a majority vote of the CoC and accordingly an application for approval of liquidation of the Company has been filed with Honorable NCLT, Mumbai.



Pursuant to the public announcement dated June 30, 2021 in relation to invitation for submission of claims against MOGL, the Company has submitted its claim on MOGL for outstanding debt as on July 15, 2021 for a total claim of Rs. 222.72 crore comprising of Term Loan for a total amount of Rs. 94.21 crore and corporate guarantee issued to Axis Bank Ltd. (for and in behalf of MOGL) for a total amount of Rs. 128.51 crore. The Company has received an acknowledgement of submission of claim from the RP of MOGL who have informed that the Company being a related party of MOGL shall not have any right of representation, participation and voting in a meeting of the CoC. The RP of MOGL has updated that the claim of Mercator Ltd. as a financial creditor for unsecured loans (without voting rights) for Rs. 222.72 crore have been admitted provisionally by the Interim Resolution Professional for Rs. 94.21 crore. The balance amount of claim for Corporate Guarantee executed by Mercator Limited in favour of Axis Bank Limited for various credit facilities by Axis Bank to Corporate Debtor (Rs. 128.51 crore) is admitted as contingent.

A claim of Rs. 1,947 crore (USD 262 Mn) has been made by the subsidiary company on ONGC. In the view of the management and based on legal advice made available earlier, an estimated amount of INR 1288 crore (USD 173.36 Mn) could probably be awarded as payable to the subsidiary company. However, any impact of the settlement will be known only after completion of the ongoing arbitration proceedings.

- vii. The Company has receivable towards loan given of Rs. 89.27 crore (including debentures) to Mercator Petroleum Limited (MPL) as on March 31, 2022, against which impairment of Rs. 22.62 crore has been created and balance outstanding as on March 31, 2022 is Rs. 66.65 crore. During the quarter ended March 31, 2022, the Company has provided additional impairment of Rs. 1.16 crore (Rs. 4.71 crore for the year ended March 31, 2022) towards accrued interest on loan to Mercator Petroleum Limited (MPL), Rs. 0.47 crore (Rs. 1.90 crore for the year ended March 31, 2022) towards interest accrued on 6% optionally convertible debentures issued by MPL, on evaluating the following criteria –
 - a. In October, 2019, MPL has received notice of termination from the Ministry of Petroleum and Natural Gas (MOPNG) in compliance with Production Sharing Contract (PSC) for its non-operative oil Block (CB-3) and also has demanded costs and other dues to be determined as per terms and conditions of PSC. The management of MPL and the Company is confident of defending the amounts claimed by Directorate General of Hydrocarbon (DGH). In event of rejection of subsidiary's contention, basis the latest available information with the management, the estimated financial impact on the Company would be approx. Rs. 35.80 crore.



b. The application for initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) filed by an Operational Creditor before the National Company Law Tribunal (NCLT), Mumbai Bench against one of the material subsidiary of the Company, Mercator Petroleum Limited (MPL) was admitted vide the order of NCLT dated August 31, 2020 (Order). In terms of Section 17 of the IBC, the power of the Board of Directors stands suspended and all such powers stand vested in an Interim Resolution Professional (IRP) appointed vide the said Order who has taken charge under the directions of the Committee of Creditors. Further, in terms of stipulations contained in Section 14 of the Code, a moratorium has been declared vide the Order prohibiting certain stipulated actions. In terms of the last update received from IRP, as a part of the Corporate Insolvency Resolution Process (CIRP), IRP had floated an Expression of Interest and had received interest from Public and Private Players in the process. Basis the latest available information with the management, the Request for Resolution Plans (RFRP) has been issued to the shortlisted Prospective Resolution Applicants (PRA) and they are required to submit their Resolution Plans in October 2021 as per the process laid down under the Code. Prospective Resolution Applicants (PRAs) have expressed their interest in the Oil Assets of MPL. The process of due diligence by these entities is currently going on. However, due to a pending litigation filed in NCLT by a financial creditor of the Parent Company and a consequent stay granted by NCLAT, the timelines under the Code stand extended.

viii. Non – receipt of Audited / Reviewed or management certified Financial Statements / financial results / financial information from subsidiaries (Step – down subsidiaries)

