Transcript of the 37th Annual General Meeting of Maral Overseas Limited

The 37th Annual General Meeting ("AGM") of the Members of Maral Overseas Limited ('the Company') held on Tuesday, 25 August 2026 at 02:00 P.M. (IST) through Video conference/Other Audio Visual Means (VC/OAVM)

Company Secretary: Good afternoon. Myself Sandeep Singh, company secretary and compliance officer of Maral Overseas Limited participating from Noida. Welcome you all in the 37th annual meeting of the company. Pursuant to MCA and SEBI Circulars, this meeting is being held through video conferencing or other audio-visual means without the presence of members at a common venue. The deemed venue for the AGM shall be the registered office of the Company at Maral Sarovar V. and P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh.

Shri Shekhar Agarwal Chairman and Managing Director and CEO will chair the meeting. Shri Shantanu Agarwal, Joint Managing Director, Shri Ravi Jhunjhunwala, Non-Executive Director along with the Independent Directors, Shri Raman Singh Sidhu, Shri Amitabh Gupta, Smt. Romi Jatta and Shri Suman Jyoti Khaitan are present in the meeting. In Compliance of the provision of the Companies Act, 2013 read with relevant rules and SEBI (Listing Obligation Disclosure Requirements) Regulation, 2015 remote e-voting facility was provided to members which was started from Friday, 21st August 2026 at 9 am and ended on Monday, 24th August 2026 at 5:00 pm the company is also providing e-voting facility during the AGM to enable the members to cast their vote who have not done through remote e-voting earlier.

Further, the Company has appointed Smt. Manisha Gupta, Practicing Company Secretary as the scrutinizer for the 37th AGM to scrutinize the remote e-voting including e-voting during the AGM process in a fair, transparent and efficient manner. The voting result will be declared on or before 27th August 2026. The result along with the scrutinizer reports shall also be submitted to Stock Exchanges i.e. NSE and BSE and also will be uploaded on the website of the company.

Notice of 37th Annual General Meeting and Annual Report for the financial year 2025-26 were mailed electronically to the members on 31st July 2026 at their email addresses registered with the Company or depository participants. These statutory registers maintained as per the Companies Act 2013 are Kept and electronically for inspection by the members during the AGM. At this moment we have. At this moment 54 participants have joined. Hence the requisite quorum is present. Now I request Chairman sir to please welcome and address the members present at the meeting. Over to you, Chairman Sir.

Chairman: Thank you, Sandeep. Good afternoon, ladies and gentlemen. I am Shekhar Agarwal, Chairman and Managing Director of your Company and I'm joining this meeting from my office in Noida.

I welcome the members to the 37th Annual General Meeting of your Company and would like to mention that in compliance of the various circulars issued by the MCA and SEBI this AGM today is being convened through video conferencing or other audio-visual means. Your company has taken all feasible steps to ensure that the members are provided an opportunity to participate in this AGM. The requisite quorum is present and therefore I call this meeting to order. I welcome my colleagues on the board of your company to this 37th Annual General Meeting.

I would now request my board members to kindly introduce themselves. Shri Ravi Jhunjhunwala.

Shri Ravi Jhunjhunwala: I am Ravi Jhunjhunwala and I'm attending this meeting from my office in Noida.

Chairman: Thank you, Ravi ji. Shri Shantanu Agarwal

Shri Shantanu Agarwal: Good afternoon, everybody. I am Shantanu Agarwal, Joint Managing Director of the Company and a member of the Audit Committee, Stakeholders' Relationship Committee and the Corporate Social Responsibility Committee. I am joining this AGM from Noida.

Chairman: Thank you, Shantanu. Shri Raman Singh Sidhu.

Shri Raman Singh Sidhu: Good afternoon to everyone presents. I am Raman Singh Sindhu, Independent Director of your Company and Chairperson of the Audit Committee and the Nomination and Remuneration Committee. I am joining this AGM from my home in Gurugram. Thank you.

Chairman: Thank you. Shri Amitabh Gupta

Shri Amitabh Gupta: Good afternoon, everybody. I'm Amitabh Gupta, Independent Director of your Company and Chairperson of the Stakeholder Relationship Committee and Corporate Social Responsibility Committee. And also, member of the Audit Committee and the Nomination and Remuneration Committee. I am joining this AGM from my residence in Gurgaon.

Chairman: Thank you. Smt. Romi Jatta.

Smt. Romi Jatta: Good afternoon, everyone. Myself Romi Jatta. I'm the Independent Director of your company and the member of Nomination and Remuneration Committee. I'm taking this meeting from Gurgaon. Thank you.

Chairman: Thank you, Romi ji. Shri Suman Jyoti Khaitan.

Shri Suman Jyoti Khaitan: Good afternoon, everyone. I am Shri Suman Jyoti Khaitan, Independent Director of your company and also a member of the Audit committee of the Company. I am present at New Delhi. Thank you.

Chairman: Thank you. Suman ji. We also have with us Shri Manoj Gupta. Chief Financial Officer of the company. Manoj, kindly introduce yourself.

