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MOL/  
August 25, 2017

National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza, C-1, Block - G,  
Bandra-Kurla Complex,  
Bandra (East),  
MUMBAI - 400 051.

**Sub : Notice of Twenty Eight Annual General Meeting**

Dear Sir/ Madam

The Notice calling the Twenty Eight Annual General Meeting of the members of the Company scheduled to be held on Friday, September 22, 2017 at 11.00 a.m. containing the business to be transacted thereat is attached.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,  
For **MARAL OVERSEAS LIMITED**

  
**ATUL KUMAR JAIN**  
**CHIEF FINANCIAL OFFICER**

Encl : A/a.

*Maral Overseas Limited*

**Corporate Office :**  
Bhilwara Towers, A-12, Sector-1  
Noida - 201 301 (NCR-Delhi), India  
Tel. : +91-120-4390300 (EPABX)  
Fax : +91-120-4277841, 4277842  
Website: [www.maraloverseas.com](http://www.maraloverseas.com)

**Regd. Office & Works :**  
Maral Sarovar, V. & P. O. Khalbujurg  
Tehsil Khasrawad, Distt. Khargone - 451 660, (M.P.)  
Phones : +91-7285-265401-265405  
Fax : +91-7285-265406  
Website: [www.lnjbhilwara.com](http://www.lnjbhilwara.com)

**Corporate Identification No.:** L17124MP1989PLC008255



## MARAL OVERSEAS LIMITED

CIN: L17124MP1989PLC008255

**Regd. Office:** Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451 660, Madhya Pradesh  
Phone : +91-07285-265401-265405 Fax :+91-07285-265406

**Corporate Office:** Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P)  
Phone:+91-120-4390300 (EPABX), Fax:+91-120-4277841

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

### NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of the Company will be held on Friday, the 22nd September, 2017 at 11:00 A.M. at the Registered Office of the Company at Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone, Madhya Pradesh – 451 660 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended the 31st March, 2017 and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shantanu Agarwal (DIN: 02314304) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) as the Joint Statutory Auditors of the Company, and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N), be and is hereby appointed as Joint Statutory Auditors of the Company for a period of consecutive five years commencing from the conclusion of this meeting until the conclusion of 33rd Annual General Meeting, subject to the ratification in every subsequent AGM and to fix their remuneration."
4. To appoint M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N) as the Joint Statutory Auditors of the Company, and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N), be and is hereby appointed as Joint Statutory Auditors of the Company for a period of consecutive five years commencing from the conclusion of this meeting until the conclusion of 33rd Annual General Meeting, subject to the ratification in every subsequent AGM and to fix their remuneration."

#### **SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:  
"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the

rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company for creation of such mortgage(s) and/or charge(s) in addition to the existing mortgages and charges and hypothecations created by the Company as the Board may direct on the assets of the Company, both present and future and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of :

State Bank of India in connection with Term Loan of ₹ 28.44 crore to part finance expenditure towards most essential capital expenditure (capex) at Sarovar unit.

together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and other monies payable by the Company to State Bank of India under the Loan Agreements entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with State Bank of India the documents for creating the aforesaid mortgage(s) and/or charge(s) and to do all such acts and things as may be necessary for giving effect to the above resolution."

7. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, for creation of mortgage(s) and / or charge(s), on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors of the Company ("Board") in its absolute discretion may deem fit, on the whole or substantially the whole of the undertaking of the Company's present or future properties, whether immovable or

movable, wheresoever situated as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or trustees to secure the borrowings by way of loans or by issue of non-convertible debentures, bonds, term loans, working capital facilities and / or other instruments including foreign currency borrowings, as the Board may in its absolute discretion deem fit and upon such terms and conditions, as may be decided by the Board upto an aggregate amount of ₹ 500 crore, including any increase as a result of fluctuation in the rates of exchange, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures / bonds / term loans/ working capital facilities / other instrument(s) in term of their issue.

RESOLVED FURTHER THAT the mortgage and/or charge to be created by the Company aforesaid may rank prior / pari passu/ subservient with / to the mortgages and / or charges already created or to be created in future by the Company and as may be agreed to between the Company and the lenders”.

