



UNIROYAL MARINE EXPORTS LIMITED

CP8/495(11/19), Vengalam P.O, Calicut - 673 303, Kerala, India

Tel : 0496 2633781, 2633782, Fax : +91496 2633783

E-mail : ume@uniroyalmarine.com

www.uniroyalmarine.com

CIN:L15124KL1992PLC006674

NOTICE OF POSTAL BALLOT

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Uniroyal Marine Exports Ltd (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (**"the Act"**), Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory Modification (s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

SPECIAL BUSINESS

1. Appointment of Mr. Ganesh Mohan (DIN: 11261841) 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 Section 149, 152, 160 and Schedule IV of the Companies Act, 2013 (the "Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Ganesh Mohan (DIN No:11261841), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from October 31, 2025 till October 30, 2030;



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RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Re-appointment of Mr. Sachu Rajan Eapen (DIN: 08203820) 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 Section 149, 152, 160 and Schedule IV of the Companies Act, 2013 (the "Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Sachu Rajan Eapen (DIN: 08203820), who was appointed as an Independent Director cum Chairman of the Company on November 13, 2020 and who holds office of Independent Director for 5 (five) years and who is eligible for being re-appointed as an Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director cum Chairman of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years with effect from October 31, 2025 till October 30, 2030;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on Behalf of the Board of Directors
UNIROYAL MARINE EXPORTS LIMITED

Sd/-

ANUSH KALLUVILA THOMAS
DIN: 01254212 |Managing Director

Place: Kochi

Date: 27.10.2025



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NOTES:

1. Explanatory statement:

An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act"), setting out all material facts and reasons in respect of the resolutions set out at Item Nos. 1 to 2 of the Postal Ballot Notice, is annexed hereto.

2. Dispatch of Notice:

In line with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.uniroyalmarine.com, on the website of BSE Limited ("BSE"): www.bseindia.com on which the Equity Shares of the Company are listed and, on the e-voting portal of Central Depository Services (India) Limited ("CDSL"): www.evotingindia.com

3. Registration of Email Addresses:

Members who have not registered their email addresses are requested to do so:

- a. In respect of shares held in electronic form, by contacting their respective Depository Participant(s);
- b. In respect of shares held in physical form, by sending an email request to the Company at: ume@uniroyalmarine.com

4. e-Voting and Cut-off Date for e-Voting:

In accordance with the MCA Circulars and applicable provisions of the Act, voting shall be carried out only through the remote e-voting process. Members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, October 24, 2025** ("Cut-off Date") shall be entitled to vote. Accordingly, the Postal Ballot Notice is being sent to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Depositories as on Cut-off Date.

Each equity share of the Company shall carry one vote. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

5. E-Voting Facility:

In compliance with Sections 108 and 110 of the Act, the Companies (Management and Administration) Rules, 2014, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged CDSL to provide remote e-voting facility to its Members.



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6. E-Voting Instructions:

Members are requested to carefully follow the instructions provided in the section titled **"General Information and Instructions relating to E-voting"** in this Notice.

7. Declaration of Results:

The Board of Directors of the Company, appointed Mr. Panakkat Sandeep Kumar (FCS 11006, CP 26562) of Panakkat Sandeep & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot. The Scrutinizer will submit his report to the Chairman & Managing Director of the Company or any other person authorized by the Chairman after completion of the scrutiny. The results of the postal ballot will be announced by the Chairman or such authorized person on or before the statutory time limit. The results will also be uploaded on the Company's website (www.uniroyalmarine.com), and communicated to BSE Limited and CDSL.

8. Passing of Resolutions:

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on **Thursday, November 27, 2025**, being the last date for receipt of valid votes through the e-voting facility. Resolutions passed by the Members through postal ballot shall be deemed to have been passed as if the same had been passed at a General Meeting of the Company.

9. Inspection of Documents:

All material documents referred to in the Explanatory Statement shall be available for electronic inspection by the Members until the last date for receipt of votes through the e-voting facility. Members desirous of inspecting the same may send their request by email to ume@uniroyalmarine.com

10. e-Voting Period:

The remote e-voting facility shall be available during the following period:

- **Commencement of e-voting:** Wednesday, October 29, 2025, at 9:00 A.M. (IST)
- **End of e-voting:** Thursday, November 27, 2025, at 5:00 P.M. (IST)

Remote e-voting shall not be permitted beyond 5:00 P.M. IST on Thursday, November 27, 2025 and any votes received after this date and time will be treated as invalid. The e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

11. General Information and Instructions relating to e-Voting:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on Wednesday, October 29, 2025, at 9:00 A.M. (IST) to Thursday, November 27, 2025, at 5:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, October 24, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal



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	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000



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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by



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the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the Uniroyal Marine Exports Limited on which you choose to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



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- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ume@uniroyalmarine.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company (ume@uniroyalmarine.com)/RTA (coimbatore@in.mpms.mufig.com) email id
2. For Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE 'ACT') AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS, 2015').

1. Appointment of Mr. Ganesh Mohan (DIN: 11261841) as an Independent Director of the Company:

Pursuant to the provisions of Section 149(4) and Schedule IV of the *Companies Act, 2013* ("the Act"), every listed company is required to have at least one-third of the total number of Directors as Independent Directors. The Company, being a listed entity, is required to appoint qualified individuals who meet the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company recommends the appointment of Mr. Ganesh Mohan (DIN: 11261841) as an Additional Non-Executive Independent Director of the Company with effect from October 31, 2025, subject to the approval of the Members, in place of Mr. Ambrish Naresh Sampat, who has resigned from the post of Independent Director with effect from October 31, 2025.

