



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

MOL/
August 29, 2016

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street,
MUMBAI - 400 001.

Sub : Notice of Twenty Seventh Annual General Meeting

Dear Sir/ Madam

The Notice calling the Twenty Seventh Annual General Meeting of the members of the Company scheduled to be held on Thursday, September 29, 2016 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**

SWETA GARG
COMPANY SECRETARY
ACS-27175
B-64, Sector 27,
Noida - 201 301

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

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

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@Injbhilwara.com, Website: www.maraloverseas.com

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of the Company will be held on Thursday, the 29th day of September, 2016 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 Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN : 00060972) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Joint Auditors from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, read with Schedule IV to the Act, Smt. Archana Capoor (DIN : 01204170), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 6th November, 2015 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (five) consecutive years up to 5th November, 2020."

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

"RESOLVED THAT

- a) pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and subject to such approval(s) as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Shri Shekhar Agarwal

(DIN :00066113) as Managing Director of the Company for a period of three years w.e.f. 1st April, 2016 on the remuneration as set out in the Explanatory Statement annexed hereto.

- b) The Board of Directors of the Company be and is hereby also authorised to :
 - i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Shri Shekhar Agarwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
 - ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution."

6. To consider and if thought fit, to pass, with or without modification(s), 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 charge(s) in addition to the existing mortgage(s) and charge(s) and hypothecation(s) 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 :

Central Bank of India in connection with Term Loan of ₹ 12.80 crore to part finance essential capital expenditure (capex) for replacement/ balancing/modernization of old machinery at Sarovar unit and Garment unit at Noida.

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 Central 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 Central 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 modification(s), 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, 2017, 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

Place : Noida (U. P.)
Date : 3rd August, 2016

Sweta Garg
Company Secretary
ACS - 27175

NOTES

1. 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.
 2. **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.
 3. 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.
 4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 23rd September, 2016 to Thursday, the 29th September, 2016 (both days inclusive).
 5. 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.
 6. Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.
 7. 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.
 8. Members are requested to:
 - (i) Quote their folio number/client ID in all correspondence with the Company.
 - (ii) 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.
 9. 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.
 10. 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.
 11. Members holding shares in physical form are requested to furnish their email ID through e-mail at 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 2016 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.
 12. The Annual Report of the Company will also be available on the website of the Company, www.maraloverseas.com.
 13. Members holding shares in physical form are requested to dematerialize their holdings in their own interest.
 14. In case of transfer of Shares, transferee is requested to furnish a copy of the PAN card to the RTA for registration of transfer of shares in physical form.
 15. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in respect of the Directors seeking appointments / re-appointment at the Annual General Meeting, forms integral part of the notice.
 16. 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) Amendment 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 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 remote 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.nsdl.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 with a copy marked to evoting.nsdل.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
-	-	-

- (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 remote 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.nsdل.co.in 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 Monday, the 26th September, 2016 and will end at 5.00 p.m. on Wednesday, the 28th September, 2016. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, 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. 22nd September, 2016 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 22nd September, 2016.
- (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. 22nd September, 2016, he/she may write to M/s MCS Share Transfer Agent Ltd. on the e-mail ID: admin@mcsregistrars.com or evoting@nsdl.co.in. 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 (Membership No. FCS 2411), 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. 29th September, 2016.
- (j) The results declared along with the Scrutinizer's Report shall be placed on the Company's website 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.nsdل.co.in or call on toll free no.: 1800-222-990.

By order of the Board
For Maral Overseas Limited

Place : Noida (U. P.)
Date : 3rd August, 2016

Sweta Garg
Company Secretary
ACS - 27175

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

Smt. Archana Capoor was co-opted as an Additional Director of the Company with effect from 6th November, 2015 and she ceases to hold office from the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount proposing the candidature of Smt. Archana Capoor for the office of the Director of the Company.

The Company has received consent in writing from Smt. Archana Capoor to act as Director and intimation to the effect that she is not disqualified from being a Director under Section 164 of the Companies Act, 2014.

The Company has received a declaration from Smt. Archana Capoor that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Smt. Archana Capoor fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management. A copy of draft letter of Appointment, setting out the terms and conditions is available for inspection by members during normal business hours at the Registered Office of the Company upto the date of meeting.

The resolution seeks the approval of members for appointment of Smt. Archana Capoor as Independent Director pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder to hold office for first term of 5 (five) consecutive years up to 5th November, 2020.

Except Smt. Archana Capoor and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution. The Board commends the Ordinary Resolution as set out in item no. 4 for approval of the members.

ITEM NO. 5

The term of appointment of Shri Shekhar Agarwal, Managing Director expired on 31st March, 2016. The Board of Directors at their meeting held on 28th January, 2016 had, upon recommendation of Nomination and Remuneration Committee, reappointed Shri Shekhar Agarwal as the Managing Director of the Company for a period of three years w.e.f. 1st April, 2016 in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto on the following terms and conditions.