Indian Subsidiaries –

In view of initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) vide order of NCLT dated August 31, 2020, the financial statements / financial results / financial information of Mercator Petroleum Limited, one of the material subsidiaries of the Company for the quarter and year ended March 31, 2022 have not been made available to the Company by IRP of the said material subsidiary. In view of this, the financial statements / financial results / financial information available as on March 31, 2021, which are neither management / IRP certified nor audited, have been considered for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

In view of initiation of Corporate Insolvency Resolution Process (CIRP) under Section 9 of the Insolvency and Bankruptcy Code, 2016 (IBC) vide order of NCLT dated June 30, 2021, financial statements / financial results / financial information of Mercator Oil and Gas Limited, one of the material subsidiary of the Company, for the nine months period ended December 31, 2021 have been made available to the Company by IRP of the said material subsidiary, which are neither management / IRP certified nor audited, have been



considered for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

The financial statements / financial results / financial information of Oorja Resources India Pvt. Ltd, Mercator Offshore Logistics Pvt. Ltd. and Offshore Transport Pvt. Ltd. for the quarter ended June 30, 2021 which have neither been certified by the management nor have been audited / reviewed, have been considered for the purpose of preparation of Consolidated Financial Results basis the financial information available with the Holding Company for the quarter ended June 30, 2021. However, the said subsidiaries have not provided their financial statements / financial results / financial information for year ended March 31, 2022. In view of the same, the financial statements / financial results / financial information available for the period ended June 30, 2021 have been considered for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

Overseas Subsidiaries –

Financial Statements / financial results / financial information of 4 nos. of Singapore subsidiaries i.e. Oorja 1 Pte. Ltd., Oorja Batua Pte. Ltd., Oorja Holdings Pte. Ltd. and Panther Resources Pte. Ltd. for the half year ended September 30, 2021, which are neither been certified by the management or liquidator nor audited / reviewed and the same has been considered as provided by the liquidators of Mercator International Pte. Ltd., Singapore for the purpose of preparation of Consolidated Financial Results of the Company for the quarter and half year ended September 30, 2021. However, the said subsidiaries have not provided their financial Statements / financial results / financial information for the quarter and year ended March 31, 2022. In view of the same, latest financial Statements / financial results / financial information available for the period ended September 30, 2021 have been considered for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

MCS Holdings Pte. Ltd. (In Liquidation) is currently undergoing the liquidation process pursuant to an Order of the High Court of the Republic of Singapore dated April 16, 2021 and M/s Lim Soh Yen (NRIC No. S7672591H) and Lynn Ong Bee Ling Care (NRIC No. S7932085D) of Auctus Advisory Pte. Ltd. have been appointed as joint and several liquidators of MCS Holdings Pte. Ltd. Financials Statements / financial results / financial information of MCS Holdings Pte Ltd. (MCS) (in liquidation) have not been provided to the Company by the liquidators of such subsidiaries. In view of this, financial Statements / financial results / financial information available as on March 31, 2021 have been considered for the purpose of preparation of the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.



Mercator International Pte. Ltd. (In Liquidation) a material subsidiary of the Company at Singapore, currently under liquidation process pursuant to an Order of the High Court of the Republic of Singapore dated April 9, 2021 and M/s Lim Soh Yen (NRIC No. S7672591H) and Lynn Ong Bee Ling Care (NRIC No. S7932085D) of Auctus Advisory Pte. Ltd. have been appointed as joint and several liquidators of Mercator International Pte. Ltd. Financials Statements / financial results / financial information of Mercator International Pte Ltd. (MIPL) (in liquidation) have not been provided to the Company by the liquidators of such subsidiaries. In view of this, latest financial Statements / financial results / financial information available as on March 31, 2021 have been considered for the purpose of preparation of the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

Financials Statements / financial results / financial information of rest of the Singapore subsidiaries/step down subsidiaries have not been made available to the Company. In view of this, financial Statements / financial results / financial information available as on March 31, 2021 have been considered for the purpose of preparation of the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

Financial Statements / financial results / financial information of all Indonesian subsidiaries (step down subsidiaries of MIPL) for the quarter and year ended March 31, 2022 have not been provided to the Parent Company and hence the latest unaudited financial Statements / financial results / financial information available as on March 31, 2021 have been considered for the purpose of preparing the Consolidated Financial Results of the Company for the quarter and year ended March 31, 2022.