Shri Manoj Gupta: Good afternoon, everybody. Myself Manoj Gupta, Chief Financial Officer of your company and I'm joining this meeting from Noida. Thank you.

Chairman: Thank you. Manoj. We also have with us the representative from our statutory auditor Shri Vivek Raut, Partner of M/s. S S Kothari Mehta & Co. LLP Chartered Accountants. Vivek ji, can you introduce yourself?

Shri Vivek Raut: Myself, Vivek Raut I am attending from my office at New Delhi. Partner of S S Kothari Mehta Co., Statutory Auditor of the Company.

Chairman: Thank you. Vivek ji. We have with us secretarial auditor and scrutinizer of this meeting, Smt. Manisha Gupta, Practicing Company Secretary.

Smt. Manisha Gupta: Good afternoon, everyone. I'm Manisha Gupta, Practicing Company Secretary I'm Secretarial Auditor of the Company and also a scrutinizer to scrutinize the remote e-voting (including e-voting during the AGM) process in a fair, transparent and efficient manner for this AGM. I am attending this meeting from my office in Delhi. Thank you.

Chairman: Thank you, Manisha ji.

Chairman: The annual report for the financial year ended 31st March 2026 containing the financial statements have already been circulated to the members electronically. With your permission, I take it that you have gone through the same the Auditor's reports on the financial statements and the secretarial audit report of the Company for the financial year 31st March 2026 do not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, the reports are not required to be read out as provided in the Companies, Act 2013.

Now, with your permission, I will begin my formal address to you.

Good afternoon member,

It gives me great pleasure to welcome you to this 37th Annual General Meeting of your company. Over decades, our journey has been shaped by resilience, innovation and an unwavering commitment to deliver high-quality textile products to customers across the world. As the global landscape continues to evolve, our core values continue to guide the way we conduct our business.

FY 2025-26 was in many ways a year of choice, a year in which we chose to turn market volatility into an opportunity to strengthen the company for the future. Our approach was guided by the three strategic imperatives, Endure, Evolve and Excel. It helped us to navigate a difficult operating environment while creating a platform for a stronger and more competitive advantage. I would now like to present a brief overview of the prevailing economic conditions in the country and across the global textile industry before sharing the performance and outlook for your company.

The global economy continues to operate amid a complex and uncertain environment characterized by macroeconomic volatility, changing trade dynamics and ongoing fiscal pressures. Despite ongoing geopolitical tensions, tariff challenges and financial headwinds, global economic growth remained steady at 3.3% in calendar year 2025. The business environment was further influenced by ongoing conflicts including the Russia, Ukraine war and instability in the Middle East, as well as the tension affecting the state of Hormuz, which have affected trade routes, freight costs and supply chain stability. India continues to benefit from powerful long-term drivers, a young and growing population, rising income levels, improving workforce participation and continued consumer price index, all of which provide a supportive foundation for consumer confidence and discretionary spending. Domestic demand for apparel and textiles is expected to remain an important growth driver over the medium term.

The past year has marked a defining shift in India's external trade relationship. Free trade agreements concluded with key markets are expected to further improve market access and enhance the competitiveness of exports from India. The India UK Comprehensive Economic and Trade Agreement, which came into Force on 15th July 2026, is an important development in this regard.

While the India New Zealand FTA has also been signed on 27th April 2026. The conclusion of the negotiations for the India EU Free Trade Agreement has undergone significant development for the textile industry. The European Union is one of the largest and most quality conscious textile markets in the world. For Indian textile exporters, improved market access in Europe will help reduce the tariff disadvantages vis-a-vis our competing sourcing destinations and create opportunities for higher volume and better realization. The EU FTA provides preferential market access for more than 99% of India's merchandise exports by value, including textiles and apparel. We view the EU FTA not only not as an incremental tariff adjustment, but as a multiyear tailwind that would materially expand our market and reset the long-term growth trajectory of the Indian textile industry. For us, the timing could not be more favorable.

On the industry scenario front, the global textile industry remains a cornerstone of the manufacturing sector, playing a pivotal role in economic development and international trade. Established production centers such as China, India, Bangladesh, and Turkey continue to anchor the industry's value chain, while emerging markets like Vietnam have significantly strengthened their global position. Valued at 1,065 billion in 2025, the sector is intricately linked to the dynamics of fashion, retail, home furnishing and continues to evolve in response to changing consumer preference and lifestyle Trends.

In fiscal 2026, the global textile and fashion industry navigated a rapidly evolving landscape marked by shifting trade dynamics, changing consumer behavior and accelerating technological innovation. Changes in tariff regimes reshape global trade flows, compelling brands and suppliers to adopt more agile sourcing strategies. At the same time, consumers increasingly favored value driven spending with greater emphasis on personal wellbeing, durability and product longevity. The rapid adoption of artificial intelligence is also beginning to influence the industry from product development and demand forecasting to supply chain and customer engagement.

These trends reflect a broader transformation underway across the sector. Despite persistent challenges, the industry exhibited notable resilience through ongoing innovation and strategic realignment. However, pressures remained evident with global capacity utilization moderating to about 73%, reflecting underutilized production. Despite a recovery from earlier lows.

