

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting (AGM) of Members of **Marine Electricals (India) Limited** (the 'Company') will be held on Monday, 28<sup>th</sup> September, 2020 at 11:30 A.M. (I.S.T) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement (including the Consolidated Financial Statement) for the financial year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Shailendra Shukla (DIN: 08049885), who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:****3. TO APPOINT MR. VIKAS JAYWANT (DIN: 06607484) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Vikas Jaywant (DIN: 06607484), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors through Circular Resolution passed on 24<sup>th</sup> February, 2020 and who holds office till the conclusion of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Vikas Jaywant (DIN: 06607484) as a candidate for the office of a Non-Executive Independent Director of the Company and whose appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to 23<sup>rd</sup> February, 2025, not liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Vinay K Uchil, Chairman and Whole-Time Director or Mr. Venkatesh Uchil, Managing Director or Ms. Reesha Ratanpal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

**4. TO APPOINT MR. MOHAN RAO (DIN: 02592294) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Mohan Rao (DIN: 02592294), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors through Circular Resolution passed on 30<sup>th</sup> May, 2020 and who holds office till the conclusion of this AGM in terms of Section 161 of the Companies Act, 2013, who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and declaration under Section 164 of the Companies Act, 2013 declaring that he is not disqualified to become the Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Mohan Rao (DIN: 02592294) as a candidate for the office of a Non-Executive Independent Director of the Company and whose appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to 29<sup>th</sup> May, 2023, not liable to retire by rotation.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Vinay K Uchil, Chairman and Whole-Time Director or Mr. Venkatesh Uchil, Managing Director or Ms. Reesha Ratanpal, Company Secretary and Compliance Officer of the

Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 05<sup>th</sup> May, 2020 and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2019, physical attendance of the Members to the AGM venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members are required to send (before e-voting/ attending AGM) a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act on the e-mail id [cs@marineelectricals.com](mailto:cs@marineelectricals.com) and [akansha@akansharathi.com](mailto:akansha@akansharathi.com).
4. The Members can join the AGM in the VC/OAVM mode, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the MCA dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 05<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
6. In line with the MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.marineelectricals.com](http://www.marineelectricals.com). The Notice can also be accessed from the website of National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08<sup>th</sup> April, 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and MCA Circular No. 20/2020 dated 05<sup>th</sup> May, 2020.
8. In terms of Section 152 of the Act, Mr. Shailendra Shukla, Non-Executive Non-Independent Director, shall retire by rotation at the ensuing AGM. Mr. Shailendra Shukla (DIN:08049885), being eligible, offers himself for re-appointment.  
The Board of Director’s of the Company recommends re-appointment of Mr. Shailendra Shukla.
9. Details of Director, proposed to be appointed/re-appointed at the ensuing AGM, as required by Secretarial Standards on General Meetings (SS – 2) are forming part of this Notice. Requisite declarations has been received from the Directors for their appointment/re-appointment.
10. The Company’s Statutory Auditors, Saini Pati Shah & Co LLP (Formerly knows as SGJ & Co), Chartered Accountants, registered with the Institute of Chartered Accountants of India vide registration number 137904W/ W100622, were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the Annual General Meeting of the

Members held on 31<sup>st</sup> August 2018. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 07<sup>th</sup> May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

11. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM).
12. Members are requested to:
  - a. intimate to the Company's Registrar and Share Transfer Agent (RTA), changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
  - b. intimate to the respective DP, changes, if any, in their registered addresses/email ID or bank mandates to their DP with whom they are maintaining their demat accounts.
  - c. quote their Folio Numbers/Client ID/DP ID in all correspondence; and
  - d. consolidate their holdings into one Folio in case they hold shares under multiple Folios in the identical order of names.
13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participants in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to Depository Participant (DP). Members holding shares in physical forms are required to submit their PAN details to RTA.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.marineelectricals.com](http://www.marineelectricals.com), website of the National Stock Exchange of India Limited (NSE) at [www.nseindia.com](http://www.nseindia.com).
15. Members are requested to register/update their e-mail addresses with the DP (in case of shares held in dematerialized form) or with RTA (in case of shares held in physical form) which will help us in prompt sending of Notices, annual reports and other shareholder communications in electronic form.
16. Members holding shares in physical form are advised to avail the Nomination facility in respect of their shares by filling the prescribed form. Members holding shares in electronic form may contact their DP for recording their Nomination.
17. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement will be available for inspection by the Members in electronic mode on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this AGM and also at the AGM.
18. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company. Members desiring inspection may send their request in writing to the Company at [cs@marineelectricals.com](mailto:cs@marineelectricals.com).

