MARAL OVERSEAS LIMITED
CIN: L17124MP1989PLC008255
Registered Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad,
Distt. Khargone - 451 660, Madhya Pradesh
Phone: +91-7285-265401-265404, 265417
Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301, Uttar Pradesh
Phone: +91-120-4390300, 4390000 (EPABX)
E-mail: maral.investor@lnjbhilwara.com, **Website:** www.maraloverseas.com

PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

Notice of Postal Ballot

Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 **("the Act")** read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 **("the Rules"),** Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")**, Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India **("SS–2")**, also read with General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs **("the MCA")** read together with previous circulars issued by the MCA in this regard (hereinafter referred as **"MCA Circulars"**), or any other applicable laws and regulations, the Company hereby seeks the approval of the Members for transacting the Special business as set out hereunder proposed to be passed by the Members of Maral Overseas Limited **("the Company")** as Special Resolution through Postal Ballot by voting through electronic means ("**remote e-voting**").

The Explanatory Statement pursuant to Section 102 and 110 of the Act and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons thereof, is annexed to this Postal Ballot Notice.

In compliance with the MCA Circulars and applicable provisions of the Act, the Company is sending this Notice in electronic form to those Members only whose e-mail addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the 'assent' or 'dissent' of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Postal Ballot Notice.

In compliance with Listing Regulations and pursuant to provisions of Section 108 and 110 of the Act read with the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their vote(s) electronically.The

Company has engaged National Securities Depository Limited **("NSDL")** for facilitating remote e-voting to enable the Members to cast their votes electronically. Members are requested to read the instructions in the Notes to this Postal Ballot notice to cast their vote electronically through the e-voting process which commences from **Friday, 21st, November, 2025 at 9:00 a.m. IST and ends on Saturday, 20th December, 2025 at 5:00 p.m. IST (both days inclusive).**

The Board of Directors of the Company has appointed Smt. Manisha Gupta, Practicing Company Secretary (Membership No. FCS 6378 and Certificate of Practice No. 6808) of M/s. Manisha Gupta & Associates, as the Scrutinizer for conducting this Postal Ballot Process through the remote e-voting in a fair and transparent manner.

After completion of scrutiny of the votes, Scrutinizer will submit the Report to the Chairman of the Company or any person authorised by him. The results of Postal Ballot along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised by him, within 2(two) working days i.e. **on or before Tuesday, 23rd December, 2025 at 5:00 p.m**. The same will be displayed on the website of the Company: www.maraloverseas.com and on the website of NSDL: www.evoting.nsdl.com and shall also be communicated to BSE Limited **("BSE")** and National Stock Exchange of India Limited **("NSE")**, where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Resolutions will be taken as passed effectively on the last date of remote e-voting **i.e. Saturday, 20th December, 2025.**

SPECIAL BUSINESS

1. **To approve the appointment of Shri Suman Jyoti Khaitan (DIN: 00023370) as an Independent Director of the Company**

   To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the Articles of Association of the Company (including any statutory modification or re-enactment thereof for the time being in force), Shri Suman Jyoti Khaitan (DIN: 00023370), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 4th November, 2025, upon the recommendation of Nomination and Remuneration Committee, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 4th November, 2025 to 3rd November, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution**."**

By order of the Board
For Maral Overseas Limited

Place: Noida (U. P.)
Date: 4th November, 2025

Sd/-
Sandeep Singh
Company Secretary & Compliance Officer
M.No. FCS 9877

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 **("the Act")** and Rule 20 & 22 of the Companies (Management and Administration Rule, 2014 **("Rules")** read with Regulation 17(11) of the Listing Regulations, setting out the material facts and reasons for the proposed Resolution(s) is annexed hereto and forms an integral part of this Postal Ballot Notice. This Postal Ballot Notice is also available on the website of the Company www.maraloverseas.com and at the relevant sections of the website of the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent through electronic mode to those members only whose names appear in the Register of Members of the Company/List of Beneficial Owners as received from the Depositories (NSDL & CDSL) as on **Friday, 14th November, 2025 ("Cut-Off Date")** and who has registered their email addresses with the Company's Registrar & Share Transfer Agent i.e. M/s. MCS Share Transfer Agent Limited or Depositories through the respective Depository Participants. Member who has not received the Postal Ballot Notice may write an email to the Company at maral.investor@lnjbhilwara.com or download from the website of the Company i.e. www.maraloverseas.com or from the website of the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

3. The voting rights of the members shall be in proportionate to their shareholding in the paid up equity shares capital of the Company as on the **Cut-Off Date i.e. Friday, 14th November, 2025.** Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners maintained by the Depositories as on the **Cut-Off Date** will be entitled to cast their votes. A person who is not a Member as on the **Cut-Off Date** should treat this Postal Ballot Notice for information purposes only.

