



MARAL OVERSEAS LIMITED

CIN: L17124MP1989PLC008255

Registered Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad,
Distt. Khargone - 451 660, Madhya Pradesh

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Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P.)

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E-mail: maral.investor@lnjbhilwara.com, **Website:** www.maraloverseas.com

Notice of the 35th Annual General Meeting

Notice is hereby given that the **35th Annual General Meeting ("AGM") of Members of Maral Overseas Limited** will be held on **Tuesday, 27th August, 2024 at 2:00 p.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of members at the AGM venue to transact the business as set out in this Notice. The venue of the AGM shall be deemed to be Registered Office of the Company at Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451 660, Madhya Pradesh. The following businesses will be transacted at the AGM:

Ordinary Business:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors' thereon.**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, the Reports of the Board of Directors and Auditors' thereon, as circulated to the Members and laid before the meeting, be considered, received and adopted."

2. **To appoint a Director in place of Shri Ravi Jhunjunwala (DIN: 00060972) who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 (6) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("the Act"), Shri Ravi Jhunjunwala (DIN: 00060972) who retires by rotation and being eligible for re-appointment, be and

is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Business:

3. **To approve the appointment of Shri Raman Singh Sidhu (DIN: 00121906) 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 Raman Singh Sidhu (DIN:00121906), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 1st August, 2024, 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 1st August, 2024 to 31st July, 2029.

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."



4. To approve the appointment of Smt. Romi Jatta (DIN: 10045383) 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), Smt. Romi Jatta (DIN:10045383), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 1st August, 2024, 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 1st August, 2024 to 31st July, 2029.

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.”

5. To approve the appointment of Shri Amitabh Gupta (DIN: 01646370) 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 Amitabh Gupta (DIN: 01646370),

who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from 1st August, 2024, 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 1st August, 2024 to 31st July, 2029.

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.”

6. To ratify the remuneration payable to M/s. K. G. Goyal & Co. (Firm Reg. No. 000017) Cost Auditors of the Company for the financial year 2024-25.

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. K. G. Goyal & Co., Cost Accountants, (Firm Reg. No. 000017) who were appointed as Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2024-25, be paid the remuneration of ₹1/- Lakh (Rupees One Lakh Only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.”

By order of the Board of Directors
For **Maral Overseas Limited**

Sd/-

Sandeep Singh

Company Secretary

M.No. FCS-9877

Place: Noida (U. P.)

Date: 1st August, 2024



NOTES:

- 1) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**"the Act"**), setting out material facts concerning the Special Businesses under item No. 3 to 6 of this Notice, is annexed hereto. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and in terms of Secretarial Standard-2 (**"SS-2"**) on General Meeting in respect of the Directors seeking appointment/re-appointment at the 35th AGM, are given in **Annexure-I** of this Notice.
- 2) Pursuant to General Circular No. 09/2023 dated 25th September, 2023 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"**) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, issued by the Securities Exchange Board of India (**"the SEBI"**) read together with previous circulars issued by the SEBI (hereinafter referred as **"SEBI Circulars"**) (MCA Circulars and SEBI Circulars are collectively referred as **"Applicable Circulars"**), the Companies are permitted to hold the AGM through Video Conferencing/Other Audio Visual Means (**"VC/OAVM"**), without physical presence of Members at common venue. Hence, in compliance with the provisions of the Act, Listing Regulations read with Applicable Circulars, the 35th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed venue for the 35th AGM.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 35th AGM AND E-VOTING

- 3) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), SS-2 and in accordance with the Applicable Circulars referred to in Note No. 2, the Company is providing facilities of VC/OAVM and remote e-Voting (including e-Voting during the AGM) to its Members at the 35th AGM through National Securities Depository Limited (**"NSDL"**). The VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come first-served basis.

The instructions for participation by the Members and for remote e-Voting including e-Voting during the AGM are given separately in the subsequent paragraphs. Further, the attendance of the Members attending/participating 35th AGM through VC/OAVM, shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 read with Applicable Circulars. However in case of joint shareholders, Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM through e-voting.

- 4) Since this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy (ies) by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of this AGM are not annexed to this notice.
- 5) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 21st August, 2024 to Tuesday, 27th August, 2024, (both days inclusive).
- 6) Smt. Manisha Gupta (Membership No. FCS 6378) Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.