In fiscal 2026, the Indian Textile industry also demonstrated resilience with steady domestic demand though impacted by US Tariff in certain segments, providing an important counterbalance to a subdued export environment. Global headwinds continued impacting the export performance. Despite these challenges, the sector demonstrated adaptability by recalibrating operations and sharpening its focus on increasing efficiency.

The domestic market emerged as a critical anchor, supported by steady consumer demand, expansion in organized retail and rising consumption across both urban and semi urban markets. To sustain profitability, companies increasingly focused on value added products, broader product portfolios and cost rationalization strategies. At the same time, margin pressures remained due to persistent cost inflation. Volatility in raw material prices, particularly cotton, along with higher logistics and energy costs, continue to squeeze margins. In response, companies adopted calibrated production in inventory strategies, aligning output more closely with prevailing demand.

Against this backdrop, your company entered the new financial year 2026-27 with stronger business operations. Steps taken over the past years to improve operational efficiency, strengthening value added capacity and steadily restoring profitability have positioned Maral to participate in the next phase of industry growth. Our priorities remain clear to improve operational efficiency, deepen our presence in priority markets, particularly Europe and the USA, and convert emerging opportunities into sustained energy earnings growth. We will remain agile, disciplined and ambitious in equal measure.

Company's performance

Company's performance during fiscal 2026, your company remained focused on factors within its control such as prioritizing operational efficiency, cost optimization and reinforcing core business fundamentals. Strengthening relationships with existing customers remained a strategic priority as we believe that long term customer partnerships are vital for resilience and market volatility.

Your company achieved a turnover of Rs. 980.87 crores for the financial year ended 31st March 2026 against Rs. 1,047 crores in the previous financial year ended 31st March 2025. Further, the company achieved an operational profit of Rs. 71.19 crores for the financial year ended the 31st of March 2026 as against Rs. 45.22 crores in the previous financial year. The company recorded a Net profit of Rs. 3.26 crores for the financial year ended 31st March 2026 against a net loss of Rs. 24.20 crores reported in the previous financial year.

This improvement reflects the progress made through tighter cost control, improved operational discipline and a greater focus on value added business.

Segment wise business performance

Yarn: Speaking about segment wise business performance, yarn remains your company's flagship business, providing scale, flexibility and product depth across cotton, blended and specialized yarns. Overall performance was subdued during the year primarily on account of on account of demand pressure and pricing challenges in the Grey Yarn segment, particularly from domestic exporters catering to the US market. However, Mélange and Dyed yarn were stable and showed improving trends over the course of the year.

Looking forward, the Company will continue to pursue a focused marketing strategy with particular emphasis on strengthening customer relationships to capture incremental market share with better margins. Dyed yarn continues to perform robustly and provides a sound base for further growth supported by the 25% capacity expansion which has just been implemented.

Fabric: Fabric did not witness volume growth for a major part of the year owing to weak demand in both the domestic and exports markets along with shifting of government sourcing to lower tariff regions. However, the company maintains stable business with its key customers and continue to focus on improving operational efficiencies and product development. The segment remained profitable despite a lower capacity utilization.

The global textile landscape continues to evolve with geopolitical developments and changing sourcing strategies influence trade flows. Your company is actively reducing its dependence on concentrated geographies and exploring opportunities across markets benefiting from favorable trade arrangements. These efforts, together with operational strengthening and evolving sourcing patterns will enforce the company's long term sustainable growth across global markets.

Garment: In the garment business, the environment remains soft, particularly in the US largely due to tariff related uncertainties and cautious customer buying. The Company focused on diversifying its market presence towards domestic as well as the UK and EU markets. Necessary measures were undertaken to stabilize the business and improve performance in the second half of the year through operational improvement and consolidation of the business for better utilization of resources and capacity will lead to better performance in the coming months.

Your company's integrated structure continues to support the garment business through faster turnaround, better quality control and the ability to respond effectively to customer specific design and material requirements. The India UK FTA which is now in force and the conclusion of negotiations for the India EU FTA are expected to create additional opportunities over time.

Operational Performance – 30th June 2026

Looking at our operational performance for the first quarter ended 30th June 2026, the results of the 1st quarter of the current financial year 2026, your Company recorded a turnover of Rs. 263.21 crores as against Rs. 225.50 crores in the corresponding quarter of the previous year, representing an increase of 16.72% in revenue. Operational profit was Rs. 22.45 crores against Rs. 6.27 crores in the first quarter of last fiscal and a net profit of Rs. 5.98 crores in the first quarter of the current fiscal as against a net loss of Rs. 12.57 crores in the first quarter of the last fiscal. Despite the increased freight and energy costs and increase in minimum wages, your company reported EBITDA margin of 8.34% in the first quarter of the current financial against 2.78% in the corresponding period of last year.