1. Salary : ₹ 5,50,000/- per month with an annual increase of ₹ 50,000/- per month.
2. Commission : Upto 2% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013.
3. Perquisites : In addition to salary and commission, Shri Shekhar Agarwal shall be entitled to the following perquisites:

Category 'A'

- i) Housing :
 - a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely (for residence in Delhi/outside Delhi), 60% of the salary, over and above 10% payable by him, or
 - b) In case the accommodation is owned by the Company, 10% of the salary shall be deducted by the Company, or
 - c) In case no accommodation is provided by the Company, house rent allowance subject to the ceiling laid down in (a) above shall be paid to him.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and will be subject to a ceiling of 10% of the salary.
- ii) Medical Reimbursement:

Expenditure incurred for the Managing Director and his family, subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- iii) Leave Travel Concession:

For self and family once in a year incurred in accordance with the rules of the Company.
- iv) Club fees:

Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.
- v) Personal Accident Insurance :

Of an amount, the annual premium of which not to exceed ₹ 10,000/-.

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.

Category 'B'

- i) Provident Fund :

Company's contribution to Provident Fund shall be as per the scheme of the Company
- ii) Superannuation/Annuity Funds :

Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.
- iii) Gratuity:

As per the rules of the Company, payable in accordance with the approved fund at the rate of half a month's salary for each completed year of service.

Category 'C'

- i) Car :

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.
- ii) Telephone :

Telephone at residence for Company's business. Personal long distance calls shall be billed by the Company.

MINIMUM REMUNERATION

Notwithstanding anything to the contrary hereinabove contained, where, in the financial year during the currency of the tenure of the Managing Director, the Company had no profits or had inadequate profits, the Company will pay remuneration to the Managing Director by way of salary, perquisites and allowances not exceeding the sum specified in Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013.

In accordance with provisions of Section 197 of the Companies Act, 2013, the remuneration payable to any one Managing Director may exceed 5% of the Net Profit of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013 with the approval of the Company in the General Meeting but it shall not exceed 10% of the net profits computed as stated hereinabove.

A copy of memorandum containing terms of remuneration of Shri Shekhar Agarwal, Managing Director of the Company shall be open for inspection by any member of the Company without payment of any fee at the Registered office of the Company.

Except Shri Shekhar Agarwal and Shri Shantanu Agarwal, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution. The Board commends the Special Resolution as set out in item No. 5 for approval of the members.

ITEM No. 6

The Company had approached Central Bank of India (Central Bank) for financial assistance in the form of Term Loan of ₹ 12.80 crore to part finance essential capital expenditure (capex) for replacement / balancing / modernization of old machinery at Sarovar unit and Garment unit at Noida 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 Central Bank 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 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, 2017, 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. 7 for approval of members.

By order of the Board
For Maral Overseas Limited

Place : Noida (U. P.)
Date : 3rd August, 2016

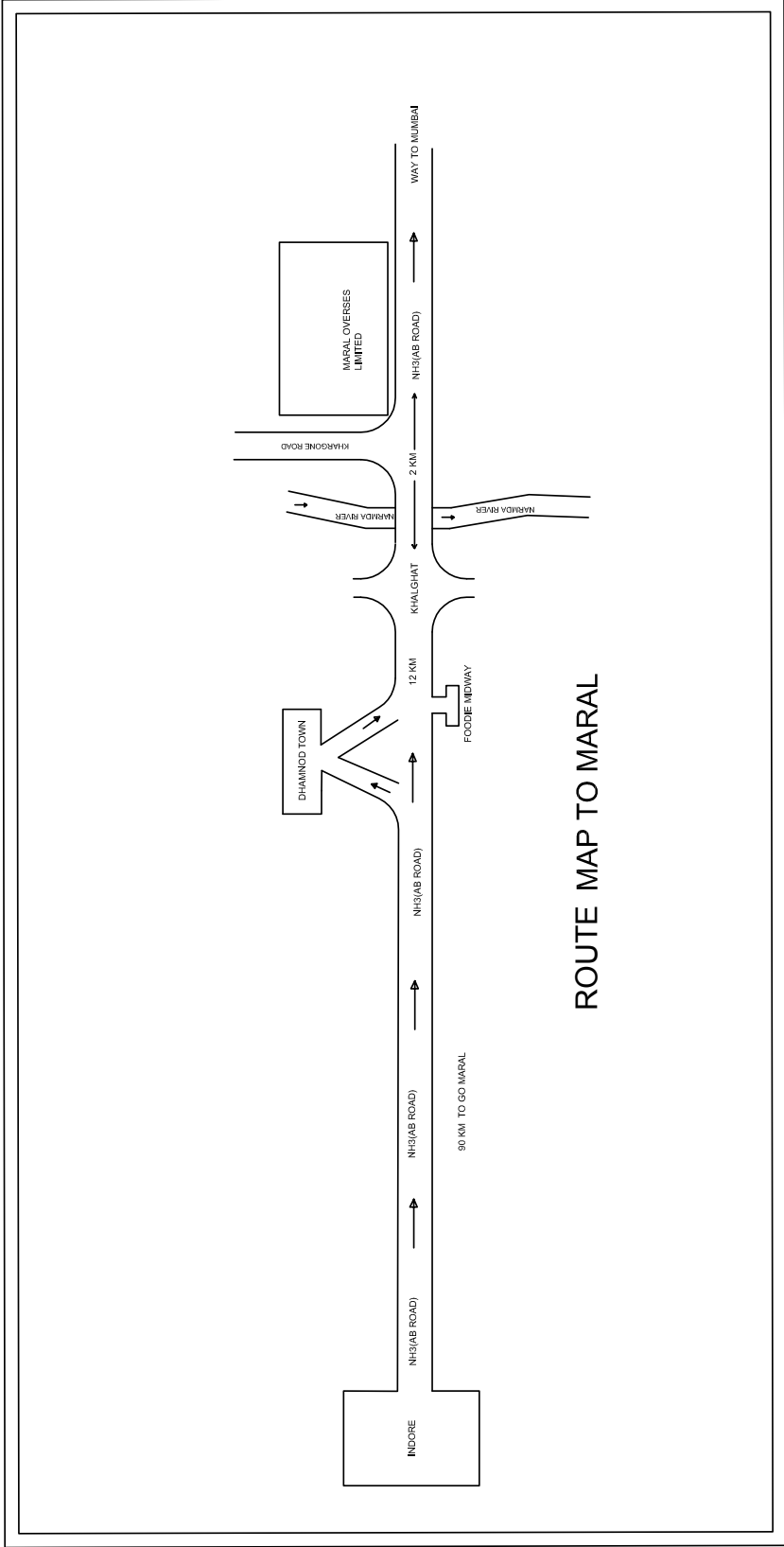
Sweta Garg
Company Secretary
ACS - 27175