- ix. The Company has not been able to obtain any confirmations from debtors, loans and advances from banks and others, current accounts from banks, trade and other payables. Accordingly, adjustments if any arising out of reconciliation with these parties is not readily available. The Company has carried out its internal assessment and accordingly provided/ written off/ back certain receivables/ payables/ loans and advances, wherever necessary. Further, the balances related to Input Tax Credit of Goods and Service Tax as per books of accounts as on March 31, 2022 are under reconciliation with the available regulatory records and any impact of the same will be accounted in subsequent period.
- x. All of the directors on the Board of Directors of the Company are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013.
- 5. In case of a material step-down subsidiary of the Company, PT Karya Putra Borneo (KPB) - Operating Coal mines in Indonesia, a minority shareholder had raised a frivolous claim with respect to the entire /shareholding of the said subsidiary Company. The subsidiary had received favourable orders from the relevant Courts in this matter and the formalities for restoring the shareholding in the public records was in process as per the last update received earlier. This step-down subsidiary is held through MIPL, which has been substantially impaired in the books of accounts.



6. Pursuant to the liquidation order in relation to the liquidation of Mercator Projects Pte. Ltd. (MPPL), a subsidiary, the Company had filed its claim for outstanding debt of Rs. 0.18 crore as on July 15, 2021 towards reimbursement of expenses which has been accepted for Rs. 0.01 crore and the said amount has been received by way of dividend in the quarter ended December 31, 2021.
7. During the financial year ended March 31, 2020, the subsidiary companies namely Mercator Oil and Gas Limited (MOGL) and Mercator Petroleum Limited (MPL) had approached the Company for seeking waiver in charging interest on loan and debenture outstanding in respective companies on account of contingencies in case of arbitration claim of ONGC and delayed realisation and completion of sale of oil blocks respectively. Based on approval by the Board of Directors of the Company and subsequent approval of members of the Company accorded in its annual general meeting held on December 29, 2020, under Section 186 and other applicable provisions of the Companies Act, 2013 and all other applicable laws and regulations, the modification/variation in the terms of loans has been as under:
- (i) The repayment of loans to MOGL and MPL along with accrued interest thereon, have an extended bullet repayment due date of on or before 30th June 2022. All other terms and conditions of the loans remain unchanged;
 - (ii) The accrued interest on 6% Optionally Convertible Debentures issued by MPL in various tranches have an extended bullet repayment due date of on or before 30th June 2022. All other terms and conditions of the 6% Optionally Convertible Debentures including due date of redemption remain unchanged;
 - (iii) The board and shareholders have approved that the defaults by MOGL and MPL in repayment of loans along with accrued interest thereon and default by MPL in payment of accrued interest on 6% Optionally Convertible Debentures as on 31st March 2020 and thereafter should not be considered and recognized as an event of default (EOD) and communication with respect to recognition of EOD, if any, made in the past in this regard is waived.

The Company continues to maintain its claim of interest and hence has accounted for interest from its subsidiaries amounting to Rs. 3.05 crore during the quarter ended March 31, 2022 (Rs. 12.33 crore for the year ended March 31, 2022) and consequently impaired amounting to Rs. 2.34 crore (Rs. 9.47 crore for the year ended March 31, 2022), based on the assessment of the financial position of the subsidiaries.

8. The Company has an insurance claim amounting to Rs. 54.28 Crore, being the balance amount payable against a total loss claim (INR 225.29 crore) on a vessel pertaining to the year 2012-13, which has been considered fully recoverable by the management and is supported by a legal opinion.
9. The outbreak of Coronavirus (COVID-19) pandemic disrupted the Operations of the Company since end March, 2020. The Government of India ordered a nationwide lockdown to prevent community spread of COVID-19 in India resulting in significant



reduction in economic activities. The Company had adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with maintaining social distancing, sanitization of work spaces etc. Though India recently crossed yet another significant milestone in its battle against the pandemic, as it crossed 150 crore COVID vaccinations (including both the first and second doses), the extent and duration of COVID-19 is currently unknown and depends on future developments that are uncertain. Any resultant outcome and impact on business, due to this is unpredictable. In assessing the recoverability of Company's assets such as Investment, Loans and other receivables, the management has used internal and external source of information up to the date of approval of these financial results. Given the uncertainties, the impact of COVID-19 may be different from that estimated as at the date of approval of these financial results, and the Company will continue to closely monitor the developments.