Financial year 2026-27 has started on an encouraging note. Despite continued uncertainty in global markets and pressure on demand and margins in certain export segments. Looking ahead, we remain optimistic about the coming quarters. With increasing interest among global customers in India as a sourcing destination and improving trade opportunities, we see potential to strengthen relationships with existing customers and establishing businesses with new customers. Our focus will remain on improving productivity and capacity utilization, controlling costs and delivering consistently to our customers. We believe these efforts will help us build on the progress made in financial year 2026 and support sustainable growth in the years ahead.

I take this opportunity to express sincere gratitude to my colleagues on the board for their valuable guidance and advice to the management of the company. On behalf of the Board of Directors of the Company. I also take this opportunity to express my sincere thanks and gratitude to all our bankers, central and state governments and various authorities, stakeholders and members for their cooperation and continued support.

Our team of people are the real source of our success and I take pride in the unswerving contribution and commitment of our people for their relentless efforts. Once again, I would like to express our earnest gratitude to each one of you, our members, for your continued support.

Best wishes to all of you and your family for a good health. Thank you.

Company Secretary: Thank you, Chairman Sir. We have received requests from 10 members of the company for registering themselves as a speaker shareholder in the AGM Today. We request the speaker member to limit the speech to 3 to 5 minutes for benefit of other members.

Chairman sir would be responding to such queries either at the AGM or subsequently through email. Now I would like to highlight to the speaker that when I take your name your mic will be opened by the moderator of this meeting.

You will have to also unmute mic from your end and express your views and or ask questions. I now invite Shri Manoj Kumar Gupta who has registered himself as a speaker to express his view and ask questions.

Shri Manoj Kumar Gupta (Speaker Shareholder): Hello.

Chairman: Yes, Good afternoon, Manoj ji.

Shri Manoj Kumar Gupta: Good afternoon. Respected Chairman, Board of Directors, fellow shareholders. My name is Manoj Kumar Gupta. I've joined this meeting from City of Joy Kolkata. Sir, I could not see and video is not working. Hello.

Chairman: We are not able to see you. Manoj ji can you turn your video on please?

Shri Manoj Kumar Gupta: That option is not given by the moderator. Now I will get that.

Moderator: Just check. Now.

Chairman: You can continue to speak. Manoj ji.

Shri Manoj Kumar Gupta: Hello. Now. Now can you see me? Sir?

Chairman: No, we cannot see you. But you can continue to speak.

Shri Manoj Kumar Gupta: Now. Video has started. And now.

Chairman: Now we can see you. Thank you.

Shri Manoj Kumar Gupta: Thank you. Yeah. Respected chairman and board of directors and fellow shareholders. My name is Manoj kumar Gupta. Joined this meeting from City of Joy Kolkata. I feel proud to be a of a L&G Group which is believe in the corporate democracy and to believe in to return to the employees and the investors. So, you have covered several things which were surrounding in the mind of investing trust. You have not left anything that s can ask you something. Because you have covered all things past, present, future. But anyway, I have two questions. What's your future plan? And how you will turn down the company to return to the employees and investors. When the investors will get return on their investment. And how you will reward to the investor. And now the the textile industry is booming. Garments industries are booming. So, what's your plan in that regard? After the Bangladesh incident. Sheikh Hasina Incident. Those were industry Bangladesh. They have returned back to India like Raymond, Arvind and others. So, what's your how you will fulfill the demand of yarn and the textile in coming time and to. And what's your planning to fulfill the vision of our beloved Prime Minister Vikshit Bharat Made in India with the logo of making India to export in humble. What's your plan in the export And I strongly all these all the resolutions. With the hope that when we meet next our sale price will be double and we will get good return under the umbrella of L&G Group. Because our promoter Ravi is also listening our views. And. And he. He and you and he. He will take a positive step to return to the employee and the investors in coming time under your umbrella. And thanks to the company secretary and his team to help us to join this meeting through vc. Sir. Thank you, sir.

Chairman: Thank you. Manoj ji. To answer very briefly on a few points that you have mentioned. As I. As I mentioned earlier our approach is to continuously increase production of our value-added products. And this will give us better margin and better market access. And as I mentioned we had set up a Milan spinning unit two years back. And we have very recently added capacity in our fabric division and our yarn dyeing

division. Only to convert more of our basic yarn into value added yarn and value-added products which will give us better margins. So, this exercise will continue in the coming time in years and months and I'm sure that we will be able to get give you better return on investment as far as Bangladesh is concerned. Bangladesh market has had a bit of a hiccup in the last one year because of various reasons.
So as a concerted effort we diverted a lot of our business from Bangladesh to Europe which has given us better customers, better margins and more market access. So, this has helped us quite a bit in improving our margins all across various segments of yarn. However, we continue to export to Bangladesh but to very limited customers with whom we have been working for many, many years. We are both in the domestic market as well as for the export market and in the domestic market we cater mainly to customers who are export driven. So, most of our business is nominated business by international brands and we supply yarn and fabrics to them mainly on behalf of these international brands for them to convert and export to the ultimate customers. Thank you.

Company Secretary: I now invite Shree Toni Bhatia who has registered himself as a speaker shareholder to express his view and ask question,

Shri Toni Bhatia: Am I audible? Hello?