Electronic dispatch of Annual Report and process for registration of email address

- 7) a. In accordance with the Applicable Circulars, the Notice of 35th AGM and the Annual Report for the financial year 2023-24 are being sent by electronic mode to those Members whose email addresses are registered with the Registrar and Share Transfer Agent/National Securities Depository Limited (**"NSDL"**)/Central Depository Securities Limited (**"CDSL"**) (collectively referred **"depositories"**). All the members whose names are recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on **Friday, 26th July, 2024** will be considered for the purpose of sending the Notice of AGM and the Annual Report. The Company will send the physical copy of Annual Report 2023-24 to those Members who request the same at



maral.investor@lnjbhilwara.com mentioning their Folio No. /DP ID and Client ID.

Notice convening 35th AGM and Annual Report for the financial year 2023-24 can be accessed from the website of the Company at www.maraloverseas.com, and websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- b. To support the 'Green Initiative' and to receive communication from the Company, Members who have not yet registered their email addresses are requested to register the same with their Depository Participant in case the shares are held in dematerialized form and with the Registrar and Share Transfer Agent in case the shares are held in physical form through Form ISR-1.
- c. 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	<p>In case of Members holding shares in physical form and whose KYC details are updated:</p> <p>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.</p> <p><i>Note: members whose KYC are not updated, shall require to update their KYC along with email address as mentioned herein below.</i></p>
KYC and Bank details	<p>In case of Members holding shares in physical form and whose KYC details are not updated:</p> <p>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.</p> <p>For updating signature:</p> <p>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.</p>
Nomination	<p>Members whose nominee details are not updated are requested to provide duly filled and signed:</p> <ul style="list-style-type: none"> • 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.
<p>Members holding shares in dematerialized form:</p> <p>Members are requested to contact their 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.</p>	

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 may also refer to Frequently Asked Questions ("FAQs") https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

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), F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.

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.



Members are requested to note that SEBI had issued various circulars and master circulars for common & simplified norms for processing service requests from the shareholders/investors including mandatory furnishing of PAN, KYC and nomination details etc. The Company has from time to time sent communication to concerned shareholders requesting them to update their PAN, KYC, nomination, bank details and contact details so as to render prompt service to them. The Company has sent latest communication by registered post to the concerned shareholders on 8th July, 2024 requesting them to update their details. The said communication is available along with SEBI circulars on website of the company www.maraloverseas.com

8) Non-Resident Indian members are requested to inform RTA/ respective DPs immediately about:

- i) the change in the residential status on return to India for permanent settlement; and
- ii) the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.

9) In terms of Regulation 40(1) of Listing Regulations read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, as amended from time to time, all service request with respect to transfer, transmission, transposition of securities, claim of shares from unclaimed suspense account etc. shall be effected only in dematerialized form. In view of the same, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

10) 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 to request 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 shareholders for 7 (seven) years shall be transferred to the IEPF Authority.

11) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023, and SEBI/HO/ OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/ OIAE_IAD-1/P/ CIR/2023/145 dated 31st July, 2023 (updated as on 20th December, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://www.maraloverseas.com/otherdisclos.php>.

12) PROCEDURE FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OAVM BY MEMBERS

i. Members, whose names appear in the Register of Members / Beneficial Owners as on the **Cut-Off date i.e. Tuesday, 20th August, 2024** may cast their vote electronically. The remote e-Voting period begins on **Saturday, 24th August, 2024 at 9:00 a.m.** and ends on **Monday, 26th August, 2024 at 5:00 p.m.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-Off date i. e. Tuesday, 20th August, 2024.**

ii. Members, who acquire shares of the Company after dispatch of the notice and hold shares as on the Cut-Off Date i.e. **Tuesday, 20th August, 2024** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com or helpdeskdelhi@mcsregistrars.com. Individual Demat Account Holder may follow the process mentioned in Step 1: Access to NSDL e-Voting system.





iii. **The details of the process and manner for remote e-Voting are explained herein below:**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:



STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

Type of Members	Login Method
Individual Members holding shares in demat mode with NSDL	<p>I. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. 2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. 3. A new screen will open. You will need to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against 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 or joining virtual meeting and e-voting during the meeting. <p>If you are not registered, follow the below steps</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsd.com. b. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given above points 1 to 5. <p>II. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.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 (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against the 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 or joining virtual meeting and e-voting during the meeting. <p>III. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;">   </div>



Type of Members	Login Method
Individual Members holding shares in demat mode with CDSL	<ol style="list-style-type: none"> 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 My Easi Tab and then use your existing my easi username & password. 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 evoting 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 or joining virtual meeting and e-voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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 My Easi 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 an 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding shares in demat mode) login through their Depository Participants ("DP")	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Once logged 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 or joining virtual meeting and e-voting during the meeting.