10. During the year ended March 31, 2019, Credit Analysis & Research Limited (CARE) had downgraded the rating assigned to the Company for short term credit facilities from CARE A4 to CARE D, which was again revised on July 11, 2019 from CARE D to CARE D (ISSUER NOT COOPERATING).
11. Erstwhile Promoters and erstwhile Promoter Groups have sold 1,20,67,225 no. of Equity Shares of the Company during the year ended March 31, 2022. This has brought down the shareholding of the promoters in the Company to 6.84% as on March 31, 2022.
12. One of the dredger 'Bhagwati Prem' which was beached at New Mangalore Port Trust (NMPT) was sold by NMPT under e-auction by exercising the powers vested with NMPT under Section 42 of the Indian Ports Act, 1908 to recover their dues during the year ended March 31, 2021.

Another dredger 'Vivek Prem' was sold under court auction order of Hon'ble Gujarat High Court, during the year ended March 31, 2021.

As on April 1, 2021, the Company had only two non-operating dredgers i.e. Darshini Prem and Yukti Prem which had been arrested by operational creditors and have been sold under auction through orders of the respective Hon'ble High Courts. The said court auction sale in the quarter ended September 30, 2021 has resulted in reversal of impairment provision made in the earlier financial years to the extent of Rs.4.02 crore and Rs.0.79 crore aggregating to Rs.4.81 crore.

Considering all the facts stated above, there is no depreciation charge on PPE during the quarter and year ended March 31, 2022 with respect to PPE.

13. The Company had entered into settlement agreements with approval of NCLT in the pre-CIRP period with few operational creditors amounting to Rs. 3.94 crore out of which only Rs. 1.57 crore have been honoured and the balance commitment is yet to be discharged by the Company.
14. The office premise of the Company was charged to the lender of Mercator Petroleum Limited. On account of the possession notice received under Section 13 (4) of Securitization and Reconstruction of Financial Assets and read with Rule 8 of



Enforcement of Security Interest (Second) Act, 2002, the symbolic possession of the office premises has been obtained by the said lender on September 9, 2020. The enforcement of security has been on account of default in repayment of debt by a material subsidiary of the Company.

As on the reporting date, only symbolic possession has been obtained and the Company continues to operate from the premises, hence the same continue to be categorised as property, plant and equipment of the Company and accordingly the depreciation for the period has been charged to the Statement of Profit & Loss. Necessary adjustments, if any, in the books of accounts will be done once the actual control over the office premises will be passed to the Bank.

15. The Company has identified only one major identifiable business segment viz Shipping (including Tankers and Dredgers) at standalone level. Hence, there is only reportable operating segment as per IND AS 108 "Operating Segments" in standalone financials.
16. The Company Secretary of the Company had resigned dated July 23, 2019 and until date of reporting, the said vacancy is yet to be filled.
17. During the previous year ended March 31, 2021, the Company has received letter from the National Stock Exchange of India Limited ("NSE") citing non – compliance of the requirement of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires that the Board of Directors shall comprise of not less than six directors. The Company had then made submission to NSE stating that there were 5 directors on the Board of Company including a woman director. It was also informed that the strength of independent directors is more than the executive directors and the Company was making best efforts to be compliant of the regulation.

Mr. Sukhdarshan Singh Bedi, tendered his resignation vide email dated June 28, 2021 as Independent Director of the Company with effect from June 28, 2021 citing personal reasons.

Mr. Shalabh Mittal tendered his resignation vide email dated June 21, 2021 as Chief Executive Officer and Key Managerial Personnel of the Company with effect from June 21, 2021 citing personal reasons.

The said resignations of Mr. Sukhdarshan Singh Bedi, Independent Director and Mr. Shalabh Mittal, Chief Executive Officer and Key Managerial Personnel of the Company had been considered and taken on record at the meeting of the Board of Directors held on August 12, 2021.
18. The results for the quarter and year ended March 31, 2022 are available on the BSE Ltd website www.bseindia.com, National Stock Exchange of India Limited website www.nseindia.com and the Company's website www.mercator.co.in.
19. Formulae for computation of ratios are as follows –

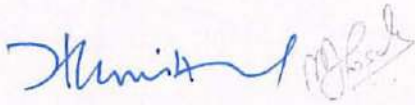


| Sr. | Ratios | Formulae |
|-----|---------------------------------------|---|
| a) | Debt Service Coverage Ratio | $\frac{\text{Earning before Depreciation, Finance Cost, Impairment, Tax}}{\text{Interest Accrued and Due + Outstanding Debt}}$ |
| b) | Interest Service Coverage Ratio | $\frac{\text{Cash Profits before Finance Cost}}{\text{Finance Cost}}$ |
| c) | Debt Equity Ratio | $\frac{\text{Total Debt}}{\text{Total}}$ |
| d) | Current Ratio | $\frac{\text{Current Assets}}{\text{Current}}$ |
| e) | Long term debt to working capital | $\frac{\text{Non-Current Borrowings (Including Current Maturities of Non-Current Borrowings)}}{\text{Current Assets Less Current Liabilities (Excluding Current Maturities of Non-Current Borrowings)}}$ |
| f) | Bad debts to Account receivable ratio | $\frac{\text{Bad Debts}}{\text{Average Trade Receivables}}$ |
| g) | Current liability ratio | $\frac{\text{Total Current Liabilities}}{\text{Total Liabilities}}$ |
| h) | Total debts to total assets | $\frac{\text{Total Debt}}{\text{Total Assets}}$ |
| i) | Debtors turnover | $\frac{\text{Value of Sales \& Services}}{\text{Average Trade Receivables}}$ |
| j) | Inventory turnover | $\frac{\text{Cost of Goods Sold (Cost of Material Consumed + Purchases + Changes in Inventory + Manufacturing Expenses)}}{\text{Average Inventories of Finished Goods, Stock-in-Process and Stock-in-Trade}}$ |
| k) | Operating margin (%) | $\frac{\text{Earnings before Interest, Tax and Exceptional Items less Other Income}}{\text{Value of Sales \& Services}}$ |
| l) | Net profit margin (%) | $\frac{\text{Profit After Tax (after exceptional items)}}{\text{Value of Sales \& Services}}$ |



20. The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette on 29th September, 2020. The Code is not yet effective and related rules are yet to be notified. Impact if any of the change will be assessed and recognized in the period in which said Code becomes effective and the rules framed thereunder are notified.
21. The figures for the quarter ended March 31, 2022 and March 31, 2021 are balancing figures between audited figures in respect of full financial year and published year to date figure up to the third quarter of relevant financial year.
22. Figures of previous periods / year have been regrouped / reclassified wherever necessary to conform to current period classification.


For MERCATOR LIMITED



H. K. Mittal
Director

Mangesh M. Deokar Bhosale
Chief Financial Officer

Taken on Record



Girish Siriram Juneja
Resolution Professional

(Powers of the Board are suspended from the Insolvency Commencement Date)

Place: Mumbai

Date: May 28, 2022



Independent Auditor's Report

To
The Resolution Professional
In the matter of Mercator Limited

IBBI Reg. No.: IBBI/IPA-001/IP-P00999/2017-2018/11646

Adverse Opinion

1. We have audited the accompanying standalone financial results of Mercator Limited (hereinafter referred as "the Company") for the quarter and year ended March 31, 2022, attached herewith (together referred as "Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and has been initialed by us for identification purpose.

The Hon'ble National Company Law Tribunal, Mumbai (NCLT) has admitted the petition of Financial Creditors under Insolvency and Bankruptcy Code 2016 ("Code") vide its Order dated February 8, 2021. As per Section 17 of the Code, the powers of the Board of Directors of the Company have been suspended and such powers have been vested with Mr. Girish Siriram Juneja as the Resolution Professional (hereinafter referred as "RP"), by the NCLT vide its aforesaid order to manage the affairs of the Company as per the provisions of Code. The Committee of Creditors (CoC) confirmed Mr. Girish Siriram Juneja as the Resolution Professional (RP) at its meeting held on March 10, 2021.

2. In our opinion and to the best of our information and according to the explanations given to us, due to the significance of the matters described in the Basis for Adverse Opinion Para, the aforesaid standalone financial results –
 - a. are not presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
 - b. do not give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 its profit [including other comprehensive income] and its cash flows for the year ended on that date, because of the significance of the matter(s) described in the 'Basis for Adverse Opinion' section of our report.