Chairman: Yeah, I see you

Shri Toni Bhatia: Yes, sir. Okay. Thank you sir. Thank you, sir. Thank you. Respected chairman, sir. Members of the board and fellow shareholders, good afternoon. I would like to congratulate the management and employees of Maral Overseas for delivering a meaningful turnaround. In FY25-26, revenue stood at 980.87 crores compared to 1047.03 crores last year while EBITDA improved sharply from 45.22 crores to 71.19 crores. Most of most importantly, the company moved from a net loss of 24.20 crores to a net profit of 3.26 crores. Net cash generated from operations also improved significantly to 89.58 crores. I appreciate the company's efforts towards cost rationalization, improving operational efficiency, reducing reduction rates, better working capital management, market diversification. Diversification and scaling the Malanga Yarn Malanga yarn business to full capacity. I particularly appreciate the company's decision to focus on higher value-added products and diversify its exports markets rather than remain dependent on Traditional Geographic the 25% expansion in diet yarn capacity and when the successful scaling of the mining business in full capacity are encouraging. With the India EU Free Trade Agreement opening up potentially significant opportunities for Indian textile exporters, Maral appears well positioned to benefit from the structural shift. At the same time, I believe there are areas that require continued attention. Overall capacity utilization is around 71% and the government division continues to report a negative EBITDA margin of 1.06 and a negative PAT margin of 10.35%. The company made a considerable progress during the year but the next challenge will be converting this operational turnaround into consistent profitability and stronger return for shareholders. I thank the management employees for the hard work undertaken during the year. The turnaround has clearly begun and I hope company can now build on the foundation and deliver sustainable and profitable growth. Sir, with your permission I have two three questions. Small questions. My respective Chairman sir, revenue declined by around 6% yet EBITDA increased by more than 57% from 45.22 crores to 71.19 crores. Could management explain how much of this improvement has come from permanent cost reduction and operational efficiency and how much was due to temporary factors such as raw material prices or product mix? The 2nd government division generated around 190 crores of revenue but still reported a negative EBITDA margin of 1.06% and a negative PAT margin of 10.35%. What is the management specific plan to make this division profitable and by when can shareholders realistically expect to its breakeven? Last model Management has described the India EU Freight Rate Agreement as a major structure opportunity for Maral. Would you give shareholders a quantitative target for the additional export revenue of capacity utilization that the company expects to generate from the EU market over the next two to three years? With this Shri My respective chairman corporate governance you have shown in such a good way good manner for this credit goes to CFO and company Secretary. I am thankful to the company secretary for sending me link and balance it well in well in time. And as you said in the chairman speech, such a beautiful you speak you gave. I am sure with God grace Company will again turns the corner. I support resolution although I am supporting all the resolution but resolution number 2 3, 4 I strongly support them. I have full faith in the management Sir. I am one of the original allotted shareholders of Marale Overseas and in RSWM Rajasthan Spinning Mills and HD Hindustan Electrocofite. I am a shareholder since 1980 when registered office was in somewhere in east of Kalash. If I am not wrong with these words, I support and seconded the balance sheet. God bless you Shri Chairman. Thank you, sir.

Chairman: Thank you so much. Toni ji I would request Shantanu to kindly answer some of the queries raised on governments and in relation to the EU market.

Shri Shantanu Agrawal: Tony ji thanks you so much for your comments. Your comments are well placed. And. With regards to your question regarding the government's business, last 3 years have been challenging for the export markets because of all the disruptions that have been happening in geopolitics. And our endeavor has been to reduce our cost base to a level which is commensurate with the reduction in revenues. And to that end we have been consolidating our operations and most of the cost reductions are from permanent reductions in our cost base. We believe that we have now reached a level which is in our cost base which is. Which will give us good break evens and our margins should improve going forward and we should report EBITDA break evens soon.

Chairman: Thank you.

Company Secretary: So now I invite Shri O.P Kejriwal who has registered himself as a speaker to express his views and ask questions.

Shri O.P Kejriwal: Hello sir, can video link? Do you provide video link, sir?

Company Secretary: Yes sir, just switch on a video.

Shri O.P Kejriwal: Hello sir can I audible?

Chairman: Please welcome.

Shri O.P Kejriwal: Thank you, sir. Thank you. Good afternoon sir ji.

Chairman: Good afternoon

Shri O.P Kejriwal: And good afternoon, everybody. Attending this AGM myself Omprakash Kejriwal attending this AGM from Kolkata Thank you Sir ji for providing the platform to speak something before you. Thanks to our security department.