4. Resolution(s) passed by the Members through Postal Ballot shall deemed to have been passed as if these have been passed at a General Meeting of the Shareholders. Resolution(s) will be taken as passed effectively on the last date of remote e-voting **i.e**. **Saturday, 20th December, 2025**.

5. Members who have not registered/updated their e-mail address with the Company or Depository Participant(s), may complete the e-mail registration process as detailed below:

   a) Members holding shares in physical form and whose KYC details including e-mail address are not registered/ updated with the Company, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN linked with Aadhaar; and self-attested copy of address proof (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1, by sending the same to RTA of the Company i.e. MCS Share Transfer Agent Limited, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020, Phone No. 011-41406149-51, Email id: helpdeskdelhi@mcsregistrars.com.

   b) Members holding shares in demat form can update their e-mail address with their Depository Participant(s).

6. The relevant details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 in respect of the Director seeking appointment, are annexed hereto as **Annexure-I** to this Notice. Requisite declarations have been received from the Director seeking the appointment.

7. Members desiring to exercise their vote by using e-voting facility are requested to carefully read and follow the instructions as mentioned at point no. 12 in the Notes. References to Postal Ballot(s) in this notice include votes received through remote e-voting only.

8. The relevant documents, if any, referred in the Postal Ballot Notice shall be available for inspection on the website of the Company i.e. www.maraloverseas.com during remote e- voting period of Postal Ballot.

9. Special Window for re-lodgment of Transfer Request: In terms of SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025, the transfer requests of physical shares which were rejected and returned to the lodger prior to 1st April, 2019 and were not re-lodged before the extended timeline of 31st March, 2021, due to deficiency in the documents/process/or otherwise, can be re-lodged after rectifying the errors, for registration of transfer within period of Six months i.e. from 7th July, 2025 to 6th January, 2026 with Registrar and Share Transfer Agents ('RTA) or Company:

Registrar and Share Transfer Agents (Unit: Maral Overseas Limited) MCS Share Transfer Agent Limited	Corporate Office of Company To Company Secretary Maral Overseas Limited
179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase - 1, New Delhi – 110020, Phone No. 011-41406149 – 51, Email: helpdeskdelhi@mcsregistrars.com	Bhilwara Towers, A-12, Sector-1, Noida - 201 301 (U.P), Phone Nos. : 0120-4390300,4390000 E-mail: maral.investor@lnjbhilwara.com

Transferred Shares will only be issued in demat mode once all the documents are found in order by RTA. The lodger must have a demat account and provide its Client Master List ('CML'), along with the transfer documents and share certificate, while lodging the documents for transfer with RTA. Transfer requests submitted after 6th January, 2026 will not be accepted/entertained by the Company/RTA.

10. Members are requested to provide/update their KYC, nomination and bank account details to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent ("RTA") of the Company or Depository Participant ("DP"). The process of registering the same is mentioned below:

Members holding shares in physical form:	
For updating email address and Telephone/ mobile numbers	**In case Members holding shares in physical form and whose KYC details are updated:** Members shall provide duly filled and signed form ISR-1 along with self-attested copies of PAN Card and Aadhaar Card, to MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent ("RTA") of the Company. *Note: members whose KYC are not updated, shall require to update their KYC along with email address as mentioned herein below.*
KYC and Bank details	**In case Members holding shares in physical form and whose KYC details are not updated:** Members holding shares in physical form shall provide duly filled and signed form ISR-1 along with self-attested copies of PAN card and Aadhaar card, Cancelled Cheque or Bank Passbook/Statement attested by the Bank, to RTA. **For updating signature:** In case of mismatch of signature or updation of signature, Members in addition to the above documents shall provide duly filled form ISR-2 attested by the Banker.

Nomination	**Members whose nominee details are not updated are requested to provide duly filled and signed:** • Form SH-13 for updating the details of Nominee; or • Form ISR-3 for opting out of Nomination; or • Form SH-14 for change in existing Nomination.

Members holding shares in dematerialized form:
Members are requested to contact their Depository Participants (DP) to register their email address, KYC, bank account and/or Nomination details in their demat account, as per the process advised by their DP.

Members may download the relevant forms viz. ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 from the website of the Company at https://www.maraloverseas.com/intimationtostock.php

Members are requested to send the aforesaid relevant forms along with necessary documents to the RTA of the Company at MCS Share Transfer Agent Limited, (Unit: Maral Overseas Limited),. 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020, Phone No. 011- 41406149-51.

