

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	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)				
Whether the listed entity has a Regular Chairperson												Yes				
Whether Chairperson is related to MD or CEO												No				
Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
IHUNWALA	AAGPJ0739D	00060972	Non-Executive - Non Independent Director	Chairperson		28-10-1955	NA		27-11-1996			6	2	6	2	
HARWAL	AAEPA6590M	00066113	Executive Director	Not Applicable	CEO-MD	09-10-1952	NA		27-01-1989	01-04-2019		5	0	4	0	
TANUWAL	AFUPA7375M	02314304	Non-Executive - Non Independent Director	Not Applicable		16-01-1986	NA		22-04-2014			2	0	2	0	
V.L GUPTA	AAHPG1101F	00038490	Non-Executive - Independent Director	Not Applicable		12-02-1946	Yes	19-09-2019	26-09-2014	26-09-2019		66	3	3	9	4

I. Composition of Board of Directors																	
Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Nur mem in . Stak Comu inclu liste (F Reg 26 Li Regu
5	Mr	PRIYA SHANKAR DASGUPTA	ADWPD2072J	00012552	Non-Executive - Independent Director	Not Applicable		30-06-1955	NA		26-09-2014	26-09-2019		66	6	6	7
6	Mrs	ARCHANA CAPOOR	ABSPC4053C	01204170	Non-Executive - Independent Director	Not Applicable		17-09-1958	NA		06-11-2015	06-11-2015		53	5	5	3

Text Block	
Textual Information(1)	<p>Shri Shekhar Agarwal was appointed as Director on 27.01.1989 and was reappointed as MD for a period of 3 year w.e.f. 01.04.2019.</p> <p>Dr. Kamal Gupta was reappointed as Independent Director to hold office for a 2nd term of 5 consecutive years w.e.f. from 26.09.2019 upto 25.09.2024 and he shall be attaining the age of 75 years in year 2021. Accordingly approval of members was taken by way of Special Resolution in the AGM held on 19.09.2019 in accordance with the provisions of Regulation 17(1A) and other provisions of Listing Regulation 2015 as amended.</p>

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00038490	KAMAL GUPTA	Non-Executive - Independent Director	Chairperson	18-03-1997		
2	00012552	PRIYA SHANKAR DASGUPTA	Non-Executive - Independent Director	Member	20-10-2003		
3	02314304	SHANTANU AGARWAL	Non-Executive - Non Independent Director	Member	19-01-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00038490	KAMAL GUPTA	Non-Executive - Independent Director	Chairperson	27-10-2005		
2	00012552	PRIYA SHANKAR DASGUPTA	Non-Executive - Independent Director	Member	27-10-2005		
3	02314304	SHANTANU AGARWAL	Non-Executive - Non Independent Director	Member	19-01-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00038490	KAMAL GUPTA	Non-Executive - Independent Director	Chairperson	05-05-2001		
2	00066113	SHEKHAR AGARWAL	Executive Director	Member	05-05-2001		
3	02314304	SHANTANU AGARWAL	Non-Executive - Non Independent Director	Member	19-01-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00012552	PRIYA SHANKAR DASGUPTA	Non-Executive - Independent Director	Chairperson	22-04-2014		
2	00066113	SHEKHAR AGARWAL	Executive Director	Member	22-04-2014		
3	02314304	SHANTANU AGARWAL	Non-Executive - Non Independent Director	Member	22-04-2014		
4	00038490	KAMAL GUPTA	Non-Executive - Independent Director	Member	10-05-2016		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)				
1	06-11-2019				Yes	6	3
2		30-01-2020	84		Yes	6	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter 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)		
1	Audit Committee	06-11-2019				Yes	3	3
2	Audit Committee	30-01-2020	84			Yes	3	3
3	Stakeholders Relationship Committee	06-11-2019				Yes	3	1
4	Stakeholders Relationship Committee	30-01-2020	84			Yes	3	1

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1		
VI. Affirmations		
Sr	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 500 listed entities)	NA
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:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Virendra Kumar Garg
2	Designation	Company Secretary and Compliance Officer

Text Block	
Textual Information(1)	There was no comments/observation/advice on the said report by the Board of Directors.

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 Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		maraloverseas.com
2	Terms and conditions of appointment of independent directors	Yes		maraloverseas.com
3	Composition of various committees of board of directors	Yes		maraloverseas.com
4	Code of conduct of board of directors and senior management personnel	Yes		maraloverseas.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		maraloverseas.com
6	Criteria of making payments to non-executive directors	Yes		maraloverseas.com
7	Policy on dealing with related party transactions	Yes		maraloverseas.com
8	Policy for determining 'material' subsidiaries	Yes		maraloverseas.com
9	Details of familiarization programmes imparted to independent directors	Yes		maraloverseas.com

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 Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		maraloverseas.com
11	email address for grievance redressal and other relevant details	Yes		maraloverseas.com
12	Financial results	Yes		maraloverseas.com
13	Shareholding pattern	Yes		maraloverseas.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		maraloverseas.com
18	Credit rating or revision in credit rating obtained	Yes		maraloverseas.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		maraloverseas.com
21	Materiality Policy as per Regulation 30	Yes		maraloverseas.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		maraloverseas.com

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) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	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	

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.
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	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	VIRENDRA KUMAR GARG
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	VIRENDRA KUMAR GARG
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Virendra Kumar Garg
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	15-05-2020

