



ANNEXURE - II TO DIRECTORS' REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31 March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L17124MP1989PLC008255
ii) Registration Date	27th January, 1989
iii) Name of the Company	MARAL OVERSEAS LIMITED
iv) Category/ Sub-Category of the Company	Limited by shares/ Non-Government Company
v) Address of the Registered office and contact details ¹	Maral Sarovar, V&.P. O. Khalbujurg, Tehsil Kasrawad, Khargone, Madhya Pradesh-451660 Phone +91-07285-265401-405 Fax no.91-07285-265406 email : maral.investor@Injbhilwara.com
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110 020 Phone +91-11-41406149-52, Fax No. 011-41709881 E-mail : helpdeskdelhi@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are given below :

S. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	COTTON YARN	5205	47.09
2	KNITTED FABRIC	6003	30.79
3	GARMENTS	6114	16.04

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S No	Name & Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
N.A.					

IV. SHARE HOLDING PATTERN (equity share capital breakup as percentage of total equity)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Promoters									
1	Indian									
(a)	Individual / HUF	2817273	0	2817273	6.79	2817273	0	2817273	6.79	Nil
(b)	Central Govt	0	0	0	0	0	0	0	0	0
(c)	State Govt (s)	0	0	0	0	0	0	0	0	0
(d)	Bodies Corporate	28291556	0	28291556	68.16	28291556	-	28291556	68.16	Nil
(e)	Banks / FI	0	0	0	0	0	0	0	0	0
(f)	Any Other	0	0	0	0	0	0	0	0	0
	Subtotal (A) (1)	31108829	0	31108829	74.95	31108829	-	31108829	74.95	Nil
2	Foreign									
(a)	NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b)	Other - Individuals	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	Nil
(d)	Banks / FI	0	0	0	0	0	0	0	0	0
(e)	Any Other	0	0	0	0	0	0	0	0	0
	Subtotal (A) (2)	0	0	0	0	0	0	0	0	Nil
	Total Shareholding of Promoters(A)=(A)(1) + (A) (2)	31108829	-	31108829	74.95	31108829	-	31108829	74.95	Nil
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds	0	1000	1000	0.01	0	1000	1000	0.01	Nil
(b)	Banks / FI	1700	300	2000	0.00	1700	300	2000	0.00	Nil
(c)	Central Govt	0	0	0	0	0	0	0	0	0
(d)	State Govt (s)	0	0	0	0	0	0	0	0	0
(e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f)	Insurance Companies	0	0	0	0	0	0	0	0	0
(g)	FIs	0	5800	5800	0.01	0	5800	5800	0.01	Nil
(h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i)	Others	0	0	0	0	0	0	0	0	0
	Sub-total (B) (1)	1700	7100	8800	0.02	1700	7100	8800	0.02	Nil
B 2	Non-institutions									
(a)	Bodies Corporate									
	i) Indian	1701307	2402	1703709	4.10	1631174	2300	1633474	3.94	0.16
	ii) Overseas	0	200	200	0.00	0	200	200	0.00	Nil
(b)	Individuals									
	i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	5153705	717508	5871213	14.15	5145634	652708	5798342	13.97	0.18
	ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2734392	0	2734392	6.59	2902173	0	2902173	6.99	-0.40



Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2018				No. of Shares held at the end of the year 31.03.2019				% change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(c)	Others									
	i) NRI	37018	800	37818	0.09	50289	800	51089	0.12	-0.03
	ii) Clearing Member	43039	0	43039	0.10	5093	0	5093	0.01	0.09
	Sub-total (B) (2)	9669461	720910	10390371	25.03	9734363	656008	10390371	25.03	Nil
(B)	Total Public Shareholding (B) = (B)(1)+(B)(2)	9671161	728010	10399171	25.05	9736063	663108	10399171	25.05	Nil
(C)	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A) + (B) + (C)	40779990	728010	41508000	100.00	40844892	663108	41508000	100.00	Nil

