

1. Name of Listed Entity : **MARAL OVERSEAS LIMITED**  
 2. Quarter ending : **31st March, 2019**

| 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  | 2   | 0  |
| Dr.             | Kamal Gupta          | AAHPG1101F/00038490 | Independent-Non-Executive   | 26.09.2014  | 5 Years | 4  | 10  | 4  |
| Mr.             | D. N. Davar          | AAAPD0015E/00002008 | Independent-Non-Executive   | 26.09.2014  | 5 Years | 7  | 8   | 3  |
| 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   | 1  |

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

&- Category of directors means executive/non-executive/independent/Nominee.

\*- 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

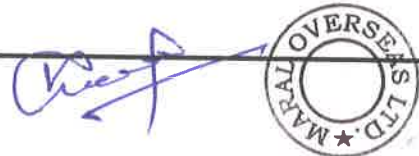
#- Includes Committee Chairmanship.

^ - Appointed as Director on 27.01.1989 and current tenure as Managing Director for the period of three year was expired on 31.03.2019 and he was reappointed as a Managing Director by the Board for the period of three year w.e.f. 01.04.2019 Subject to approval of the Shareholders.

## II. Composition of Committees

| Name of Committee                            | Name of Committee members | DIN      | Category (Chairperson /Executive / Non- Executive / independent / Nominee) \$ | Date of Appointment | Date of Cessation |
|--|---------------------------|----------|---|---------------------|-------------------|
| 1. Audit Committee                           | Dr. Kamal Gupta           | 00038490 | Chairman-Independent-Non-Executive  | 18-03-1997          |                   |
|  | Mr. D.N. Davar            | 00002008 | Independent- Non-Executive  | 29-10-2004          |                   |
|  | Mr. P.S. Dasgupta         | 00012552 | Independent- Non-Executive  | 20-10-2003          |                   |
|  | Mr. Shantanu Agarwal      | 02314304 | Non-Executive   | 19-01-2018          |                   |
| 2. Nomination & Remuneration Committee       | Dr. Kamal Gupta           | 00038490 | Chairman-Independent-Non-Executive  | 27-10-2005          |                   |
|  | Mr. D.N. Davar            | 00002008 | Independent- Non-Executive  | 27-10-2005          |                   |
|  | Mr. P.S. Dasgupta         | 00012552 | Independent- Non-Executive  | 27-10-2005          |                   |
|  | Mr. Shantanu Agarwal      | 02314304 | Non-Executive   | 19-01-2018          |                   |
| 3. Risk Management Committee(if applicable)  | N.A                       |          | N.A   |                     |                   |
| 4. Stakeholders Relationship Committee       | Dr. Kamal Gupta           | 00038490 | Chairman-Independent-Non-Executive  | 05-05-2001          |                   |
|  | Mr. D.N. Davar            | 00002008 | Independent- Non-Executive  | 25-04-2006          |                   |
|  | Mr. Shekhar Agarwal       | 00012552 | Executive   | 05-05-2001          |                   |
|  | Mr. Shantanu Agarwal      | 02314304 | Non-Executive   | 19-01-2018          |                   |
| 5. Corporate Social Responsibility Committee | Mr. P.S. Dasgupta         | 00012552 | Chairman-Independent-Non-Executive  | 22-04-2014          |                   |
|  | Mr. Shekhar Agarwal       | 00066113 | Executive   | 22-04-2014          |                   |
|  | Mr. Shantanu Agarwal      | 02314304 | Non-Executive   | 22-04-2014          |                   |
|  | Dr. Kamal Gupta           | 00038490 | Independent- Non-Executive  | 10-05-2016          |                   |

\$ Category of Directors means executive/non-executive/independent/Nominee.



| 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) |   |
| 2nd November, 2018   | 31st January, 2019                                  | 89 days   |   |
| IV. Meeting of Committees  |   |   |   |
| Date(s) of meeting of the committee in the relevant quarter  | Whether requirement of Quorum met (details)         | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee  | YES   | 2nd November, 2018  | 89 days   |
| 31st January, 2019   | 3 out of 4  |   |   |
| Stakeholders' Relationship Committee   | YES   | 2nd November, 2018  | 89 days   |
| 31st January, 2019   | 4 out of 4  |   |   |
| * 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  |   |   |   |
| Subject  | Compliance status (Yes/No/NA)refer note below       |   |   |
| 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   |   |   |
| 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: There were no comments / observation/ advice on the said report by the Board of Directors.                      |   |   |   |



For MARAL OVERSEAS LIMITED



  
**VIRENDRA KUMAR GARG**  
 COMPANY SECRETARY  
 FCS-7321

**ANNEXURE II**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

| <b>I Affirmations</b>  |                                      |  |
|--|--------------------------------------|--|
| <b>Broad heading</b>   | <b>Regulation Number</b>             | <b>Compliance status (Yes/No/NA)</b> <small>refer note below</small>   |
| <i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>  | 46(2)                                | YES  |
| <i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>  | 18(1)(d)                             | NO*  |
| <i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>  | 19(3)                                | NO**   |
| <i>Whether "Corporate Governance Report" disclosed in Annual Report</i>  | 34(3) read with para C of Schedule V | YES  |
| <p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p> <p>* Chairperson of the Audit committee has authorised to Shri Shantanu Agarwal, Member of Audit Committee to Attend the meeting on their behalf.</p> <p>** Chairperson of the Nomination and Remuneration Committee has authorised to Shri Shantanu Agarwal, Member of Nomination and Remuneration Committee to attend the meeting on their behalf.</p> |                                      |  |
|    |                                      | <br><b>VIRENDRA KUMAR GARG</b><br><b>COMPANY SECRETARY</b><br><b>FCS-7321</b> |

## ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

**I. Disclosure on website in terms of Listing Regulations**

| <b>Item</b>   | <b>Compliance status</b><br>(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><br>(Yes/No/NA) refer note below |
|--|--------------------------|--|
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or</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.

For MARAL OVERSEAS LIMITED

  
VIRENDRA KUMAR GARG  
COMPANY SECRETARY- FCS-7321