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s K. G. Goyal & Co., Cost Accountants, (Firm Reg No. 000017) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid the remuneration of ₹ 90,000/- (Rupees Ninety Thousand only) plus service tax and out of pocket expenses that may be incurred by them during the course of audit.”

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

**Shekhar Agarwal**  
Managing Director  
DIN No.: - 00066113

Place : Noida (U. P.)  
Date : 9th August, 2017

## NOTES

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company, a duly certified Board Resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.

- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 16th September, 2017 to Friday, the 22nd September, 2017 (both days inclusive).
- The relevant documents accompanying the Notice are open for inspection to the members at the Registered Office of the Company during the normal business hours of the Company up to the date of the Meeting.
- Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.
- In case of Joint holders attending the meeting, only such joint holder whose name appears earlier in the order of names will be entitled to vote.
- Members are requested to:
  - Quote their folio number/client ID in all correspondence with the Company.
  - Notify immediately to the Company all changes with respect to their bank details, mandate, nomination, Power of Attorney and Change of Address. Members holding shares in electronic form should send their requests regarding the same to their respective Depository Participants.
- Members who are holding Company's shares in electronic form are required to bring details of their Depository Account such as Client ID and DP ID Numbers for identification.
- Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
- Members holding shares in physical form are requested to furnish their email ID through e-mail at [maral.investor@lnjbhilwara.com](mailto:maral.investor@lnjbhilwara.com) and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, annual reports etc. through e-mail. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent by the permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduced by MCA and make it a success.
- The Annual Report of the Company will also be available on the website of the Company, [www.maraloverseas.com](http://www.maraloverseas.com).
- Members holding shares in physical form are requested to dematerialize their holdings in their own interest.
- In case of transfer of Shares, transferee as well as transferor are requested to furnish a copy of the PAN card to the RTA for registration of transfer of shares in physical form.
- Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.
- 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 substituted by the Companies (Management and Administration) Rules, 2015 (“Amended Rules 2015”) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The member may cast their votes using an electronic voting

system from a place other than the venue of the Meeting (remote e-voting). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e - voting). The facility for voting through ballot paper will also be made available at the Meeting and members attending the Meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again.

The instructions for remote e-voting are as under:

- (a) In case the Member receives an email from NSDL (for members whose email IDs are registered with the Company/DP):
  - (i) Open the e-mail and then open the PDF file namely "MOL e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for remote e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
  - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
  - (iii) Click on **Shareholder-Login**.
  - (iv) Put user ID and password as initial password/PIN provided in the PDF file.
  - (v) The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\* etc). Please take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting appears. Clicks on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" (E-Voting Event Number) of Maral Overseas Limited
  - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (ix) Members holding shares under multiple folios/demat account shall choose the voting process separately for each folio/demat account.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [sgsdel@gmail.com](mailto:sgsdel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (b) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants):
  - (i) Initial password is provided in the attached sheet on the 'Process and manner for remote e-voting'.

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.
- (d) The remote e-voting period commences at 9.00 a.m. on Tuesday, the 19th September, 2017 and will end at 5.00 p.m. on Thursday, the 21st September, 2017. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (e) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. 15th September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of 15th September, 2017.
- (f) In case a person has become the Member of the Company after the dispatch of Notice but on or before the cut-off date i.e. 15th September, 2017, he/she may write to M/s MCS Share Transfer Agent Ltd. on the e-mail ID: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com). After receipt of the above credentials, please follow the instructions for e-voting to cast the vote. If the member is already registered with NSDL remote e-voting platform then he can use his/her existing User ID and Password for casting the vote through remote e-voting.
- (g) Shri D.P. Gupta, Practicing Company Secretary (FCS2411) of M/s. SGS Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (h) The Scrutinizer, after scrutinizing the votes cast at the meeting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing who shall counter sign the same and declare the results of the voting forthwith. The scrutinizer shall unblock the votes in the presence of atleast two witnesses not in the employment of the Company.
- (i) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 22nd September, 2017.
- (j) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.maraloverseas.com](http://www.maraloverseas.com) and on the website of NSDL and communicated to the BSE Limited and National Stock Exchange of India Limited for placing the same on their respective website.
- (k) Members who are not casting their vote electronically, may cast their vote at the Annual General meeting by means of ballot.
- (l) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