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

Login type	Helpdesk details
Members holding shares 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
Members holding shares 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 22 55 33

(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?

- Visit the e-Voting website of NSDL. Open web browser by clicking the 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 use 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 above in Point 7(c)-**For updating email address and Telephone/mobile numbers.**

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

Follow the below mentioned steps 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and e-voting during the AGM.
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.

iv. 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

- a) 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), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to maral.investor@lnjbhilwara.com.
- b) In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card),

AADHAAR (self-attested scanned copy of Aadhaar Card) to maral.investor@lnjbhilwara.com. If you are an Individual shareholders 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 shares in demat mode.**

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

v. General Guidelines for shareholders

- a) Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/ Authority Letter, etc., to the Scrutinizer through e-mail at manisha.pcs@gmail.com with a copy marked to evoting@nsdl.co.in 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.
- b) 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.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com.



vi. Instructions for Members for e-Voting on the day of AGM

- a) The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
- b) Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM through VC /OAVM. However, they will not be eligible to vote again at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

vii. Procedure for joining the 35th AGM through VC/OAVM

- a) Members may follow the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see "VC/OAVM link" placed under "Join Meeting" menu against the company name. Click on VC/OAVM link placed under Join Meeting menu.
- b) Members are requested to use Internet with a good speed to avoid any disturbance during the meeting.
- c) Facility to join the Meeting shall be opened thirty (30) minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.

13) PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/ QUERIES

- a. Members who have any questions/queries on the financial statements or any of the agenda item proposed in the Notice of 35th AGM may send their questions/queries at least 7 days in advance i.e. Tuesday, 20th August, 2024, through email at maral.investor@lnjbhilwara.com by mentioning

their name, DP ID and Client ID /folio number and mobile number.

- b. Members, who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID /folio number and mobile number at maral.investor@lnjbhilwara.com at least 7 days in advance before the start of the 35th AGM i.e. Tuesday, 20th August, 2024 by 5:00 p.m. Those Members who have registered themselves as a speaker will be allowed to ask questions during the 35th AGM, depending upon the availability of time.
- c. Members requiring any assistance/support for participation before or during the AGM, can contact NSDL on evoting@nsdl.com or can call at 022 - 4886 7000 or can contact Ms. Pallavi Mhatre, Senior Manager, at the designated E-mail ID at evoting@nsdl.com.
- d. Procedure for inspection of documents:

- i. The relevant documents referred to in the AGM Notice shall be avail for inspection on the website of the Company.

- ii. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be available electronically for inspection by the members during the AGM upon login at NSDL e-Voting system.

14) ANNOUNCEMENT OF VOTING RESULTS OF AGM

- a. The Scrutinizer will, after conclusion of e-Voting at the Meeting, scrutinise the votes cast at the Meeting through e-Voting and Remote e-Voting and make a consolidated Scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the results within 48 hours of the conclusion of the AGM. The said results along with the report



of the Scrutinizer will also be placed on the website of the Company www.maraloverseas.com and NSDL <https://www.evoting.nsdl.com> and shall also be displayed at the registered and corporate office of the Company. The results shall simultaneously be submitted to the Stock Exchange(s) and available at www.bseindia.com and www.nseindia.com. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

- b. The recorded transcript of 35th AGM shall also be made available on the website of the Company www.maraloverseas.com.

- c. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting i.e. Tuesday, 27th August, 2024.

By order of the Board of Directors
For **Maral Overseas Limited**

Sd/-

Sandeep Singh

Company Secretary

M.No. FCS-9877

Place: Noida (U. P.)

Date: 1st August, 2024

Explanatory Statements pursuant to section 102 (1) of the Companies Act, 2013

ITEM NO. 3

Based on recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, in their meeting held on 1st August, 2024, appointed Shri Raman Singh Sidhu as an Additional Director (Non-Executive Independent) with effect from 1st August, 2024.

In compliance with the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") Shri Raman Singh Sidhu holds office upto the date of 35th Annual General Meeting. The Company has received consent in writing from Shri Raman Singh Sidhu to act as Independent Director and 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 Raman Singh Sidhu (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 Raman Singh Sidhu 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 in view that Shri Raman Singh Sidhu is person of integrity, and possesses the requisite skills and capabilities, and fulfills the conditions specified under the Act and rules made thereunder read with the provisions of Listing Regulations. Hence, it is desirable and in the interest of the Company to appoint Shri Raman Singh Sidhu as an Independent Director for a term of five (5) consecutive years from 1st August, 2024 until 31st July, 2029 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 Raman Singh Sidhu 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 Raman Singh Sidhu are mentioned in **Annexure I** attached to this Notice.