ii) **Shareholding of Promoters**

S. No	Shareholder's Name	Shareholding at the beginning of the year -01.04.2018			Shareholding at the end of the year - 31.03.2019			% change in shareholding during the year
		No. Of Shares	% of total Shares of the company	% of Shares pledged/encumbered to total shares	No. Of Shares	% of total Shares of the company	% of Shares pledged/encumbered to total shares	
1	Agarwal Trademart Pvt. Limited	19760000	47.61	33.21	19760000	47.61	33.21	0
2	Diplomat Leasing And Finance Pvt. Ltd.	1135500	2.74	0.00	1135500	2.74	0.00	0
3	Agarwal Finestate Pvt. Ltd	7396056	17.82	0.00	7396056	17.82	0.00	0
4	Sh. Shekhar Agarwal	755573	1.82	1.82	755573	1.82	1.82	0
5	Smt. Shashi Agarwal	687600	1.66	0.00	1037600	2.50	0.00	0.84
6	Sh. Shantanu Agarwal	554500	1.34	0.00	554500	1.34	0.00	0
7	Smt. Shuchi Poddar	406100	0.98	0.00	56100	0.14	0.00	-0.84
8	Sh. Shekhar Agarwal- HUF	403800	0.97	0.97	403800	0.97	0.97	0
9	Sh. Shekhar Agarwal-Trust	2750	0.01	0.00	2750	0.01	0.00	0
10	Sh. Shantanu Agarwal- HUF	2750	0.01	0.00	2750	0.01	0.00	0
11	Smt. Alka Agarwal	4200	0.01	0.00	4200	0.01	0.00	0
	Total	31108829	74.95	36.00	31108829	74.95	36.00	0.00

iii) **Change in Promoters' Shareholding (Please specify, if there is no change)**

S No		Shareholding at the beginning of the year-01.04.2018		Cumulative Shareholding during the Year- 31.03.2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	31108829	74.95	31108829	74.95
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	#		#	
	At the end of the year	31108829	74.95	31108829	74.95

Transfer/Acquisition of Shares by the Promoters Group

Sl. No.	Shareholders Name	Shareholding at beginning 01-04-2018/ end of the year 31.03.2019			Shareholding at the end of the year as 31-03-2019			% of Total Shares of the Company
		No. of Shares	% of Total Shares of the Company	Date	Increase/ Decrease in Shareholding	Reason	No of Shares	
1.	Smt. Shuchi Poddar	406100	0.98	01.04.2018				
				09.10.2018	-350000	Interse Transfer between Promoter Group		-0.84
		56100	0.14	31.03.2019			56100	0.14
2.	Smt. Shashi Agarwal	687600	1.66	01.04.2018				
				09.10.2018	350000	Interse Transfer between Promoter Group	0	0.84
		1037600	2.50	31.03.2019			1037600	2.50

iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

S. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.2019)	
		No of Shares at the beginning (01-04-2018) / End of the Year (31.03.2019)	% of total shares of the company				No. of shares	% of total shares of the company
1	INTER GLOBE CAPITAL MARKET LTD.	485812	1.17	01.04.2018				
				15.02.2019	3000	TRANSFER	488812	1.18
				22.02.2019	340	TRANSFER	489152	1.18
		489152	1.18	31.03.2019			489152	1.18
2	JAGDISH PRASAD KASERA	300000	0.72	01.04.2018				
		300000	0.72	31.03.2019	0	NIL Movement during the year	300000	0.72
3	SANTOSH SITARAM GOENKA	291439	0.70	01.04.2018				
				25.01.2019	4500	TRANSFER	295939	0.71
				29.03.2019	6120	TRANSFER	302059	0.73
		302059	0.73	31.03.2019			302059	0.73
4	ARCH FINANCE LIMITED	220000	0.53	01.04.2018				
				23.11.2018	2432	TRANSFER	222432	0.54
				14.12.2018	7500	TRANSFER	229932	0.55
				21.12.2018	5000	TRANSFER	234932	0.57
				04.01.2019	10000	TRANSFER	244932	0.59
				08.03.2019	1079	TRANSFER	246011	0.59
		246011	0.59	31.03.2019			246011	0.59
5	JDM FINANCIAL SERVICES LTD.	266038	0.50	01.04.2018				
		206638	0.50	31.03.2019	0	NIL Movement during the year	206638	0.50
6	KANCHAN SUNIL SINGHANIA	139350	0.34	01.04.2018				
		139350	0.34	31.03.2019	0		139350	0.34
7	ALKA ARUN JAIN	101000	0.24	01.04.2018				
		101000	0.24	31.03.2019	0	NIL Movement holding during the year	101000	0.24



S. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.2019)	
		No of Shares at the beginning (01-04-2018) / End of the Year (31.03.2019)	% of total shares of the company				No. of shares	% of total shares of the company
8	SANEHA LATA KASERA	100000	0.24	01.04.2018				
		100000	0.24	31.03.2019	0	NIL Movement holding during the year	100000	0.24
9	JAGDISH PRASHAD KASERA	100000	0.24	01.04.2018				
		100000	0.24	31.03.2019	0	NIL Movement holding during the year	100000	0.24
10	SUNITA SANTOSH GOENKA	87174	0.21	01.04.2018				
				12.10.2018	359	TRANSFER	87533	0.21
		87533	0.21	31.03.2019			87533	0.21