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

Place : Noida (U. P.)  
Date : 9th August, 2017

**Shekhar Agarwal**  
**Managing Director**  
DIN No.: - 00066113

#### **Information with respect to Item No.3 & 4**

As regards appointment of Statutory Auditor referred to in item no. 3 & 4 of the notice, the following disclosures are made for the information of the members:

In terms of the provisions of Section 139 of the Companies Act, 2013, which came into effect from 1st April, 2014, it was mandatory to rotate the statutory auditors upon completion of two terms of five consecutive years. Further a transition period of three years was stipulated for implementing the rotation of auditors.

Accordingly, M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N), existing joint statutory auditors will complete their term (including transition period) as joint statutory auditors of the Company and will hold office till the conclusion of ensuing Annual General Meeting and not eligible for re-appointment. In view of the retirement of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) and their non-eligibility for further appointment, the Board of Directors of the Company upon commendation of Audit Committee have recommended the appointment of M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) and M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N) as joint statutory auditors to hold office for a period of five consecutive years from the conclusion of 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company subject to ratification in every subsequent Annual General Meeting.

The Company has received the consent and eligibility certificate from M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) and M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N). The resolution is placed before the members for their approval.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 5**

The existing Article of Association(AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to the specific provisions of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act"). The Act is now largely in force with the Rules enacted thereon.

Hence, with the new Act coming into force and considering most of the sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs it is expedient to replace existing AoA by adopting new set of AoA.

The new AoA to be substituted in place of existing AoA are based on the Table F of the Schedule I of the Act which set out the model Articles of Association for a company limited by shares.

The draft AoA is being uploaded on the Company's website for inspection of the Members. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days except Saturdays between 9.00 A.M. to 5.00 P.M. upto the date of the AGM and will also be available for inspection at AGM.

Your Directors recommend the Special Resolution under item No.5 of the Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution.

##### **ITEM NO. 6**

The Company had approached State Bank of India (SBI) for financial assistance in the form of Term Loan of ₹ 28.44 crore to part finance expenditure towards most essential capital expenditure (capex) at Sarovar unit as approved by CDR Cell. The referred financial assistance(s) from the lenders are to be secured by mortgage/charge of the assets of the Company, both present and future.

Section 180(1)(a) of the Companies Act, 2013, provides inter-alia that the Board of Directors of the Company shall not, without the consent of members of the Company in general meeting by a Special Resolution sell, lease or otherwise dispose off the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking. Since the mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of SBI may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013.

Copies of sanction letter received from the lenders and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during normal business hours upto the date of meeting.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution. The Board commends the Special Resolution as set out in item No. 6 for approval of members.

##### **ITEM NO. 7**

The Company has borrowed/shall borrow funds from time to time to meet its requirements for project based capital expenditure, normal capital expenditure, general corporate purposes and working capital etc., within the borrowing powers of the Board of Directors as delegated by the Shareholders.

However, pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (the 'Act') since notified, the Board can exercise such power to create mortgage and/ or charge on the immovable and movable properties of the Company, only with the approval of members of the Company by way of Special Resolution.

Your Directors recommend the Special Resolution under item No.7 of the Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution.

##### **ITEM No. 8**

The Board of Directors of the Company had approved the appointment and remuneration of M/s K. G. Goyal & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the Cost Audit of the Cost

records of the Company for the financial year ending 31st March, 2018, in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially

or otherwise, in the said resolution. The Board commends the Ordinary Resolution as set out in item No.8 for approval of members.

