

1. Name of Listed Entity : **MARAL OVERSEAS LIMITED**

2. Quarter ending : **30th June, 2017**

ANNEXURE-I

Title (Mr./Ms.)	Name of the Director	PAN & DIN \$	Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessati on	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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ravi Jhunjhunwala	AAGPJ0739D/00060972	Chairperson-Non-Executive	27.11.1996	--	6	5	0
Mr.	Shekhar Agarwal	AAEPA6590M/00066113	Executive	01.04.2016^	--	5	4	0
Mr.	Shantanu Agarwal	AFUPA7375M/02314304	Non-Executive	22.04.2014	--	2	0	0
Dr.	Kamal Gupta	AAHPG1101F/00038490	Independent-Non-Executive	26.09.2014	5 Years	4	10	5
Mr.	D. N. Davar	AAAPD0015E/00002008	Independent-Non-Executive	26.09.2014	5 Years	6	9	4
Mr.	P. S. Dasgupta	ADWPD2072J/00012552	Independent-Non-Executive	26.09.2014	5 Years	6	7	2
Mrs.	Archana Capoor	ABSPC4053C/01204170	Independent-Non-Executive	06.11.2015	5 Years	6	2	0

\$-PAN number of any director would not be displayed on the website of Stock Exchange

&- Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\*- to be filled only for Independent Director. 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

#- Includes Committee Chairmanship.

^- Appointed as director on 27.01.1989 and current tenure as Managing Director commenced w.e.f. 01.04.2016.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non- Executive/independent/Nominee) †
1. Audit Committee	Dr. Kamal Gupta	Chairman-Independent-Non-Executive
	Mr. D.N. Davar	Independent- Non-Executive
	Mr. P.S. Dasgupta	Independent- Non-Executive
2. Nomination & Remuneration Committee	Dr. Kamal Gupta	Chairman-Independent-Non-Executive
	Mr. D.N. Davar	Independent- Non-Executive
	Mr. P.S. Dasgupta	Independent- Non-Executive
3. Risk Management Committee(if applicable)	N.A	N.A
4. Stakeholders Relationship Committee*	Dr. Kamal Gupta	Chairman-Independent-Non-Executive
	Mr. D.N. Davar	Independent- Non-Executive
	Mr. Shekhar Agarwal	Executive

†Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

## 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)
20th January, 2017	27th April, 2017	96 days



Shekhar Agarwal

<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee	YES	20th January, 2017	96 days
27th April, 2017	All Members were Present		
Stakeholders' Relationship Committee	YES	20th January, 2017	96 days
27th April, 2017	All Members were Present		

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions**

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

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

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
  - b. Nomination & remuneration committee.-YES
  - c. Stakeholders relationship committee-YES
  - d. Risk management committee (applicable to the top 100 listed entities)-N.A.
3. 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
4. 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
- 5-a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.-YES
- 5-b. Any comments/observations/advice of Board of Directors may be mentioned here:N.A

**For MARAL OVERSEAS LIMITED**

*Shekhar Agarwal*

**SHEKHAR AGARWAL  
MANAGING DIRECTOR**



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE****I. Disclosure on website in terms of Listing Regulations**

<b>Item</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
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	N.A.
New name and the old name of the listed entity	N.A.

**II Annual Affirmations**

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1)	YES
<i>Meeting of Board of directors</i>	17(2)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment &amp; Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	YES
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES
<i>Approval for material related party transactions</i>	23(4)	N.A.
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N.A.
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	YES
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	YES

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. : N.A

**SHEKHAR AGARWAL**  
MANAGING DIRECTOR