Especially thanks to Shri Anil Gupta for calling me and taking me. No, this is my 4th AGM only due to virtual. So, if possible, please follow this virtual AGM next year also. So that more and more investors from different parts of the world could join our AGM and express their views and company could take benefit from their do so. Last year we were not so optimistic. But ultimately, we came into profit after all the adjustment. Our EPS is 0.79 on face value of rupees 10. Previously it was -5.83. Though our revenue is down to rupees 981 crore from rupees 10.47 Crore in previous year in three segments. Garment segment is still making losses though it is lower compared to previous year. That your first quarter result is good. Our revenue has increased from 226 crore to rupees 263 crore. Our net profit has increased from loss of rupees 12.5 crore to profit of rupees 6 crore. And so, our EPS is rupees 1.44 compared to -3.33 in corresponding quarter of previous year. In fact, from March quarter onward we are doing well. Sir ji, what is your expectation for the remaining three quarters? Can we declare some dividend current finance? Please express your view, sir. So yeah, few more questions. India has done FTA with many countries. In fact, FTA with the UK just started from the 15th of July. What is the position of our company after this FTA? Because it was long long-awaited event 2nd sir, yarn prices have increased approximately 150% in last six to nine months. What is your expectation regarding its future outlook? AS few requests also for factory visit. I'm your very old shareholder so please organize a factory program so that we can see how it is running at second because sir, please do remember the speaker shareholders at the time of festivals in the same manner as you remember your friends and relatives at last, please maintain your smile and be cheerful. We are always with you as a long-time visit thank you. Thank you, sir.

Chairman: To answer a few of your queries, number one, we do hope that we would continue with the same level of performance as our quarter one so we should see this year ending with some good results. The market continues to be burned and we see that it is receptive and exports are improving. But yarn prices as you mentioned have not increased to the level that you have mentioned, not by 150%. They had increased momentarily because of increase in raw material prices, but they have since come down and as I mentioned in my speech, margins are under slight pressure but we are profitable. So, I'm not too worried about it going forward. As far as the UK FTA and the EU FTA is concerned, it is still very early days. We have started getting inquiries from our customers based in UK and hopefully a lot of it should convert into business in the coming quarters. And we already are working with a lot of customers in EU and once the FTA is signed then our business with them will grow and we will be able to add some new customers as well. Thank you.

Company Secretary: Now I invite Henil Bagadiya who has restored himself as a speaker to express his views and ask question.

Shri Henil Bagadia: Hi sir, I hope I'm audible.

Chairman: Yes, you are.

Shri Henil Bagadia: So, thank you for the opportunity. So, I actually sent a list of questions in advance. I hope the management has received the same if they can acknowledge on the same.

Chairman: Yes, we have. We have received a very long question are from you Henil ji and we will respond to you on email with all the queries that you have raised. If there is any specific issue that you would like to discuss today, we'll be very happy to answer it.

Shri Henil Bagadia: So, thank you. I'd like to just have some brief questions. Some may be a part, some might also not be a part, but thank you for the opportunity. So, with respect to the EBITDA margins, if you can give some understanding how the EBITDA has actually improved because earlier, we were not actually generating enough profits and we've actually come to 7% level. So how much has been structurally because of favorable yarn spreads and how much has been because of forex so we've actually we peaked our revenues in FY-22 and I think so we had also guided for 1500 crores. So based on current situation, current yarn prices and current environment, both geopolitical and economical environment, do you see that target being achieved in the next few years or do you still see some where there'll be sluggishness and we might actually have to overcome this phase? And also, some more understanding on what the internal ROC targets are and the EBITDA margin targets are. And also, on the working capital days because we've actually reduced the working capital days to about 90 from 140. Do you see further scope for reduction or do you see this to be structurally stagnant from now on? So, with respect to inventory, because of the current trade issues and the situations globally, do you see a higher inventory level that we have to maintain in order to serve our customers or do you see the inventory levels actually coming down in future? So, with respect to utilization, I think so the spinning had got good utilization. If you could give some more understanding on how the utilization in the fabric and garment will improve and garment. We've actually been through three restructuring but we still not been able to hit profitability. So, what is the near-term guidance on the garmenting side? On the fabric side? I think so. It's been sluggish. So, do you plan to get into any value-added fabrics spinning side? I think so.

What is the strategy to reduce a gray fabric? Because there the spreads are very thin and how do we actually plan to increase on the melange and the dyed fabric side? And for the melange? I think so. We had actually put up a plant and was near full utilization. So, if you could give the understanding on dyed and melange, what the utilization levels are right now and is there a scope actually, is the facility actually fungible between gray to move it, move it from gray to dyed or melange? So, with respect to yes sir,

Chairman: I think, you have a lot of questions, Henil Ji. I'll just answer a few of them and then we'll get back to you through mail on all your other queries. Just to give you a brief today, after reconsolidating our garment business, the garment business is running at near 100% capacity utilization. Our three spinning divisions, gray and dyed yarn and melange yarn are running at virtually 100% capacity utilization. And our fabric division today is running anywhere between 80 to 85% utilization. We don't sell any gray fabrics at all Whatever gray fabrics we produce is used in house to convert into dyed fabrics and in dyed fabrics, although we do produce some basic fabrics. But most of the fabrics are value added fabrics specific to customer needs in the international market. So, most of the fabrics that we produce or that we develop for customers are according to their specific requirements and applications. And these also include special wear like sportswear, loungewear and many other applications. Our capacity utilization hopefuls hopefully should continue the way it is. Our return on capital employed in the first quarter was close to about 12 and a half percent and we sincerely hope that this trend will continue throughout the year and we'll continue to maintain it for years to come as well, barring any unforeseen circumstances. But all this has happened mainly because of our very rigorous exercise going through our restructuring, cost rationalization and operate, improvements in operational efficiencies and also market access and market rationalization. To specifically mention about stocks, I think we are probably at the lowest possible level of stocks that in any textile mill one can maintain. We manage a stock level of about 55, 50 to 55 days in cotton and raw material and about 40 days in terms of outstanding and receivables and anywhere between 30 to 32 days in terms of WIP and finished goods. So, as you very rightly mentioned, our working Capital turnaround is 90 days and we are trying to reduce it to about 80, 85. Practically speaking, it is taking us some more time. So, we are on that job and I think rest of the things, I think as far as governments are concerned. Shantanu has already talked about it a little while back that our garment business is now structured in a way where we are seeing very high-capacity utilization and we should be able to turn the corner very soon. Thank you.