In line with Company's Nomination and Remuneration Policy, Shri Raman Singh Sidhu 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 Raman Singh Sidhu as an Independent Director of the Company, as a special resolution as set out in Item no. 3.

Your Directors recommend the Special Resolution as set out in Item no. 3 of this notice for the approval of Members.

No director, key managerial personnel or their relatives except Shri Raman Singh Sidhu, to whom the resolution relates, is interested in or concerned, financially or otherwise, in the proposed resolution.

ITEM NO. 4

Based on recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, in their meeting held on 1st August, 2024, appointed Smt. Romi Jatta as an Additional Director (Non-Executive Independent) with effect from 1st August, 2024.

In compliance with the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") Smt. Romi Jatta holds office upto the date of 35th Annual General Meeting. The Company has received consent in writing from Smt. Romi Jatta to act as Independent Director and intimation to the effect that she is not disqualified from being a Director under Section 164 of the Companies Act, 2013.

The Company has also received following disclosures from Smt. Romi Jatta (i) Declaration to the effect that she 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 she 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 she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company; and (iv) Confirmation that she 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 Smt. Romi Jatta as an Independent Director of the Company. NRC has considered her qualifications, positive attributes, experience, expertise

and independence. Accordingly, the NRC and the Board of Directors are in view that Smt. Romi Jatta is person of integrity, and possesses the requisite skills and capabilities, and fulfills the conditions specified under the Act and rules made thereunder read with the provisions of Listing Regulations. Hence, it is desirable and in the interest of the Company to appoint Smt. Romi Jatta as an Independent Director for a term of five (5) consecutive years from 1st August, 2024 until 31st July, 2029 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 Smt. Romi Jatta 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 Smt. Romi Jatta are mentioned in **Annexure I** attached to this Notice.

In line with Company's Nomination and Remuneration Policy, Smt. Romi Jatta 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 Smt. Romi Jatta as an Independent Director of the Company, as a special resolution as set out in Item no. 4.

Your Directors recommend the Special Resolution as set out in Item no. 4 of this notice for the approval of Members.

No director, key managerial personnel or their relatives except Smt. Romi Jatta, to whom the resolution relates, is interested in or concerned, financially or otherwise, in the proposed resolution.

ITEM NO. 5

Based on recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, in their meeting held on 1st August, 2024, appointed Shri Amitabh Gupta as an Additional Director (Non-Executive Independent) with effect from 1st August, 2024.

In compliance with the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") Shri Amitabh Gupta holds office upto the date of 35th Annual General Meeting. The Company has received consent in writing from Shri Amitabh Gupta to act as Independent Director and 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 Amitabh Gupta (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 Amitabh Gupta 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 in view that Shri Amitabh Gupta is person of integrity, and possesses the requisite skills and capabilities, and fulfills the conditions specified under the Act and rules made thereunder read with the provisions of Listing Regulations. Hence, it is desirable and in the interest of the Company to appoint Shri Amitabh Gupta as an Independent Director for a term of five (5) consecutive years from 1st August, 2024 until 31st July, 2029 in terms of the provisions of the Act.

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 Amitabh Gupta 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 Amitabh Gupta are mentioned in **Annexure I** attached to this Notice.

In line with Company's Nomination and Remuneration Policy, Shri Amitabh Gupta 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 Amitabh Gupta as an Independent Director of the Company, as a special resolution as set out in Item no. 5.

Your Directors recommend the Special Resolution as set out in Item no. 5 of this notice for the approval of Members.

No director, key managerial personnel or their relatives except Shri Amitabh Gupta, to whom the resolution relates, is interested in or concerned, financially or otherwise, in the proposed resolution.

ITEM NO. 6

Members may note that the Board of Directors in their meeting held on 9th May, 2024, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal & Co., Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2024-25 at a remuneration of ₹1 Lakh (Rupees One Lakh Only) plus applicable tax and out of pocket expenses that may be incurred by them during the course of Audit.

In accordance with provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly consent of Members is sought for passing an Ordinary Resolution as set out in Item No. 6 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2024-25.

Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of Members of the Company.

