

## ANNEXURE I

**Format to be submitted by listed entity on quarterly basis**

1. **Name of Listed Entity** Mercantile Ventures Limited  
 2. **Quarter ending** 31-Mar-16

Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category (Chairperson/Executive/ Non-Executive/ independent/ Nominee) <sup>4</sup>	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including
Mr.	M Rajamani	ADGPR0655M	00195006	Non-Executive -Independent Director	25/09/2015	5 years from 25/09/2015	Three	Three	One
Mr.	A L Chandramouli	AADPC4337R	02299091	Non-Executive -Independent Director	25/09/2015	5 years from 25/09/2015	One	Two	One
Ms.	Sashikala Srikanth	AAIPS8299K	01678374	Non-Executive -Independent Director	25/09/2015	5 years from 25/09/2015	Five	Five	One
Mr.	E N Rangaswami	AAJPR6852N	06463753	Executive Director	05/12/2015		Two	Three	One

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non-Executive/independent/Nominee) <sup>1</sup>
1. Audit Committee	Mr. AL Chandramouli Mr. M Rajamani Ms. Sashikala Srikanth	Chairperson – Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. M Rajamani Mr. AL Chandramouli Ms. Sashikala Srikanth	Chairperson – Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
3. Risk Management Committee(if applicable)	Ms.Sashikala Srikanth Mr. E N Rangaswami Mr. V Padmanabha Sarma	Chairperson – Non-Executive-Independent Executive Director Member
4. Stakeholders Relationship Committee <sup>2</sup>	Mr. M Rajamani Mr. AL Chandramouli Mr. E N Rangswami	Chairperson – Non-Executive-Independent Non-Executive-Independent Executive Director

**III. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
04/11/2015	05/02/2016	93
05/02/2016	04/03/2016	27

**IV. Meeting of Committees - Audit Committee**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days <sup>3</sup>
05/02/2016	Yes	04/11/2015	93
04/03/2016	Yes		

**V. Related Party Transactions**

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

For Mercantile Ventures Ltd.

N Prasanna Varadan  
 Company Secretary & Compliance Officer

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b>	
	<i>(Yes/No/NA) refer note</i>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
		<i>(Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of Board composition</i>	16(1)(b) & 25(6)	Yes
<i>Meeting of Board of directors</i>	17(1)	Yes
<i>Review of Compliance Reports</i>	17(2)	Yes
<i>Plans for orderly succession for appointments</i>	17(3)	Yes
<i>Code of Conduct</i>	17(4)	Yes
<i>Fees/compensation</i>	17(5)	Yes
<i>Minimum Information</i>	17(6)	Yes
<i>Compliance Certificate</i>	17(7)	Yes
<i>Risk Assessment &amp; Management</i>	17(8)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(9)	Yes
<i>Composition of Audit Committee</i>	17(10)	Yes
<i>Meeting of Audit Committee</i>	18(1)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	18(2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	19(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	20(1) & (2)	Yes
<i>Vigil Mechanism</i>	21(1),(2),(3),(4)	Yes
<i>Policy for related party Transaction</i>	22	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Approval for material related party transactions</i>	23(2), (3)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	23(4)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(1)	NA
<i>Maximum Directorship &amp; Tenure</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Meeting of independent directors</i>	25(1) & (2)	Yes
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes
<i>Memberships in Committees</i>	25(7)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(3)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(4)	Yes
	26(2) & 26(5)	Yes
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
<p><b>N Prasanna Varadan</b>  <b>Company Secretary &amp; Compliance Officer</b></p>		