Mr. Ganesh Mohan (DIN: 11261841) has the requisite qualification, skills, experience and expertise in specific functional areas which are beneficial to the Company. The Board has satisfied itself about the integrity, expertise and experience of Mr. Ganesh Mohan (DIN: 11261841).

The Company has also received declarations from Mr. Ganesh Mohan (DIN: 11261841) affirming that he meets the criteria of independence, as prescribed under the provisions of Section 149(6) of the Act. The Board has established the veracity of the declaration of independence as provided by Mr. Ganesh Mohan (DIN: 11261841) and based on the said declarations the Board is of opinion that he is independent from the Management of the Company.

Mr. Ganesh Mohan (DIN:11261841) is not disqualified from being appointed as Independent Director of the Company, in terms of the provisions of Section 164 of the Act. In the opinion of the Board, he fulfils the conditions relating to his appointment as prescribed under the relevant provisions of the Act and the relevant Rules made thereunder, in this regard, from time to time.

Pursuant to Section 149 (13) of the Act, Mr. Ganesh Mohan, (DIN No: 11261841) shall not be liable to retire by rotation, during his tenure as an Independent Director of the Company.

In terms of the Companies (Creation and Maintenance of databank of Independent Directors) Rules, 2019 read with the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, Mr. Ganesh Mohan (DIN:11261841) has enrolled his name in the online databank of Independent Directors maintained by the Government, and he is in compliance of all requirements of the said Rules.



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Mr. Ganesh Mohan (DIN:11261841) does not hold any equity shares of the Company and is not related to any other Director or Key Managerial Personnel of the Company.

The Board is of the opinion that the appointment of Mr. Ganesh Mohan (DIN: 11261841) as an Independent Director of the Company would be in the interest of the Company and accordingly recommends the resolution in relation to the appointment of Mr. Ganesh Mohan (DIN: 11261841) as Independent Director of the Company as set out in item No. 1 for approval of the Members by way of a Special Resolution.

Except Mr. Ganesh Mohan (DIN: 11261841) none of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution.

3. Re-appointment of Mr. Sachu Rajan Eapen (DIN: 08203820) as an Independent Director of the Company:

The Board of Directors of the Company, at its meeting held on November 13, 2020, had appointed Mr. Sachu Rajan Eapen (DIN: 08203820) as an Additional Non-Executive Independent Director cum Chairman of the Company for a period of five (5) consecutive years commencing from November 13, 2020, in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). Subsequently, the Members approved his appointment at the 29th Annual General Meeting of the Company held on September 25, 2021.

Mr. Sachu Rajan Eapen's first term of office as Independent Director will conclude on November 12, 2025. Based on the performance evaluation of Independent Directors and the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on October 27, 2025 has approved the re-appointment of Mr. Sachu Rajan Eapen as a Non-Executive Independent Director cum Chairman for a second term of five (5) consecutive years commencing from October 31, 2025 to October 30, 2030, subject to the approval of Members by way of a Special Resolution.

Mr. Sachu Rajan Eapen has given his consent to act as a Director and has confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI LODR Regulations. He is not disqualified from being appointed as a Director under Section 164 of the Act.

The Board, after taking into account his extensive experience, professional background, leadership qualities, and valuable contributions during his tenure, considers that the continued association of Mr. Sachu Rajan Eapen would be beneficial to the Company and its stakeholders.

In the opinion of the Board, Mr. Sachu Rajan Eapen fulfills the conditions specified in the Act and the SEBI LODR Regulations for his re-appointment as an Independent Director and is independent of the management.



UNIROYAL MARINE EXPORTS LIMITED

CP8/495(11/19), Vengalam P.O, Calicut - 673 303, Kerala, India

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CIN:L15124KL1992PLC006674

Except Mr. Sachu Rajan Eapen (DIN: 08203820), none of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of the Special Resolution set out at Item No. 2 of the Notice for the approval of the Members.

For and on Behalf of the Board of Directors
UNIROYAL MARINE EXPORTS LIMITED

Sd/-

ANUSH KALLUVILA THOMAS
DIN: 01254212 |Managing Director

Place: Kochi

Date: 27.10.2025

Annexure A

Name of the Director	Mr. Ganesh Mohan	Mr. Sachu Rajan Eapen
Age	45 Years	26 Years
DIN	11261841	08203820
Category	Non-Executive Independent Director	Non-Executive Independent Director cum Chairman
Date of first appointment on the Board as Director	NA	13/11/2020
Qualification(s)	MBA, BTech	Bachelor of Science in Business and Management
Expertise in Specific Functional Area	Has expertise in managing key investor relationships and strategic partnerships and also in distribution of multi brand products.	He is the current Chairman of the Company and is known for his dynamic and result-oriented leadership style. A young and vibrant professional from a reputed business family, he brings with him extensive exposure to various facets of business operations. He possesses strong academic credentials and practical experience across diverse domains, making him well-qualified to serve as an Independent Director of the Company. His expertise spans multiple areas, including Financial



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		Management and Portfolio Management, as well as Blue Metal Quarry Operations, providing him with a well-rounded understanding of both strategic and operational aspects of business management
Terms & conditions of appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act	As per the resolution set out at Item No. 2 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Details of remuneration sought to be paid and remuneration last drawn.	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
Number of Board Meetings attended during the year 24-2025	NA	7
Directorships held in other public Companies, including listed Companies [excluding foreign private Companies and deemed public Company] as on date of Postal Ballot Notice	Hedge Equities Limited	NIL
Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees of other Public Companies as on date of Postal Ballot Notice	Hedge Equities Limited • Audit Committee – Member • Nomination and Remuneration Committee – Member	NIL
Number of shares held in the Company as on date of Postal Ballot Notice	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL