



Maral Overseas Limited



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

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

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of the Company will be held on Saturday, the 15th day of March, 2014 at 11:30 A. M. at the Registered Office of the Company at Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451 660, Madhya Pradesh, to transact the following Special Businesses:

Item No. 1

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the Company held on 28th September, 2006 and pursuant to Section 180 (1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 and also that of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow, from time to time, such sum or sums of money on such terms and conditions as the Board may deem fit notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of ₹ 500 crore (Rupees Five Hundred crore only) over and above the paid up capital of the Company and its free reserves."

Item No. 2

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT Article 55 of the Articles of Association of the Company be altered in the following manner:

The existing Article 55 be substituted as under:

Subject to the provisions of Section 180 of the Companies Act, 2013 and also of the Section 73 and 179 of the Companies Act, 2013 as may be applicable from the date of their notification and Section 58A and 292 of the Companies Act, 1956 till the date of their applicability, the Board may from time to time and at its discretion, by a resolution passed at a meeting of the board, accept deposits from members, either in advance of calls or otherwise and raise or borrow or secure the payment of any sum or sums of money for the Company."

By order of the Board
for Maral Overseas Limited

Place : Noida (U. P.)
Date : 3rd February, 2014

P. S. Puri
Chief Financial Officer

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxy in order to be effective, must be received by the Company not less than forty-eight hours before the meeting.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto.
3. Members are requested to:
 - (i) Quote their folio number in all correspondence with the Company.
 - (ii) Notify immediately to the Company all changes with respect to their nomination, Power of Attorney and Change of Address. Members holding shares in electronic form should send their request regarding the same to their respective Depository Participant.
4. Members who are holding Company's shares in electronic form are required to bring details of their Depository Account, such as Client ID and DPID numbers for identification.
5. The members who have not yet registered their e-mail address are requested to register/update their e-mail address in respect of equity shares held by them in demat form with their respective DPs and in case of physical form with the Company

By order of the Board
for Maral Overseas Limited

Place : Noida (U. P.)
Date : 3rd February, 2014

For Maral Overseas Ltd.

Authorised Signatory

P. S. Puri
Chief Financial Officer



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

Item no. 1

As the members may be aware that at the Annual General Meeting of the Company held on the 28th September, 2006, the Board of Directors were authorised to borrow money (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from time to time for the purpose of Company such sum or sums of money not exceeding ₹ 500 crore over and above the paid up capital of the Company and its free reserves. The present borrowings of the Company are within the limits approved by the Company in General Meeting as above.

However, as per the requirements of Section 180(1)(c) and (2) of the Companies Act, 2013, as enacted, the approval of the members of the Company by way of special resolution has been stipulated in case the borrowings of the Company exceed its paid-up capital and free reserves. Accordingly, the resolution under item no.1 is proposed. The attention of the members is drawn that it is not proposed to increase the borrowing limit which is presently at ₹ 500 Crores and their approval is being sought by way of Special Resolution as the earlier approval at the Annual General Meeting held on 28th September, 2006 was obtained by ordinary resolution.

Your Directors recommend the resolution for approval.

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

Item no. 2

It is proposed to replace the Article 55 of the Articles of Association of the Company as proposed in the resolution under item no.2 of the Notice to make it in consonance with the requirements of Section 180 of the Companies Act, 2013 to the extent applicable and also to meet the requirements of prevalent provisions of Companies Act, 1956 till the time of their applicability. Accordingly, your Directors recommend amending Article 55 as proposed in the Notice. The proposed amendment as envisaged above requires approval of the shareholders by way of special resolution.

Your Directors recommend the resolution for approval.

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

By order of the Board
for Maral Overseas Limited

Place : Noida (U. P.)
Date : 3rd February, 2014

P. S. Puri
Chief Financial Officer

For Maral Overseas Ltd.

Authorized Signatory



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PROXY FORM

DP Id*

Folio No.

Client Id*

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

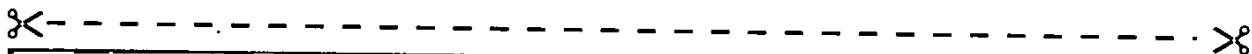
I/We..... of..... being a member/members of Maral Overseas Limited hereby appoint of failing him..... of or failing him..... of as my/our Proxy in my/our absence to attend and vote for me/us on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Saturday, the 15th day of March, 2014 at 11:30 A. M. and / or at any adjournment thereof.

As WITNESS my/our hand/hands this day of..... 2014.

Signed by the said

Please Affix
15 paise
Revenue
Stamp here

Note : The Proxy must be deposited at the Registered Office of the Company at Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone-451 660, (M.P.) not less than forty eight hours before the time of holding the meeting.
* Applicable for investors holding Shares in electronic form



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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 Extra-ordinary General Meeting of the Company held on Saturday, the 15th day of March, 2014 at 11:30 A. M. at the Registered Office of the Company at Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451 660 (M.P.).

* Applicable for investors holding Shares in electronic form

** Strike out whichever is not applicable

**Signature of the Shareholder/Proxy/Representative