No director, key managerial personnel or their relatives is interested in or concerned, financially or otherwise, in the proposed resolution.

By order of the Board of Directors
For **Maral Overseas Limited**

Sd/-

Sandeep Singh

Company Secretary

M.No. FCS-9877

Place: Noida (U. P.)

Date: 1st August, 2024



ANNEXURE I

DETAILS OF THE DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT AT THE 35TH ANNUAL GENERAL MEETING

(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 Ravi Jhunjunwala	Shri Raman Singh Sidhu	Smt. Romi Jatta	Shri Amitabh Gupta
DIN	00060972	00121906	10045383	01646370
Category	Non-Executive Director	Independent Director	Independent Director	Independent Director
Age (in years)	68	67	49	62
Date of Appointment / re-appointment	27-11-1996	01-08-2024	01-08-2024	01-08-2024
Inter-se relationship with other Directors	None	None	None	None
Qualifications	B.Com (H), MBA	Fellow Member of Institute of Chartered Accountants in England & Wales and a Fellow Member of Institute of Chartered Accountants of India and PGDM from London Business School.	B.E. in Electronics & Communication from VIT Pune University of Pune.	Member of Institute of Chartered Accountants in India (ICAI) and The Institute of Cost Accountants of India (ICMAI) respectively.
Brief Profile, Expertise in specific functional areas	Shri Ravi Jhunjunwala, age 68 years, is the Chairman, Managing Director and CEO of HEG Limited, which is one of the entities of LNJ Bhilwara Group. LNJ Bhilwara Group is a diversified conglomerate with interests in Textiles, Graphite Electrodes, Power and IT enabled services. Shri Ravi Jhunjunwala holds a B.Com (Hons.) Degree (1976 batch) from Hindu College and Masters in Business Administration (Corp. Finance) from the Centre Detudes Industrielles (CEI), Geneva (1980-81). He is Director on Board of various Companies, mostly listed entities. He is also Independent Director on Board of two listed entities outside the group. Shri Ravi Jhunjunwala has been associated with the Company since 1996 when he was inducted in the Board of the Company.	He has over 30 years of work experience as a corporate and investment banker. He is the current Chairman of the EBG Federation (India). He is also a Sole Adviser at TMF, Getzner A.G. and an Advisory Board Member of Speakin Bureau. He is one of the five Life Trustees of the Foundation for Aviation and Sustainable Tourism (FAST). He is the Co-Founder and Past President of the Public Affairs Forum of India (PAFI) and a Member of its Steering Committee. He is a member of the Management Committee of the Association of Chartered Accountants of the Institute of Chartered Accountants of England and Wales in India.	She has over 24 years of work experience across the consumer durables and automotive component manufacturing industries. She has worked with Whirlpool, Philips, and Spark Minda. She is currently an Independent Director at NetWeb Technologies Limited. She has led several transformation projects and has hands-on experience in new product launches. She has a proven track record of leading organizational transformation and building a strategic sourcing team that creates a value-based approach to deliver competitive advantage in cost and product leadership. She has extensive global exposure and enhanced skills in driving winning strategies.	He has over 40 years of experience in the field of Finance and Management, formerly holding the position of CFO at Hindustan Zinc Limited and has served as CFO for two decades across different organizations, including leading corporates across various sectors such as Metals & Mining, Renewable Energy, Manufacturing, Pharma, Agri-commodities, and BPO. He is also a member of the Investment Committee of Trade Credit Partners Limited (appointed by Triterras Fintech Pre. Ltd., Singapore). He has expertise in Finance, Investment, Business Development, and Business Planning, with hands-on experience in Legal, CSR, Marketing, Commercial, Business Planning, Business Development, Corporate Affairs, M&A, and Treasury matters.