3. Basis for Adverse Opinion

We draw attention to –

- a. Note No. 4(i) regarding preparation of the statement on a going concern basis. The Company's financing arrangements have expired and substantial amounts have been recalled and are due and payable as on March 31, 2022. Besides the NCLT has



admitted the petition of the Financial Creditors vide its Order dated February 8, 2021 and proceedings under the Code have been initiated on the company. The Company has substantial investments and loans and advances receivable from subsidiary companies and other disputed receivables, which are not readily realizable to service the Company's current liabilities and the Company's net worth has also been fully eroded, along with inability to meet its current liabilities which substantially exceeds its current assets. The Company had substantially disposed-off its Property, Plant and Equipment and currently doesn't have any operating revenue and operating assets. Further, the Resolution Plans which were submitted before the CoC for their consideration and voting, have failed to receive the requisite votes in terms of the provisions of the Code and accordingly, an application for liquidation has been filed in terms of section 33 of the Code, which is pending adjudication by the NCLT. In view of the liquidation application filed by the RP, we conclude that the going concern assumption has been vitiated. The Financial Results have however been prepared on a going concern basis by the management / RP.

- b. Note No. 4(ii), regarding the balances restated in the books of accounts pursuant to admission of the claims submitted by the financial creditors, of which as on March 31, 2022, as confirmed by RP, no claim is pending for verification with Resolution Professional (RP). We have relied on the adjustments made by the RP wrt the claims received and are unable to comment on the financial impact of the same on the financial results of the Company.
- c. Note No. 4(iii), regarding interest or any other charges not being accrued in the books of accounts from the date of commencement of CIR process, i.e. 8th February, 2021 onwards, on account of moratorium under section 14 of Code.
- d. Note No. 4(iv), regarding the Company's investments in its wholly owned foreign subsidiary Mercator International Pte Ltd. (MIL) which was been impaired in full, amounting to Rs. 440.01 crore (excluding investment in equity shares – Rs. 0.29 crore) as on March 31, 2022. The significant investment of MIL is in its coal mines and related infrastructure in Indonesia and the valuation of these assets was conducted on December 31, 2020 by an independent valuer, and the same is the only and latest information available with the management / RP. Further, we have been informed by the management that a liquidator has been appointed on MIL effective April 9, 2021 and also audited financial statement of MIL are not available with the Company.

In view of the non – availability about the updates on the above and other significant matters and financials statement / financial information, we are unable to comment on the value or recoverability of the said investment in subsidiary.

- e. Note No. 4(v), regarding unprovided current tax demands under dispute to the tune of Rs. 86.75 crore pending at various judicial forums of the Income Tax department, which are treated as contingent liabilities. In the absence of the required supporting documents justifying the stand of the Company we are unable to comment on final outcome of such assessments and the potential financial impact of the same.
- f. Note No. 4(vi), regarding termination of Sagar Samrat Conversion Project (SSCP), undertaken by a subsidiary Mercator Oil & Gas Ltd. (hereinafter referred as "MOGL" or "subsidiary"), by ONGC, which is currently under arbitration. The Company has investments in equity amounting to Rs. 0.15 crore, which has been fully impaired in



previous years and loans amounting to Rs. 98.51 crore (which includes un-serviced interest amounting to Rs. 33.02 crore, excluding impairment of Rs. 38.56 crore), and the balance as per the financial results net of impairment amounts to Rs. 59.95 crore as at March 31, 2022 in MOGL, which in the view of the management is recoverable. The petition filed in NCLT, Mumbai Bench by an operational creditor against MOGL was admitted vide Order dated June 30, 2021 and an Interim Resolution Professional (IRP) has been appointed. We have been informed by the management / RP that no financial statement / financial results / financial information of MOGL as on March 31, 2022 is being made available to the Company.

In view of the, non – availability of the updates on above and other significant matters, substantive documentation about the expected recovery and the financial statements of the Company as on March 31, 2022, we are unable to comment on the recoverability of such investment and loan amount.