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

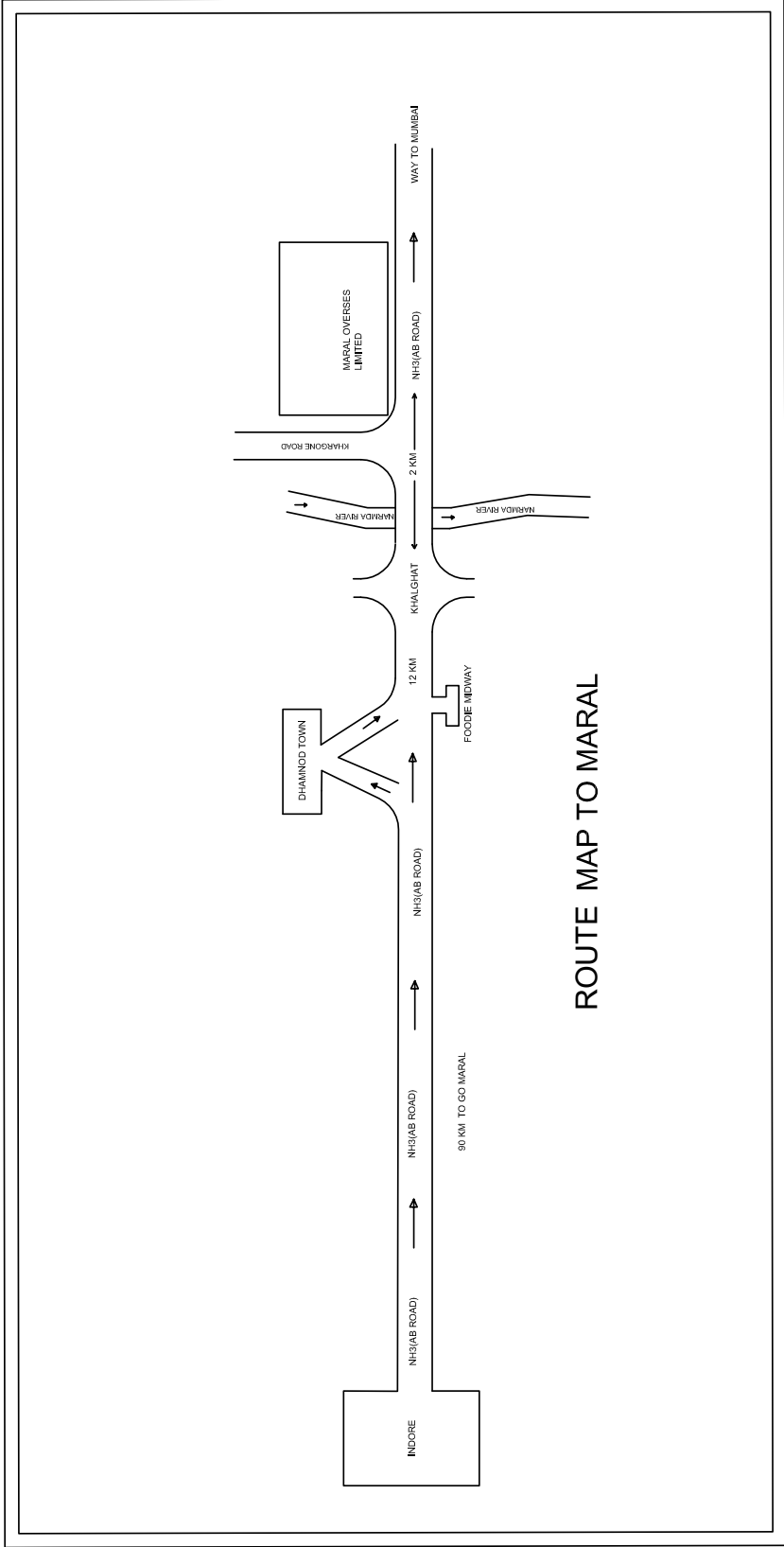
Place : Noida (U. P.)  
Date : 9th August, 2017

**Shekhar Agarwal**  
**Managing Director**  
DIN No.: - 00066113

**ANNEXURE TO NOTICE DATED 22<sup>nd</sup> SEPTEMBER, 2017**  
**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING**  
(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015)