Company Secretary: I now invite Vishal Porwal who has registered himself as a speaker to express his views and ask questions.

Shri Vishal Porwal: Yes, sir. Am I audible?

Chairman: Yes. Yes. Please go ahead.

Shri Vishal Porwal: Yes, a good, very good afternoon. Respected chairman, sir, board of director and fellow shareholders. My name is Vishal Porwal. I am speaking from Udaipur, Rajasthan. First of all, I would like to congratulate the management and entire team of Maral overseas of their continued efforts and contribution to textile industry. As a long-term shareholder, my main focus is on how the company can achieve a sustainable growth improve shareholder values. I have two questions, sir. The exports are the important growth opportunity in the textile industry. Could the management please share the percentage of export company revenue currently came from export? What is the company targeted? The increase the export revenue over the next three to five years and also the new international market. Does the company see the biggest opportunity and how does management plans to improve the export margin while managing currency and global demand risk? And thank you so much, sir to giving me opportunity to speak. I wish you entire management and fellow shareholders to success in the future. Thank you.

Chairman: Thank you, Vishal ji. Our ratio of exports to domestic is about 55% exports and 45 domestics. But it keeps changing depending on market condition. Because what is more important is to maximize profits and margins. So sometimes we see a situation where the domestic market is more resilient to international market conditions. So. And the demand increase. So, we shift a part of our business to the domestic market. But we are constantly looking at new opportunities. We have started exporting to the African continent, to the South American continent. We have increased our exports to Europe over the last one year and this exercise is a continuing effort to improve market access. So, we will continue to do that. But in the long run I still feel that we cannot lose sight of our domestic customers with whom we have been working for many years. So, the ratio will be more or less somewhere in the region where we are right now. Thank you.

Company Secretary: I now invite Shri Gaurav Kumar Singh who has tegistered himself as a speaker to express his views and ask questions.

Shri Gaurav Kumar Singh: Yes, hello. Am I audible? Sir,

Chairman: yes, sir.

Shri Gaurav Kumar Singh: Okay. Thank you so much. Respected chairman, board of directors and fellow shareholders. Good afternoon to all of you. Myself Gaurav Kumar attending this agent from Delhi. First of all, thank you so much for giving me this opportunity to express my views on this platform.

Company Secretary: Sir, your voice is not clear. Now. Now it is okay, sir.

Shri Gaurav Kumar Singh: Yes, now it is okay. Hello.

Company Secretary: Yes, it's okay. Go ahead.

Shri Gaurav Kumar Singh: My question is that. Sir, my question is how the board plans to maximize value over the next five years after how much of new customer acquisition is coming through digital channels and what investments have or plan to strengthen direct an online business. Answer. What are the key challenges and opportunities currently we are facing? and last is how many legal cases in our company and what steps have been taken to reduce them. Also, I like to mention here that I was. I was informed by your secretary team that my speaker serial number is two. And I was waiting for that. But my name is called at speaker number eight. So, I don't know what happened. So please look into future it. ऐसा न हो सर प्लीज किसी भी स्पीकर को सर 2 या 3 मिनट्स से ज्यादा का टाइम ना दिया जाए, क्यूंकि और भी स्पीकर लाइन में है वेट कर रहे थे वैसे तो अगम घंटो तक चलती है I support all the resolutions but, in the end, I wish the best for the company and a great help for all of you. Thank you, sir.

Chairman: Thank you. Gaurav ji as far as the legal cases are concerned, we don't have too many legal cases pending in the company and we are constantly reviewing them. And we have a legal team which is. Which is pursuing them in the courts at different levels. So, I think in. In the last one year we've reduced quite a lot of outstanding legal cases. And I think that effort will continue next five years. We are working on a plan for value addition Increasing production of value-added yarn and fabrics. And I think I've had a discussion with our board and we will continue to review. And as soon as I am ready with details, we will get the approval of the board and go ahead. And then I will brief you in my next meeting. Thank you.

Company Secretary: Now I invite Bharat Raj who has restored himself as a speaker to express his views and ask questions.

