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## MARAL OVERSEAS LIMITED

### General Information about company

Scrip Code	:	521018
NSE Symbol	:	MARALOVER
MSEI Symbol	:	NOTLISTED
ISIN	:	INE882A01013
Name of The Entity	:	MARAL OVERSEAS LIMITED
Date of start of Financial Year	:	01-04-2025
Date of end of Financial Year	:	31-03-2026
Reporting Quarter	:	Yearly
Date of Quarter Ending	:	31-03-2026
Type of Company	:	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	:	Yes
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	:	Yes
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	:	No No such acquisition made during the quarter ended 31 <sup>st</sup> March, 2026.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	:	No No Fine or Penalty has been imposed on the company during the quarter ended 31 <sup>st</sup> March, 2026.
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	:	Yes
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure of Loans/Guarantees/Comfort Letters/Securities Etc. is Applicable to the entity?	:	No No such loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) were given directly or indirectly by the company to its promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company during the period ended 31 <sup>st</sup> March, 2026.
Risk Management Committee	:	Not Applicable
Is SCORE ID Available ?	:	Yes
SCORE Registration ID	:	m00105
Market Capitalisation As Per Immediate Previous Financial Year	:	Top 2000 Listed Entities
Type of Submission	:	Original



Annexure - 1

**Part-A. Compliance Report on Corporate Governance to be submitted by a listed entity on a quarterly basis**

I. Composition of Board of Directors

Disclosure of notes on composition of Board of Directors explanatory

Whether the listed entity has a Regular Chairperson- Yes

Whether Chairperson is related to MD or CEO -Yes

Disqualification of Directors under section 164 of the Companies Act, 2013 -No

Sr. No.	Title (Mr/Ms)	Name of the Director	Permanent Account Number (PAN)	Director Identification Number (DIN)	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Disqualification				Current Status	Status of special resolution [Refer Reg. 17(1A) of Listing Regulations]		Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure (months)	No of Directorship in listed entities*	No of Independent Directorship in listed entities**	Number of membership in Audit/ Stakeholder Committee(s) <sup>o</sup>	No of post of Chairperson in Audit Committee held in listed entities <sup>f</sup>	Reason for cessation	Reasons for not providing PAN and/or DIN
									(Y/N)	Start Date	End Date	Details		(Y/N)	Date										
1	Mr.	Shekhar Agarwal	A*****M	00066113	Executive Director	Chair - person	CEO MD	9 <sup>th</sup> Oct. 1952	No	-	-	-	Active	NA		27 <sup>th</sup> Jan. 1989	1 <sup>st</sup> Apr. 2025	NA	NA	5	0	4	0	NA	NA
2	Mr.	Ravi Jhunjhunwala	A*****D	00060972	Non-Executive - Non Independent Director	NA	-	28 <sup>th</sup> Oct. 1955	No	-	-	-	Active	NA		27 <sup>th</sup> Nov. 1996	NA	NA	NA	4	0	2	1	NA	NA
3	Mr.	Shantanu Agarwal	A*****M	02314304	Executive Director	NA	MD	16 <sup>th</sup> Jan. 1986	No	-	-	-	Active	NA		22 <sup>nd</sup> Apr. 2014	19 <sup>th</sup> Jun. 2025	NA	NA	2	0	3	0	NA	NA
4	Mr.	Raman Singh Sidhu	A*****J	00121906	Non-Executive - Independent Director	NA	-	06 <sup>th</sup> Jul. 1957	No	-	-	-	Active	NA		1 <sup>st</sup> Aug. 2024	NA	NA	20	2	2	5	3	NA	NA
5	Mrs.	Romi Jatta	A*****L	10045383	Non-Executive - Independent Director	NA	-	25 <sup>th</sup> Jul. 1975	No	-	-	-	Active	NA		1 <sup>st</sup> Aug. 2024	NA	NA	20	2	2	1	1	NA	NA
6	Mr.	Amitabh Gupta	A*****Q	01646370	Non-Executive - Independent Director	NA	-	12 <sup>th</sup> Feb. 1962	No	-	-	-	Active	NA		1 <sup>st</sup> Aug. 2024	NA	NA	20	1	1	2	1	NA	NA
7	Mr.	Suman Jyoti Khaitan	A*****Q	00023370	Non-Executive - Independent Director	NA	-	09 <sup>th</sup> Feb. 1959	No	-	-	-	Active	NA		4 <sup>th</sup> Nov. 2025	NA	NA	4.27	5	5	8	3	NA	NA

Notes :

- PAN number of Director(s) shall not be displayed on the website of Stock Exchanges.
- Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.
- Chairmanship include Membership.

\*Including this Listed Entity (Refer Regulation 17A of Listing Regulations)

\*\*Including this listed entity with reference to proviso to Regulation 17A(1) & reg. 17A(2) of Listing Regulations

\*including this listed entity [Refer Regulation 26(1) of Listing Regulations]

<sup>f</sup>Including this listed entity (Refer Regulation 26(1) of Listing Regulations)



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**Annexure-1  
II Composition of Committee**

Disclosure of notes on composition of committees explanatory					Not Applicable		
1	Audit Committee						
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr. No.	DIN	Name of Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	00121906	Raman Singh Sidhu	Non-Executive - Independent Director	Chairperson	06-11-2025		
2	01646370	Amitabh Gupta	Non-Executive - Independent Director	Member	26-09-2024		
3	02314304	Shantanu Agarwal	Executive Director	Member	19-01-2018		
4	00023370	Suman Jyoti Khaitan	Non-Executive - Independent Director	Member	06-11-2025		
2	Nomination and Remuneration Committee						
Whether the Nomination and Remuneration Committee has a Regular Chairperson					Yes		
Sr. No.	DIN	Name of Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
1	00121906	Raman Singh Sidhu	Non-Executive - Independent Director	Chairperson	06-11-2025		
2	01646370	Amitabh Gupta	Non-Executive - Independent Director	Member	26-09-2024		
3	10045383	Romi Jatta	Non-Executive - Independent Director	Member	26-09-2024		
4	00066113	Shekhar Agarwal	Executive Director	Member	26-09-2024		

*B*



3	<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes		
Sr. No.	DIN	Name of Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks	
1	01646370	Amitabh Gupta	Non-Executive - Independent Director	Chairperson	06-11-2025			
2	00066113	Shekhar Agarwal	Executive Director	Member	05-05-2001			
3	02314304	Shantanu Agarwal	Executive Director	Member	19-01-2018			
4	<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson								
Sr. No.	DIN	Name of Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks	
N.A.								
5	<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes		
Sr. No.	DIN	Name of Members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks	
1	01646370	Amitabh Gupta	Non-Executive - Independent Director	Chairperson	06-11-2025			
2	00066113	Shekhar Agarwal	Executive Director	Member	22-04-2014			
3	02314304	Shantanu Agarwal	Executive Director	Member	22-04-2014			

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**III. Meeting of Board of Directors**

**Disclosure of notes on meeting of Board of Directors explanatory**

Sr. No.	Date(s) of meeting (dates of previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (including Independent Director)	No. of Independent Directors attending the meeting*
1	04-11-2025		Yes	8	6	3
2	18-12-2025	43	Yes	7	7	4
3	05-02-2026	48	Yes	7	7	4
4	19-03-2026	41	Yes	7	7	4

**IV. Meeting of Committees**

**Disclosure of notes on meeting of committees explanatory**

Sr. No.	Name of Committee	Date(s) of meeting (dates of previous quarter and current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the Meeting	Number of Director Present (all directors including Independent Director)	No of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	04-11-2025		-	-	Yes	3	3	2	0
2	Audit Committee	05-02-2026	92			Yes	4	4	3	0
3	Stakeholders Relationship Committee	04-11-2025		-	-	Yes	3	3	1	0
4	Stakeholders Relationship Committee	05-02-2026	92			Yes	3	3	1	0
5	Nomination and Remuneration Committee	04-11-2025				Yes	4	3	2	0
6	Corporate Social Responsibility Committee	04-11-2025		-	-	Yes	3	3	1	0

*(Handwritten signature)*



## Annexure 1

## V. Affirmations

Sr. No.	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee.	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Not Applicable
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	There was no comments /observation/advice on the said report by the Board of Directors.

## Annexure 1

Sr. No.	Subject	Compliance status
1	Name of signatory	Sandeep Singh
2	Designation	Company Secretary & Compliance Officer




Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breached or loss of date event		-
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		-
Sr. No.	Date of the event	Brief details of the event
	Not applicable	Not applicable
Signatory Details		
Name of Signatory	:	Sandeep Singh
Designation of Person	:	Company Secretary & Compliance Officer
Place	:	Noida
Date	:	27-04-2026



**Part-B. Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Part-C. Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies**

**The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

S. No.	Name of the unlisted company in which shares or voting rights have been acquired	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
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N.A.

**Part-D. Disclosure of Imposition of Fine or Penalty**

**The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:**

S. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
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N.A.

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**Part-E. Disclosure of Updates to Ongoing Tax Litigations or Disputes**

**The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:**

**Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes**

Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	State of Madhya Pradesh (Department of Energy) & Others	21-11-2007	Matter related to cess on captive power generation amounting to Rs. 4.08 Crores claimed by the Company, matter is pending before the Hon'ble Supreme Court.	Status quo
2	State of Madhya Pradesh (Department of Energy) & Others	15-09-2014	Matter related to duty on captive power generation amounting to Rs. 3.48 Crores claimed by the Company, matter is pending before the Hon'ble High Court, Madhya Pradesh	Status quo
3	State of Madhya Pradesh (Department of Energy) & Others	01-04-2021	Matter related to duty on open access power amounting to Rs.3.88 Crores claimed by the Company, matter is pending before the Hon'ble High Court, Madhya Pradesh.	Status quo
4	State of Madhya Pradesh & Madhya Pradesh Paschim Khestra Vidyut Vitaran Co Ltd	30-01-2015	Matter related to cess on open access power amounting to Rs. 1.70 Crores claimed by the Company, matter is pending before the Hon'ble High Court, Madhya Pradesh	Status quo
5	Madhya Pradesh Paschim Khestra Vidyut Vitaran Co. Ltd	31-10-2023	Matter related to additional security deposit amounting to Rs.3.20 Crores demanded by Madhya Pradesh Paschim Khestra Vidyut Vitaran Co. Ltd. Fresh Writ Appeal vide petition no. 7729 of 2025 was filed on 28th February, 2025 by raising various additional grounds. Matter is pending before the Hon'ble High Court, Madhya Pradesh.	Status quo
6	Income Tax Department	05-01-2019	<p>Matter related to TUFF subsidy and others w.r.t. Assessment year 2011-12 amounting to Rs.6.49 Crores claimed by the Company, and appeal was filed before Commissioner of Income Tax (Appeals).</p> <p>Commissioner of Income Tax (Appeals), Delhi has passed an assessment order dated 3rd October 2025, whereby the appeal filed by the Company stands dismissed. The matter pertains to the return of income filed under Section 153A of the Income-tax Act, 1961, wherein TUFF subsidy amount earlier recognized as revenue receipt was claimed as capital receipt in the return filed under Section 153(A). The Assessing Officer had dismissed our appeal and retained the TUFF subsidy income as revenue receipt, which was contested by the Company before the appellate authority. Further, as the income under dispute had already been offered to tax in earlier years and no additional tax liability arises on account of the order, hence, there is no cash outflow on the Company due to dismissal of the appeal.</p> <p>At present, an appeal has been filed before ITAT, Delhi against the disallowance of purchase of cotton amounting to Rs. 32,95,491/- considered by department as bogus purchase. Date of hearing for the matter is awaited.</p>	Status quo