<b>Name of Director</b>	<b>Shri Shantanu Agarwal</b>
<b>Category</b>	Promoter – Non-Executive
<b>Interse relationship</b>	Son of Shri Shekhar Agarwal
<b>Date of Birth</b>	19.01.1986
<b>Date of Appointment</b>	22.04.2014
<b>Qualification</b>	Graduate in B.S. in Electrical and Computer Engineering-USA, MBA from Wharton school of business (University of Pennsylvania)
<b>Expertise in specific functional areas</b>	Industrialist with diversified business experience
<b>List of Other Public Companies in which Directorships held #</b>	NIL
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	NIL
<b>a</b> <b>Audit Committee</b>	NIL
<b>b</b> <b>Stakeholders' Relationship Committee</b>	NIL
<b>No. of Equity Shares held in the Company</b>	554500

# Excludes Directorships in Private Limited Companies, Foreign Companies, Membership of Management Committee of various chambers/Bodies and Section 8 Companies.



**ROUTE MAP TO MARAL**



# MARAL OVERSEAS LIMITED

CIN : L17124MP1989PLC008255

Regd. Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)

Phone : +91-07285-265401-265405 Fax : +91-07285-265406

Corp. Off : Bhilwara Towers, A-12, Sector-1, Noida-201301(U.P), Phone : 91-120-4390300, (EPABX) Fax : +91-120-4277841

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

## ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

DP Id\* .....

Folio No. ....

Client Id\* .....

No. of Share(s) held .....

Name and address of the Shareholders :

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company to be held on Friday, September 22, 2017 at 11.00 a.m. at the Registered Office of the Company at Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)-451660.

\* Applicable for investors holding Shares in electronic form

\*\* Strike out whichever is not applicable

Signature of the Shareholder/Proxy/Representative\*\*

Notes:

- Members are requested to produce this attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the meeting.



# MARAL OVERSEAS LIMITED

CIN : L17124MP1989PLC008255

Regd. Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)

Phone : +91-07285-265401-265405 Fax : +91-07285-265406

Corp. Off : Bhilwara Towers, A-12, Sector-1, Noida-201301(U.P), Phone : 91-120-4390300, (EPABX) Fax : +91-120-4277841

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

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies [Management and Administration] Rules, 2014]

Name of the Member(s): ..... E mail id: .....

Registered Address: ..... Folio No/ \*Client Id: .....

..... DP Id: .....

I/We being the member(s) of ..... shares of the above named Company hereby appoint:

1. Name : ..... Address : .....

..... E-mail Id : .....

Signature ....., or failing him/her.

2. Name : ..... Address : .....

..... E-mail Id : .....

Signature ....., or failing him/her.

3. Name : ..... Address : .....

..... E-mail Id : .....

Signature ....., or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 22<sup>nd</sup> September, 2017, at 11:00 a.m. at the Registered Office Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions Numbers	Resolutions	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements for the financial year ended the 31st March, 2017 and the Report of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri Shantanu Agarwal (DIN: 02314304) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) as the Joint Statutory Auditors of the Company and to fix their remuneration.		
4.	Appointment of M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N) as the Joint Statutory Auditors of the Company and to fix their remuneration		
<b>Special Business</b>			
5.	Adoption of new set of Articles of Association of the Company		
6.	Special Resolution under Section 180(1)(a) ) for creation of mortgage(s) and charge(s) in addition to the existing mortgage(s), charge(s) and hypothecation(s) created on the assets of the Company in favour of: State Bank of India in connection with Term Loan of ₹ 28.44 crore to part finance essential capital expenditure (capex) at Sarovar unit.		
7	Special Resolution under Section 180(1)(a) for creation of mortgage(s) and charges on such terms and conditions as may be decided by the Board up to an aggregate amount of ₹ 500 crore		
8	Approval of the remuneration payable to M/s.K. G. Goyal & Co. (Firm Reg No. 000017) Cost Auditor of the Company for the financial year ending 31st March, 2018.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017



Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

**Notes :**

1. The proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. \*\* it is optional to indicate your preference . If you leave the 'for' or 'against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 28<sup>th</sup> Annual General Meeting.