Shri Bharat Raj: Sir. Very good afternoon, Shri Chairman. Enter board of directors and kiss of my company. I am from Hyderabad. First of all, Chairman sir. Wonderful performance and lot of information given your speech. Except for all the resolution and thank the security department sent me the link and the annual report. They're maintaining the good corporate governance. A lot of questions are raised by so many speakers. A lot of information I get. But even though due to the geopolitical bar field cost has increased. So what will the impact on my balance sheet sir and what is your capex plan for this financial year? Once again sir, please remember the speaker show notes in the Diwali time. Your love and affection. Once again thank you for giving this opportunity. I am Bharat signing off from Hyderabad. Thank you.

Chairman: Thank you Bharat ji. On the geopolitical front I think the main issue is the logistics cost. Because shipping costs have gone up by as much as 400%. So, it has impacted our margins to some extent. But we are continuously reviewing it. And hopefully we should be able to maintain our profitability as. As we had mentioned earlier and as far as the capital expenditure plans are concerned, I mentioned a little while back we are continuously reviewing it. And we will have the board review it further and then we'll take a call on it. Thank you.

Company Secretary: I now invite Smt. Davinder Kaur who has registered herself as a speaker to express her views and ask questions.

Smt. Davinder Kaur: Am I audible.

Chairman: Yes, please go ahead.

Smt. Davinder Kaur: Welcome Sir जून क्वार्टर. के रिजल्ट हमारे अच्छे रहे हैं. बाकी नोएडा के अन्दर जो हमारी यूनिट हैं, उनको 1 करने का जो प्लान चल. रहा है, उसके बाद हमारी कंपनी को. क्या बेनिफिट होगा थोड़ा आप इस बारे में बताइए। Thank you for the management team. Thank you for the secretarial team.

Chairman: Thank you. Davinder ji. Shantanu, can you answer that please?

Shri Shantanu Agarwal (Managing Director): देवेंद्र जी जैसा की अभी मैंने बताया था। हम लोग हमारा कॉस बेस नेशनलाइज करने के लिए यूनिट्स को कंसोलिडेट कर रहे हैं। नोएडा में ताकि गवर्मेंट डिविजन के मार्चेस इम्प्रूव हो सके। अब हमारा कंसॉलिडेशन की प्रक्रिया पूरी हो चुकी है। And we believe that our cost base is now commensurate with the demand environment that we are seeing. हमारे युटलाइजेशन के figure improve हो रही है एंड साथ साथ हमें margin में improvement देखना चालू रहेगा। Thank you

Company Secretary: Sir, we have received request request from 10 shareholders out of that 8 have already attended. Two shareholders, one Shri Gagan Kumar and another shareholder Shri Pramod Kumar Jain has have not attended this meeting. Queries received in chat box are already addressed while answering to the questions of the speaker shareholders. So now I request Chairman sir to put up the resolution for approval of the members.

Chairman: Thank you. Thank you, all the members, for attending and participating in this AGM. We have five resolutions for approval of members in this annual general meeting.

Item no. 1, ordinary business: To receive, consider and adopt the audited financial statements for the financial year ended 31 March 2026 and the reports of the board of directors and statutory auditors thereon. The resolution is placed before the meeting to be passed as an ordinary resolution.

Item no. 2, ordinary business: To appoint a director in place of Shri Ravi Jhunjhunwala (DIN 00060972) who retires by rotation and being eligible offers himself for reappointment. The resolution is placed before the meeting to be passed as an ordinary resolution.

Since I am interested in items number three and four, I would request Shri Raman Singh Sidhu, independent director of the company to chair the meeting for items number three and four.

I now hand over to Shiri Raman Singh Sidhu.

Shri Raman Singh Sidhu: Hello. I'm sorry. Thank you Chairman.

Item no. 3, Special Business: To approve the restructuring of the remuneration of Shri Shekhar Agarwal (DIN: 00066113), Chairman & Managing Director and CEO. The resolution is placed before the meeting with the request that it be passed as a special resolution.

Shri Raman Singh Sidhu:

Item no. 4, Special Business: To approve the restructuring of the remuneration of Shri Shantanu Agarwal (DIN: 02314304), Joint Managing Director. The resolution is placed before the meeting with the request that it be passed as a special resolution.

Chairman: Thank you, Raman ji.

Item no.5, Special business: To ratify the remuneration payable to M/s. K. G. Goyal & Co. (Firm Reg. No. 000017) Cost Auditors for the financial year 2026-27. The Resolution is placed before the Meeting to be passed as Ordinary Resolution.

Members who have not cast their vote through remote e voting or e voting during the proceedings of this AGM are requested to kindly vote on the proposed resolutions. The e voting module in the AGM is already active. Members may note that the results will be declared on or before 27th August 2026. After considering the e voting done today by members participating in this AGM and also the remote e voting already done by members. To further inform that the results along with the scrutinizer report shall also be submitted to the stock exchanges that is the National Stock Exchange and the Bombay Stock Exchange and will also be placed on the company's websites and NSDL. All the business set out in the notice of this meeting have been concluded and a time period of 15 minutes would be available for voting at the meeting.

After which the meeting will stand closed. Stay safe, take good care of your health. Thank you very much and see you next year. Thank you everyone.

*****