v) **Shareholding of Directors and Key Managerial Personnel**

S. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.2019)	
		No of Shares at the beginning (01-04-2018)/ End of the Year (31.03.2019)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Shri Ravi Jhunjhunwala (Director) (Chairman)	0	0.00	01.04.2018		NIL movement during the year		
				31.03.2019	0		0	0.00
2	Shri Shekhar Agarwal (Managing Director & CEO) (KMP)	755573	1.82	01.04.2018		NIL movement during the year		
		755573	1.82	31.03.2019	0		755573	1.82
3	Shri Shantanu Agarwal (Director)	554500	1.34	01.04.2018		NIL movement during the year		
		554500	1.34	31.03.2019	0		554500	1.34
4	Shri D.N. Davar (Director)	1000	0.00	01.04.2018		NIL movement during the year		
		1000	0.00	31.03.2019	0		1000	0.00
5	Dr . Kamal Gupta (Director)	1000	0.00	01.04.2018		NIL movement during the year		
		1000	0.00	31.03.2019	0		1000	0.00
6	Sh. P.S. Dasgupta (Director)	0	0.00	01.04.2018		NIL movement holding during the year		
		0	0	31.03.2019	0		0	0.00
7	Smt. Archana Capoor (Director)	0	0.00	01.04.2018		NIL movement holding during the year		
		0	0	31.03.2019	0		0	0.00
8	Shri Atul Kumar Jain (Chief Financial Officer & KMP)	0	0.00	01.04.2018		NIL movement during the year		
		0	0.00	31.03.2019	0		0	0.00
9	Mr. Virendra Kumar Garg (Company Secretary & KMP)	0	0.00	01.04.2018		NIL movement/ holding during the year		
		0	0.00	31.03.2019	0		0	0.00

V. INDEBTENDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In lakh)

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A	Indebtedness at the beginning of the financial year				
i)	Principal Amount	20620.72	500		21120.72
ii)	Interest due but not paid				
iii)	Interest accrued but not due	41.19			41.19
	Total (i+ii+iii)	20661.91	500		21161.91
B	Change in Indebtedness during the financial year				
	* Addition	5910.19			5910.19
	* Reduction	2256.15			2256.15
	Net Change	3654.04			3654.04
C	Indebtedness at the end of the financial year				
i)	Principal Amount	24274.76	500		24774.76
ii)	Interest due but not paid				
iii)	Interest accrued but not due	42.28			42.28
	Total (i+ii+iii)	24317.04	500		24817.04

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Wholetime Director and/or Manager

(Rs. In lakh)

S. No.	Particulars of remuneration	Shri Shekhar Agarwal (Managing Director & CEO)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income- tax Act, 1961	192.92	192.92
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.31	3.31
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission#		
	- as % of profit	33.94	33.94
	- others		
5	Others, please specify		
	Total *(A)	230.17	230.17
	Ceiling as per the Act		

* Remuneration paid or payable to Managing Director is subject to the approval of the Company in general meeting, as required in terms of second proviso to Section 197(1) of the Companies Act, 2013 and Schedule V of the Companies Act 2013.

#includes Rs. 3.15 Lakh pertain to the FY 2017-18 paid in the FY 2018-19.



B. Remuneration to other Director:

(Rs. In Lakh)

S. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Dr. Kamal Gupta	Shri D. N. Davar	Shri P.S. Dasgupta	Smt. Archana Capoor	Shri Ravi Jhunjhunwala	Shri Shantanu Agarwal	
1.	Independent Directors							
	- Fee for attending Board/ Committee Meeting	6.50	4.60	3.50	2.50	0.00	0.00	17.10
	- Commission	0	0	0	0	0	0	0
	- Others, please Specify	0	0	0	0	0	0	0
	Total (1)	6.50	4.60	3.50	2.50	0.00	0.00	17.10
2.	Other Non-Executive Directors							
	- Fee for attending board/ committee meeting	0	0	0	0	2.00	5.80	7.80
	- Commission	0	0	0	0	0	0	0
	- Others, please Specify	0	0	0	0	0	0	0
	Total-(2)	0	0	0	0	2.00	5.80	7.80
	Total B=(1+2)	6.50	4.60	3.50	2.50	2.00	5.80	24.90
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per Act							

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

(Rs. In lakh)

Sl. No	Particular of Remuneration	CEO	Company Secretary	CFO	Total
			Virendra Kumar Garg	Atul Kumar Jain	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	11.13	53.01	64.14
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	- others				
5	Others, please specify				
	Total (C)		11.13	53.01	64.14

VII. PENALTIES/ PUNISHMENTS / COMPOUNDING OFFENCES

	TYPE	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
A.	Company					
	Penalty					
	Punishment					
	Compounding					
B.	Directors					
	Penalty					
	Punishment					
C.	Other Officers in Default					
	Penalty					
	Punishment					