In case of any queries /difficulties in registering the email address, members may write to RTA at admin@mcsregistrars.com or the Company at maral.investor@lnjbhilwara.com.

11. The details of unpaid/ unclaimed dividend of the financial year 2021-22 are available on the website of the Company at www.maraloverseas.com. Members who had not claimed their dividend are requested to encash/claim their unpaid/unclaimed dividend by requesting the Company and/or the RTA. Members may note that pursuant to section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), unpaid/unclaimed dividend amount along with the shares in respect of which dividend remain unpaid/ unclaimed by the Members for 7 (seven) years shall be transferred to the IEPF Authority.

12. **INSTRUCTIONS FOR MEMBERS FOR E-VOTING:**

The e-voting period commences on **Friday, 21st November, 2025 (9:00 a.m. IST)** and ends on **Saturday, 20th December, 2025 (5:00 p.m. IST) (both days inclusive).** During this period, the Members of the Company, holding shares either in physical form or in demat form, as on the **Cut-Off Date** i.e. **Friday, 14th November, 2025,** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

(A). Login method for e-Voting for Individual Members holding shares in demat mode.

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per

	the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

(B). Login Method for e-Voting for Members other than Individual Members holding shares in demat mode and Members holding shares in physical mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********

c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Password details for members other than Individual members are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to manisha.pcs@gmail.com with a copy marked to evoting@nsdl.com and maral.investor@lnjbhilwara.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.com.

Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to maral.investor@lnjbhilwara.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to maral.investor@lnjbhilwara.com If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual Members holding securities in demat mode**.

3. Alternatively members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Member holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board
For Maral Overseas Limited

Place: Noida (U. P.)
Date: 4th November, 2025

Sd/-
Sandeep Singh
Company Secretary & Compliance Officer
M.No.: FCS 9877

EXPLANATORY STATEMENT UNDER SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM No. 1

Members may note that based on recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, in their meeting held on 4th November, 2025, appointed Shri Suman Jyoti Khaitan as an Additional Director (Non-Executive Independent Director) with effect from 4th November, 2025. In compliance with the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") Shri Suman Jyoti Khaitan holds office till the date of upcoming Annual General Meeting.

The Company has received consent in writing from Shri Suman Jyoti Khaitan to act as Independent Director and also received intimation to the effect that he is not disqualified from being a Director under Section 164 of the Companies Act, 2013. The Company has also received following disclosures from Shri Suman Jyoti Khaitan (i) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); (ii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018, and NSE Circular No. NSE/ CML/2018/24 dated 20th June, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority; (iii) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company; and (iv) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules of the Companies Act, 2013.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Shri Suman Jyoti Khaitan as an Independent Director of the Company. NRC has considered his qualifications, positive attributes, experience, expertise and independence. Accordingly, the NRC and the Board of Directors are of view that Shri Suman Jyoti Khaitan is person of integrity, and possesses the requisite skills and capabilities, and fulfils the conditions specified under the Act and rules made thereunder read with the provisions of Listing Regulations. Therefore, it is desirable and in the interest of the Company to appoint Shri Suman Jyoti Khaitan as an Independent Director for a term of five (5) consecutive years from 4th November, 2025 until 3rd November, 2030 in terms of the provisions of the Act and Listing Regulations.

Further, in terms of Section 149(13) of the Act, an Independent Director so appointed shall not be liable to retire by rotation under Section 152 of the Act. A copy of draft letter of appointment of Shri Suman Jyoti Khaitan as an Independent Director setting out the terms and conditions, is uploaded on Company's website at www.maraloverseas.com. A brief profile and other details of Shri Suman Jyoti Khaitan are mentioned in Annexure I attached to this Notice.

In line with Company's Nomination and Remuneration Policy, Shri Suman Jyoti Khaitan will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the Board and its Committee meetings.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of Listing Regulations, the approval of the Members is sought for the appointment of Shri Suman Jyoti Khaitan as an Independent Director of the Company.

Your Board of Directors recommend the Special Resolution as set out in Item no. 1 of this notice for the approval of Members.

None of Director(s), key managerial personnel(s) or their relatives except Shri Suman Jyoti Khaitan to whom the resolution relates, is interested in or concerned, financially or otherwise, in the proposed resolution.