Name of Director	Shri Ravi Jhunjhunwala	Shri Raman Singh Sidhu	Smt. Romi Jatta	Shri Amitabh Gupta
		<p>He is also an Independent Director on the Board of Selan Exploration Technology Ltd. (an oil drilling and exploration company) owned by Oak Tree USA, Caparo Engineering India Ltd. as well as Cremica Food Industries Ltd. He previously served as an Independent Director on the Boards of various companies including G4S Corporate Services Ltd., Bharat Heavy Electricals Ltd., National Hydro-Electric Power Corporation, India Infrastructure Finance Company Limited, Deutsche Post Bank Home Finance Ltd., National Textile Corporation Ltd. (NTC), and Accord India (an international executive search company).</p> <p>He was also a Senior Director and Board Member at HSBC Securities and Capital Markets (India) Pvt. Ltd., Director at Fidelity Fund Management, and Barclays Bank PLC and Barclays de Zoete Wedd (BZW), India.</p> <p>He was one of the five members of the Ministry of Finance and Corporate Affairs' 'Core Group' set up to establish corporate governance norms for all international FIs (banks, insurance companies, mutual funds, private equity, etc.) operating in India.</p>	<p>She played a key role in outlining a robust procurement organizational structure to support the growth trajectory and setting up the team, which transformed the procurement function into a value-creation group by working collaboratively with stakeholders, cross-functional partners, and strategic supplier alliances for Whirlpool India.</p> <p>She has been POSH lead for women's network for Asia. She has received the PAN India 'Pinnacle Award' and MD Choice Award for superior performance beyond her job scope.</p>	<p>He is on expert panel of BAF Consultants and earlier he was partner. BAF is India's premier Family Business Consultants, focusing on co-creating family constitutions, professionalizing family businesses, succession planning, and conflict resolution.</p>
<p>List of Other Public Companies in which Directorships held #</p>	<ol style="list-style-type: none"> 1. HEG Limited 2. RSWM Limited 3. Malana Power Company Limited 4. Bhilwara Energy Limited 5. BSL Limited 6. AD Hydro Power Limited 7. India Glycols Limited 8. JK Lakshmi Cement Limited 9. TACC Limited 	<ol style="list-style-type: none"> 1. Selan Exploration Technology Limited 2. Caparo Engineering India Limited 3. Cremica Food Industries Limited 4. EBG Federation 	<ol style="list-style-type: none"> 1. Netweb Technologies India Limited 	<p>Nil</p>



Name of Director	Shri Ravi Jhunjunwala	Shri Raman Singh Sidhu	Smt. Romi Jatta	Shri Amitabh Gupta
Chairman / Member of the Committee of the Board of Directors of the Company	Nil	Nil	Nil	Nil
Chairmanship/ Membership of the Committee of the Board of Directors of the others Company	<ol style="list-style-type: none"> Chairman of Audit Committee- AD Hydro Power Limited Chairman of Audit Committee- Bhilwara Energy Limited Member of Audit Committee- JK Lakshmi Cement Limited Member of Audit Committee- India Glycols Limited Member of Stakeholder Relationship Committee- HEG Limited 	<ol style="list-style-type: none"> Member of Audit Committee- Selan Exploration Technology Limited Member of Stakeholder Relationship Committee- Selan Exploration Technology Limited Member of Audit Committee- Cremica Food Industries Limited Member of Audit Committee- Caparo Engineering India Limited 	<ol style="list-style-type: none"> Chairman of Stakeholder Relationship Committee- Netweb Technologies India Limited 	Nil
Listed Entity form which the person has resigned in the past 3 years	Nil	Nil	Nil	Nil
No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil
Terms & Condition of appointment or re-appointment along with detail of remuneration sought to be paid	Non-executive Director liable to retire by rotation.	As mentioned in the draft letter of appointment.	As mentioned in the draft letter of appointment.	As mentioned in the draft letter of appointment.
Remuneration sought to be paid	Sitting Fees	Sitting Fees	Sitting Fees	Sitting Fees
Last Remuneration Drawn	See note No. 1	Nil	Nil	Nil
Justification for choosing the Independent Director	Nil	As per explanatory statement for Item No.3 of the Notice	As per explanatory statement for Item No.4 of the Notice	As per explanatory statement for Item No.5 of the Notice
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Corporate Governance Report Matrix setting out the Skills / Expertise.	He possesses the requisite Skills, Expertise, Competencies as identified by NRC, which inter-alia includes finance, law, management, operations, marketing / sales and administration.	She possesses the requisite Skills, Expertise, Competencies as identified by NRC, which inter-alia includes finance, law, management, operations, marketing / sales and administration.	He possesses the requisite Skills, Expertise, Competencies as identified by NRC, which inter-alia includes finance, law, management, operations, marketing / sales and administration.
No. of Board meeting attended during the year	5 out of 5	Not Applicable	Not Applicable	Not Applicable

#Excludes Directorships in Private Limited Companies, Foreign Companies, Membership of Management Committee of various chambers/Bodies and Section 8 Companies and LLP.
Note no.-1 The Non-Executive Directors (including Independent Directors) are only paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committees of Board of Directors and the same is disclosed in Corporate Governance Report.