- g. Note No. 4(vii), regarding the Company's investments in its Indian subsidiary Mercator Petroleum Ltd. (hereinafter referred to as "MPL") amounting to Rs. 47.93 crore, (excluding impairment of Rs. 16.17 crore during the year) and loan (including Debentures) given amounting to Rs. 120.87 crore (including un-serviced interest of Rs. 49.21 crore and excluding impairment of Rs. 22.63 crore) as on March 31, 2022, and the balance as per the financial results including investments and loans amounts to Rs. 130 crore, which are considered recoverable. Further, the petition filed in NCLT, Mumbai Bench by an operational creditor against MPL was admitted vide Order dated August 31, 2020 and an Interim Resolution Professional (IRP) has been appointed. We have been informed by the management / RP that no financial statement / financial results / financial information of MPL as on March 31, 2022 is being made available to the Company. In the view of non – availability of the updates on above stated and other significant matters and any financial information / financial statements, we are unable to obtain sufficient appropriate evidence about the recoverability of such investment and loan given.
- h. Note No. 4(viii), regarding the fact that no Financial Statement / Financial Information (including balance confirmations) of any of the subsidiaries have been made available to the management of the Company / RP for the purpose of preparation of consolidated financial statements for the year ended March 31, 2022. In the view of the non – availability of any financial information, we are unable to obtain sufficient appropriate evidence about the recoverability of such investments and loans and advances given which are outstanding as on March 31, 2022.
- i. Note No. 4(ix), regarding balance confirmations not been received in respect of any secured / unsecured loans, bank balance, trade receivables, trade and other payables, and loans and advances as a result of which reconciliation process and consequential adjustments, if any, has not been carried out. In the view of the management, all the balances outstanding to be receivable or payable are to be considered as good and no additional provisioning on account of non – recoverability or expected credit loss is required. Further, bank statements of certain bank accounts are also not available. In the view of the non – availability of balance confirmation or documents substantiating balances, we are unable to comment on the impact of the same on the Financial Statements of the Company and compliance of relevant Ind-AS. Further, the balances related to Input Tax Credit of Goods and Service Tax as per books of accounts as on March 31, 2022 are under reconciliation with the available regulatory records and any



impact of the same is not known as on the date of Financial Statements.

- j. Note No.4(x), the Company has failed to pay the installment due of the debentures on the due date and failed to pay the interest due thereon for a continuous period of more than a year. Hence, all the directors are disqualified from being appointed as director in terms of Section 164 (2) of the Act.

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse opinion on the Standalone Financial Results.

4. Emphasis of Matter

We draw attention to –

- a. Note No. 8, regarding receivable from an insurance Company amounting to Rs. 54.28 crore pertaining to total loss claim on a vessel pertaining to the year 2012-13, which is under litigation and has been considered fully recoverable by the management and is supported by a legal opinion.

Our opinion is not modified in respect of the aforementioned matter.

Management's Responsibilities for the Standalone Financial Results

5. These standalone financial results have been prepared on the basis of the Standalone Financial statements. The Company's Board of Directors and RP are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the standalone financial results, the Board of Directors and RP are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern



basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

7. The Board of Directors and RP are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

8. Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusions are elaborated in the 'Basis of Adverse Opinion' section of our report, and are based on the audit evidence obtained up to the date of our auditor's report.
 - Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
10. Materiality is the magnitude of the misstatement in the statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the statement may be influenced. We consider quantitative materiality and qualitative factors in; (i) planning the scope of our audit work and evaluating the results of our work; and (ii) to evaluate the effects of any identified misstatements in the statement.



11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

12. The standalone financial results include the results for the quarter ended March 31, 2022, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which are neither subject to limited review nor audited by us.
13. The standalone annual financial results dealt with by this report have been prepared for the express purpose of filling with stock exchange. These results are based on the audited standalone financial statements of the Company for the year ended March 31, 2022 on which we have issued an adverse audit opinion vide our report dated May 27, 2022.

Our opinion is not modified in respect of the aforementioned matters.

