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**The Memorandum setting out the terms and conditions of the appointment of Shri Shantanu Agarwal, Joint Managing Director are as under:**

Shri Shantanu Agarwal (DIN: 02314304) is on the Board of Company from 22<sup>nd</sup> April, 2014 as a Non-Executive Director of the Company. The Board of Directors upon the recommendation of Nomination and Remuneration Committee held on 19<sup>th</sup> June, 2020 have placed the matter of appointment of Shri Shantanu Agarwal (DIN: 02314304), as Joint Managing Director of the Company without remuneration for a period of 5 years with effect from 19<sup>th</sup> June, 2020 for approval of the shareholders at the ensuing Annual General Meeting of the Company scheduled to be held on 29<sup>th</sup> September, 2020.

Pursuant to the provisions of Section 152 of Companies Act, 2013 and rules made thereunder, Shri Shantanu Agarwal shall be liable to retire by rotation without causing any break in the continuity of his office.

The terms and conditions as above has also been placed in the resolution No. 4 of the Notice of the 31<sup>st</sup> Annual General Meeting to be read with explanatory item placed at item No.4 of the 31<sup>st</sup> Annual General Meeting of the Company placed on the website of the Company.

**By Order of the Board  
For Maral Overseas Limited**

  
**Virendra Kumar Garg  
Company Secretary  
M. No. FCS No.7321**

*Maral Overseas Limited*

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GSTIN: 23AACCM0230B1ZI

**Corporate Identification No: L17124MP1989PLC008255**