*[Handwritten Signature]*



Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
7	Income Tax Department	05-01-2019	Matter related to TUFF subsidy and others w.r.t. assessment year 2013-14 amounting to Rs. 4.74 Crores claimed by the Company, matter pending before Commissioner of Income Tax (Appeals).	Status quo
8	Income Tax Department	29-12-2007	Matter related to disallowance under Section10(B) and others w.r.t. assessment year 2005-06 amounting to Rs. 5.60 Crores claimed by the Company, matter pending before Commissioner of Income Tax (Appeals).	Status quo
9	Customs Department	16-03-2022	Matter related to non/part realization of Exports Proceeds for Draw Back between 01.04.2014 to 31.03.2018 amounting to Rs. 3.86 Crores demanded from the Company, matter pending before Commissioner of Customs, Mumbai.	Status quo
10	Income Tax Department	27-12-2006	Matter related to disallowance under Section10(B) and others w.r.t. assessment year 2004-05 involving sum of Rs. 3.30 Crores on which tax was demanded from the Company. The Hon'ble ITAT, Indore, has dismissed the appeal of the Income Tax Department on jurisdictional grounds, granting liberty to the Income Tax Department to prefer an appeal in the appropriate jurisdiction. Income Tax Department, Indore filed an appeal before ITAT, Indore on 2nd July, 2025.	On 20.03.2026, the appeal filed by the Income Tax Department was dismissed by the Hon'ble Income Tax Appellate Tribunal (ITAT), Indore Bench without any tax liabilities.
11	Income Tax Department	24-12-2008	Matter related to disallowance under Section10B and others w.r.t. assessment year 2006-07 involving sum of Rs. 2.74 Crores on which tax was demanded from the Company. The Hon'ble ITAT, Indore, has dismissed the appeal of the Income Tax Department on jurisdictional grounds, granting liberty to the Income Tax Department to prefer an appeal in the appropriate jurisdiction. Income Tax Department, Indore filed an appeal before ITAT, Indore on 2nd July, 2025.	On 27.02.2026, the appeal filed by the Income Tax Department was dismissed by the Hon'ble Income Tax Appellate Tribunal (ITAT), Indore Bench without any tax liabilities.
12	Income Tax Department	17-06-2014	Matter related to disallowance under Section10B and others w.r.t. assessment year 2001-02 involving sum of Rs. 3.16 Crores on which the tax was demanded from the Company. Since the tax effect in this appeal was below Rs.2.00 Crores, therefore, in view of the amended Circular No. 09/2024 dated 17/09/2024 issued by the CBDT, the appeal was not maintainable. Accordingly, Hon'ble High Court has dismissed the appeal. However, the question of law raised in the appeal shall remain open and appellant would be at liberty to file application in case cause of action survives as per law. Further updates are awaited regarding the department's next steps.	Status quo

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Signatory Details	
Name of signatory	Sandeep Singh
Designation of person	Company Secretary & Compliance Officer
Place	Noida
Date	27-04-2026

*Sandeep Singh*

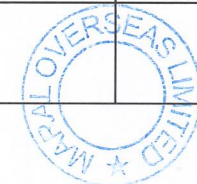


**Annexure II**

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

**I. Disclosure on website in terms of LODR Regulation**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here	Web address
	<b>As per regulation 46(2) of the LODR:</b>			
1.1	Details of business	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
1.2	Memorandum of Association and Articles of Association	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
3	Composition of various committees of board of directors	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
10	Email address for grievance redressal and other relevant details	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
12	Financial results	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
13	Shareholding pattern	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
14	Details of agreements entered into with the media companies and/or their associates as per Regulation 46(2) of the LODR	NA		NA
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA		NA



15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA		NA
16	New name and the old name of the listed entity	NA		NA
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		NA
20	Secretarial Compliance Report	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
21	Materiality Policy as per Regulation 30 (4)	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
23	Disclosures under regulation 30(8)	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		NA
25	Dividend Distribution policy as per Regulation 43A(1)	NA		NA
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		NA
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		<a href="https://maraloverseas.com/investorlist.php">https://maraloverseas.com/investorlist.php</a>

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## Annexure II

## II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	

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30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA	
<b>Any other information to be provided</b>				

**Annexure II**

1	Name of signatory	Sandeep Singh
2	Designation	Company Secretary and Compliance Officer




Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		

Annexure II		
1	Name of signatory	Sandeep Singh
2	Designation	Company Secretary and Compliance Officer