ANNEXURE TO NOTICE IN PURSUANCE TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

Name of Director	Shri Ravi Jhunjhunwala	Smt Archana Capoor	Shri Shekhar Agarwal
Category	Promoter- Non Executive	Independent – Non-Executive	Promoter – Executive
Intere relationship	N.A.	N.A	N.A.
Date of Birth	28.10.1955	17.09.1958	09.10.1952
Date of Appointment	27.11.1996	06.11.2015	27.01.1989
Qualification	B.Com (H), MBA	B.Sc & MBA	B. Tec (Mech)-IIT Kanpur, M.Sc. -(Chicago)
Expertise in specific functional areas	Industrialist with diversified business experience	Finance and Market Research	Industrialist with rich experience of Textile Industry.
List of Other Public Companies in which Directorships held #	1. AD Hydro Power Ltd. 2. Bhilwara Energy Ltd. 3. BSL Ltd. 4. India Glycols Ltd. 5. HEG Ltd. 6. JK Lakshmi Cement Ltd. 8. Malana Power Company Ltd. 9. RSWM Ltd.	1. Ansal Properties and Infrastructure Ltd. 2. Birla Ericsson Optical Ltd. 3. Jet Lite (India) Ltd. 4. SPML Infra Ltd.	1. Bhilwara Technical Textiles Ltd. 2. BSL Ltd. 3. Essay Marketing Company. Ltd. 4. HEG Ltd. 5. RSWM Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	NIL	NIL	Stakeholders' Relationship Committee
Chairman/Member of the Committees of Directors of other Companies:			
Audit Committee	1. AD Hydro Power Ltd. – Chairman 2. J K Lakshmi Cement Ltd.–Member	SPML Infra Ltd.-Member	1. BSL Ltd. – Member 2. HEG Ltd. – Member
Stakeholders' Relationship Committee	1. HEG Ltd.-Member 2. BSL Ltd.-Member	NIL	RSWM Ltd. – Member
No. of Equity Shares held in the Company	NIL	NIL	755573

#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 27th Annual General Meeting of the Company to be held on Thursday, September 29, 2016 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.)

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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

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 27th Annual General Meeting of the Company, to be held on Thursday, 29th September, 2016, 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.) 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
Ordinary Business			
1	To receive, consider and adopt the Audited Balance Sheet as at the 31 st March, 2016 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN : 00060972) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Joint Auditors and to fix their remuneration.		
Special Business			
4.	Appointment of Smt Archana Capoor (DIN : 01204170) as Independent Director for first term of 5 (five) consecutive years upto 5th November, 2020.		
5.	Re-appointment of Shri Shekhar Agarwal (DIN :00066113) as Managing Director of the Company for a period of three years w.e.f. 1 st April, 2016.		
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: Central Bank of India (Central Bank) in connection with Term Loan of ₹ 12.80 crore to part finance essential capital expenditure (capex) for replacement/balancing/modernization of old machinery at Sarovar unit and Garment unit at Noida.		
7.	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 31 st March, 2017.		

Signed this _____ day of _____ 2016

Affix
Revenue
Stamp

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 27th Annual General Meeting.