**21. Voting through electronic means:**

- a. The remote e-Voting period will commence on Thursday, 24<sup>th</sup> September, 2020 (9.00 a.m) and will end on Sunday, 27<sup>th</sup> September, 2020 (5.00 p.m). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 21<sup>st</sup> September, 2020, may cast their votes through remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting after 5.00 pm (IST) on Sunday, 27<sup>th</sup> September, 2020 and remote e-Voting shall not be allowed beyond the said time.
- b. Members joining the meeting through VC, who have not already cast their votes by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- c. The voting rights of the Members shall be in proportion to their shares in the paid-up share capital of the Company as on the cut-off date, being Monday, 21<sup>st</sup> September, 2020.
- d. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date for AGM Notice, i.e. Friday, 28<sup>th</sup> August, 2020, may refer to this Notice of the AGM of the Company, posted on Company's website [www.marineelectricals.com](http://www.marineelectricals.com) for detailed procedure with regard to remote e-Voting. The Notice shall also be available on the NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Any person, who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- e. The Company has appointed Ms. Akansha Rathi, Practicing Company Secretary (Membership No. 9288) from M/s Akansha Rathi & Associates, Company Secretaries in Practice, as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- f. The Scrutinizer shall, immediately after the conclusion of the AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman or a person authorised by him. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
- g. The resolution will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutiners report shall be placed on the Company's website [www.marineelectricals.com](http://www.marineelectricals.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman.

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

5. Your password details 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 below in process for those shareholders whose email ids are not registered.

6. 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](http://www.evoting.nsdl.com).
- b) “**Physical User Reset Password?**”(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.



3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (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 with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akansha@akansharathi.com](mailto:akansha@akansharathi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders 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 shareholder, 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 [cs@marineelectricals.com](mailto:cs@marineelectricals.com).

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 [cs@marineelectricals.com](mailto:cs@marineelectricals.com).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. 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.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with the questions, from their registered e-mail id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. at [cs@marineelectricals.com](mailto:cs@marineelectricals.com) at least 7 days before i.e Monday, 21<sup>st</sup> September, 2020 Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the AGM.

In case of any grievances connected with facility for e-voting, please contact

- A. Ms. Pallavi Mhatre, Manager  
E-voting Helpdesk  
National Securities Depositories Limited  
Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)  
Phone: 022 - 24994545
- B. Ms. Reesha Ratanpal, Company Secretary and Compliance Officer  
Marine Electricals (India) Limited  
Registered Address: B/1, Udyog Sadan NO.3, MIDC, Andheri (E), Mumbai - 400093  
Email: [cs@marineelectricals.com](mailto:cs@marineelectricals.com)  
Phone: 022 40334300
- C. Mr. Vinayak Morbale  
Bigshare Services Pvt Ltd (RTA)  
Registered Office: Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis,  
Makwana Road Marol, Andheri – East, Mumbai – 400059  
Email: [vinayak@bigshareonline.com](mailto:vinayak@bigshareonline.com)  
Phone: 022 62638200

**By Order of the Board of Directors**  
**Sd/-**  
**Mr. Vinay Uchil**  
**Chairman and Wholetime Director**  
**DIN: 01276871**

**Mumbai, 30<sup>th</sup> July, 2020**

**Registered Office:**

B/1, Udyog Sadan NO.3, MIDC, Andheri (E), Mumbai - 400093

CIN : L31907MH2007PLC176443

Email ID : [cs@marineelectricals.com](mailto:cs@marineelectricals.com)

Website: [www.marineelectricals.com](http://www.marineelectricals.com)

Tel No : 91-22-4033 4300

**Explanatory Statement pursuant to Section 102 of the Act**

Pursuant to Regulation 36(3) of the Listing Regulations read with Section 102 of the Act, the following explanatory statement sets out all material facts relating to Item No. 3 and 4 of the Notice

**Item No 3:**

Mr. Vikas Jaywant (DIN: 06607484) was appointed as an Additional (Non-Executive Independent) Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors through Circular Resolution passed on 24<sup>th</sup> February, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vikas Jaywant (DIN: 06607484) will hold office till the conclusion of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Vikas Jaywant (DIN: 06607484) for the office of Non-Executive Independent Director of the Company and to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 30th July, 2020, considered and recommended the appointment of Mr. Vikas Jaywant (DIN: 06607484) as a Non-Executive Independent Director of the Company to hold office for a period up to 23<sup>rd</sup> February, 2025, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Vikas Jaywant (DIN: 06607484), the Non-Executive Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. He is also registered as Independent Director in Independent Director's Data Bank.