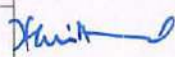


For Singhi & Co.
Chartered Accountants
Firm Registration No. 302049E



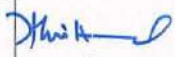



Shweta Singhal
Partner
Membership No. 414420

Place: Mumbai
Dated: May 28, 2022
UDIN: 22414420AJUPCE4935

**Statement on Impact of Audit Qualifications (for audit report with modified opinion)
submitted along-with Annual Audited Financial Results - (Standalone)**

| Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] | | | | |
|--|---|--|---|--|
| I. | Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) | Adjusted Figures (audited figures after adjusting for qualifications) |
| | 1. | Turnover / Total income | 12.69 | 12.69 |
| | 2. | Total Expenditure (including tax adjustments) | 7.49 | 94.24 |
| | 3. | Net Profit/(Loss) | 5.2 | -81.55 |
| | 4. | Earnings Per Share | 0.17 | -2.70 |
| | 5. | Total Assets | 383.02 | 383.02 |
| | 6. | Total Liabilities | 1362.18 | 1448.93 |
| | 7. | Net Worth {(5) – (6)} | -979.16 | -1065.91 |
| | 8. | Any other financial item(s) (as felt appropriate by the management) | | |
| II. | Audit Qualification (each audit qualification separately): | | | |
| | a. | Details of Audit Qualification: As stated in Para 3 of the independent auditor's report for the quarter and year ended March 31, 2022 attached herewith. | | |
| | b. | Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion Adverse Opinion | | |
| | c. | Frequency of qualification: Whether appeared first time / repetitive / since how long continuing Continuing | | |
| | d. | For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: As stated in Para 4 of notes forming part of standalone financial result for the quarter and year ended March 31, 2022 attached herewith. | | |
| | e. | For Audit Qualification(s) where the impact is not quantified by the auditor: | | |
| | (i) | Management's estimation on the impact of audit qualification: | | |
| | (ii) | If management is unable to estimate the impact, reasons for the same: An appropriate quantification with details have been made for each of observations of modified opinion stated in Para 4 of notes forming part of financial result attached herewith. | | |
| | (iii) | Auditors' Comments on (i) or (ii) above: As stated in point II (a) | | |
| III. | Signatories: | | | |
| | Mr. Harish Kumar Mittal Whole Time Director | |    | |
| | Mr. Mangesh M. Deokar Bhosale CFO | | | |
| | Taken on record by | | | |
| | Mr. Girish Sriram Juneja Resolution Professional | | | |
| | Shweta Singhal Statutory Auditor | | | |
| | Place: Mumbai | | | |
| | Date: 28.05.2022 | | | |

**Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-
with Annual Audited Financial Results - (Consolidated)**

| Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2022 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] | | | | |
|--|---|--|--|---|
| I. | Sl. No. | Particulars | Audited Figures (as reported before adjusting for qualifications) | Adjusted Figures (audited figures after adjusting for qualifications) |
| | 1. | Turnover / Total income | 0.40 | 0.40 |
| | 2. | Total Expenditure (including tax adjustments) | 19.93 | 106.68 |
| | 3. | Net Profit/(Loss) | -19.53 | -106.28 |
| | 4. | Earnings Per Share | -0.65 | -3.51 |
| | 5. | Total Assets | 1110.02 | 1110.02 |
| | 6. | Total Liabilities | 2444.90 | 2531.65 |
| | 7. | Net Worth {(5) - (6)} | -1334.88 | 1421.63 |
| | 8. | Any other financial item(s) (as felt appropriate by the management) | | |
| II. | Audit Qualification (each audit qualification separately): | | | |
| | a. | Details of Audit Qualification: As stated in Para 3 of the independent auditor's report for the quarter and year ended March 31, 2022 attached herewith. | | |
| | b. | Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion Adverse Opinion | | |
| | c. | Frequency of qualification: Whether appeared first time / repetitive / since how long continuing Repetitive Continuing | | |
| | d. | For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: As stated in Para 4 of notes forming part of standalone financial result for the quarter and year ended March 31, 2022 attached herewith. | | |
| | e. | For Audit Qualification(s) where the impact is not quantified by the auditor: | | |
| | (i) | Management's estimation on the impact of audit qualification: | | |
| | (iii) | If management is unable to estimate the impact, reasons for the same: An appropriate quantification with details have been made for each of observations of modified opinion stated in Para 4 of notes forming part of financial result attached herewith. | | |
| | (iv) | Auditors' Comments on (i) or (ii) above: As stated in point II (a) | | |
| III | Signatories: | | | |
| | Mr. Harish Kumar Mittal Whole Time Director | |     | |
| | Mr. Mangesh M. Deokar Bhosale CFO | | | |
| | Taken on record by Mr. Girish Sriram Juneja Resolution Professional | | | |
| | Shweta Singhal Statutory Auditor | | | |
| | Place: Mumbai Date: 28.05.2022 | | | |