By order of the Board
For Maral Overseas Limited

Sd/-
Sandeep Singh
Company Secretary & Compliance Officer
M.No. FCS 9877

Place: Noida (U. P.)
Date: 4th November, 2025

Annexure-I

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

Pursuant to provisions of Secretarial Standard on General Meeting (SS-2) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Shri Suman Jyoti Khaitan
DIN	00023370
Category	Independent Director
Age (in years)	66
Date of Appointment	4th November, 2025
Inter-se relationship with other Directors	None
Qualifications	B.A. (Hons.) Economics and L.L.B
Brief Profile, Expertise in specific functional areas	He is a practicing advocate in India since 1985 and the Founder & CEO of Law Firms, Suman Khaitan & Co. and Khaitan & Partners, both full-service law firms based at New Delhi, India having associates in all important cities in India including Bengaluru, Chandigarh, Chennai, Jaipur, Kolkata and Mumbai. He has wide experience in diverse fields of practice including arbitration, aviation, banking, bankruptcy & insolvency, business restructuring, competition, family settlements & estate planning, infrastructure, insurance, intellectual property (including copyright, design, geographical indications, patent and trademark), litigation, overseas investments & acquisitions, power, real estate, schemes of amalgamations, demergers, takeovers and hive-offs, tax planning, telecom and trusts. His Law Firm Suman Khaitan & Co. is a multi-practice international law firm advising domestic and international companies and emerging businesses on all areas of law with special expertise on arbitration, corporate law, regulatory compliance, labour, environment and litigation. The Firm provides legal services in all areas of law as may be required. The Firm's unique German desk facilitates putting the full range of its professional expertise at the service of German-speaking companies.

	He is a member of leading Chambers of Commerce including CII, FICCI, PHDCCI, ICC India and ICA. He was the President of PHDCCI during the year 2013. He was also a Special Invitee to the Managing Committee of FICCI during the year 2013. He was a member of the Managing Committee of ASSOCHAM and the Chair of the National Council on Legal Affairs & Regulatory Reforms of ASSOCHAM for more than 20 years. He was also a member of Secretarial Standard Board of Institute of Company Secretaries of India. He is also a member of Managing Committee of ICC India and Confederation of Indian Bar, Indian Council of Arbitration, International Centre for Alternative Dispute Resolution and Society of Indian Law Firms. He was a Special Invitee to CII Delhi State Council for the year 2024-25. He was a Special Invitee to CII Northern Regional Council for the year 2023-2024. He is a Member of CII National Committee on Legal Services 2025-26 and has been a Chair of the Sub-Committee on Insolvency Laws under National Committee on Legal Services 2024-2025. He has also been a Member of CII Northern Region – Regional Committee on Economic Affairs & Taxation since 2023-24. He is also an Advocate-on-Record of the Hon'ble Supreme Court of India and a registered Patent Attorney. He also served as an independent legal director on board of leading listed companies including Jindal Stainless Limited, Indo Rama Synthetics (India) Limited, Monnet Ispat & Energy Limited, Monnet Power Company Limited and Skipper Electricals (India) Limited. Presently, he serves as an independent legal director on board of listed companies namely, DCM Shriram Industries Limited, OCCL Limited and RSWM Limited.

List of Other Public Companies in which Directorships held#	1. RSWM Limited 2. OCCL Limited 3. DCM Shriram Industries Limited 4. Khaitan Chemicals and Fertilizers Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Nil
Chairmanship/ Member of the Committee of the Board of Directors of the others Company	• RSWM Limited: - Member of Audit Committee - Chairperson of Stakeholders' Relationship Committee • OCCL Limited: - Member of Audit Committee Chairperson of Stakeholders' Relationship Committee • DCM Shriram Industries Limited: - Member of Audit Committee - Member Stakeholders' Relationship Committee • Khaitan Chemicals and Fertilizers Limited - Member of Audit Committee - Chairperson of Stakeholders' Relationship Committee
Listed Entity from which the person has resigned in the past 3 years	AG Ventures Limited Indo Rama Synthetics (India) Limited
No. of Equity Shares held in the Company	Nil
Terms & Condition of appointment along with detail of remuneration sought to be paid	As mentioned in the draft letter of appointment.
Remuneration sought to be paid	Sitting Fees
Last Remuneration Drawn	Nil
Justification for choosing the Independent Director	As per Explanatory Statement for Item No.1 of the Notice
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He possess the requisite Skills, Expertise, Competencies as identified by NRC which inter-alia includes law, finance, management, and administration.
No. of Board meeting attended during the year	Not Applicable

#Excludes Directorships in Private Limited Companies, Foreign Companies, Membership of Management Committee of various chambers/Bodies and Section 8 Companies and LLP.