The Company has received from Mr. Vikas Jaywant (DIN: 06607484) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Vikas Jaywant (DIN: 06607484) as Non-Executive Independent Director setting out the terms and conditions are uploaded on the website of the Company.

Brief profile of Mr. Vikas Jaywant (DIN: 06607484) as required under Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is forming a part of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Vikas Jaywant (DIN: 06607484) is in any way, concerned or interested in the Resolution at Item No. 3 of the Notice.

**Item No 4:**

Mr. Mohan Rao (DIN: 02592294) was appointed as an Additional (Non-Executive Independent) Director in accordance with the provisions of Section 161 of the Companies Act, 2013 by the Board of Directors through Circular Resolution passed on 30th May, 2020. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mohan Rao (DIN: 02592294) will hold office till the conclusion of this AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Mohan Rao (DIN: 02592294) for the office of Non-Executive Independent Director of the Company and to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 30th July, 2020, considered and recommended the appointment of Mr. Mohan Rao (DIN: 02592294) as a Non-Executive Independent Director of the Company to hold office for a period up to 29<sup>th</sup> May, 2023, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Mohan Rao (DIN: 02592294), the Non-Executive Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. He is also registered as Independent Director in Independent Director's Data Bank.



## NOTICE

The Company has received from Mr. Mohan Rao (DIN: 02592294) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Mohan Rao (DIN: 02592294) as Non-Executive Independent Director setting out the terms and conditions are uploaded on the website of the Company.

Brief profile of Mr. Mohan Rao (DIN: 02592294) as required under Regulation 36(3) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is forming a part of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members. None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Mohan Rao (DIN: 02592294) is in any way, concerned or interested in the Resolution at Item No. 4 of the Notice.

**By Order of the Board of Directors**  
**Sd/-**  
**Mr. Vinay Uchil**  
**Chairman and Wholetime Director**  
**DIN: 01276871**

**Mumbai, 30<sup>th</sup> July, 2020**

**Registered Office:**

B/1, Udyog Sadan NO.3, MIDC, Andheri (E), Mumbai - 400093

CIN : L31907MH2007PLC176443

Email ID : [cs@marineelectricals.com](mailto:cs@marineelectricals.com)

Website: [www.marineelectricals.com](http://www.marineelectricals.com)

Tel No : 91-22-4033 4300

## ANNEXURE

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FORTHCOMING AGM AS REQUIRED BY REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”) AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS -2)

<b>Name of Director</b>	Mr. Shailendra Shukla	Mr. Vikas Jaywant	Mr. Mohan Rao
<b>DIN</b>	08049885	06607484	02592294
<b>Date of 1<sup>st</sup> Appointment</b>	07 <sup>th</sup> December, 2018	24 <sup>th</sup> February, 2020	30 <sup>th</sup> May, 2020
<b>Date of birth and Age</b>	27 <sup>th</sup> January, 1968 and 52 Years	25 <sup>th</sup> May, 1958 and 62 Years	01 <sup>st</sup> November, 1948 and 71 Years
<b>Qualification</b>	B.E. (Electronic and Communication), PG in Weapon Control Systems Masters in Administrative Management	B.E. (Electricals), Masters in Marketing Management (MMM) From Jamnalal Bajaj Institute of Management Studies	Bachelors Degree in Science (BSC) and Master Degree in Science (Physics), from Mumbai University
<b>Experience:</b>	Over 3 decades	Over 2 decades	Over 2 decades
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid</b>	Non-Executive, Non-Independent Director, liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation	Non-Executive Independent Director, not liable to retire by rotation
<b>Last Drawn Remuneration:</b>	Nil	Nil	Nil
<b>Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company:</b>	None	None	None
<b>Shareholding in the Company (Individually or Jointly):</b>	Nil	Nil	Nil
<b>Number of Meetings of the Board Attended during the Year:</b>	02	01	Nil
<b>Directorship and Committee Memberships (Excluding Marine Electricals (India) Limited)</b>	Voks Ship Management Private Limited	Oasys Energy & Applied Technologies Private Limited and Energy Advice India Private Limited	Vipul Shipyard Private Limited
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	Relevant experience and expertise	Relevant experience and expertise	Relevant experience and expertise

Mumbai, 30<sup>th</sup> July, 2020

**Registered Office:**

B/1, Udyog Sadan NO.3, MIDC, Andheri (E), Mumbai - 400093

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Tel No : 91-22-4033 4300

**By Order of the Board of Directors**

**Sd/-**

**Mr. Vinay Uchil**

**Chairman and Wholetime Director**

**DIN: 01276871**