

a.	Date of the AGM.	29th September, 2016
b.	Total number of Shareholders on record date. Cut-off date for e-voting.	16,596 22nd September, 2016
c.	Number of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	15 37
d.	Number of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	Not applicable

Agenda-wise

Item No.1 Adoption of Audited Balance Sheet as at the 31st March 2016 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.								
Resolution require: (Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					No.			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3= $[2/1]*100$	4	5	6= $[4/2]*100$	7= $[5/2]*100$
Promoters and Promoter Group	E-Voting (remote e-voting)	31109329	31104629	99.98	31104629	0	100	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		31104629	99.98	31104629	0	100	0.00
Public - Institutional Holders	E-Voting (remote e-voting)	7100	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		0	0.00	0	0	0	0.00
Public- Non Institutions	E-Voting (remote e-voting)	10391571	7658	0.07	7658	0	100	0.00
	Poll		84032	0.81	84032	0	100	0.00
	Total		91690	0.88	91690	0	100	0.00
TOTAL		41508000	31196319	75.16	31196319	0	100	0.00

Item No.2 Re-appointment of Shri Ravi Jhunjhunwala (DIN:00060972) who retires by rotation and being eligible, offers himself for re-appointment.								
Resolution require: (Ordinary/Special)					Ordinary			
Whether promoter/promoters group are interested in the agenda/resolution?					YES			
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3= $[2/1]*100$	4	5	6= $[4/2]*100$	7= $[5/2]*100$
Promoters and Promoter Group	E-Voting (remote e-voting)	31109329	30417029	97.77	30417029	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		30417029	97.77	30417029	0	100.00	0.00
Public - Institutional Holders	E-Voting (remote e-voting)	7100	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting (remote e-voting)	10391571	7658	0.07	6658	1000	86.94	13.06
	Poll		84032	0.81	84032	0	100.00	0.00
	Total		91690	0.88	90690	1000	98.91	1.09
TOTAL		41508000	30508719	73.50	30507719	1000	99.9967	0.0033



Item No.3 Re-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.								
Resolution require: (Ordinary/Special)				Ordinary				
Whether promoter/promoters group are interested in the agenda/resolution?						No.		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting (remote e-voting)	31109329	31104629	99.98	31104629	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		31109329	31104629	99.98	31104629	0	100.00
Public - Institutional Holders	E-Voting (remote e-voting)	7100	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		7100	0	0.00	0	0	0
Public- Non Institutions	E-Voting (remote e-voting)	10391571	6058	0.06	6058	0	100.00	0.00
	Poll		84032	0.81	84032	0	100.00	0.00
	Total		10391571	90090	0.87	90090	0	100.00
TOTAL		41508000	31194719	75.15	31194719	0	100.00	0.00

Item No. 4 Appointment of Smt. Archana Capoor (DIN: 01204170) as Independent Director for first term of 5 (Five) consecutive years upto 5th November, 2020.								
Resolution require: (Ordinary/Special)				Ordinary				
Whether promoter/promoters group are interested in the agenda/resolution?						No.		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting (remote e-voting)	31109329	31104629	99.98	31104629	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		31109329	31104629	99.98	31104629	0	100.00
Public - Institutional Holders	E-Voting (remote e-voting)	7100	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		7100	0	0.00	0	0	0
Public- Non Institutions	E-Voting (remote e-voting)	10391571	6058	0.06	6058	0	100.00	0.00
	Poll		84032	0.81	84032	0	100.00	0.00
	Total		10391571	90090	0.87	90090	0	100.00
TOTAL		41508000	31194719	75.15	31194719	0	100.00	0.00

Item No.5 Re-appointment of Shri Shekhar Agarwal (DIN : 00066113) as Managing Director of the Company for a period of three year w.e.f. 1st April, 2016.								
Resolution require: (Ordinary/Special)				Special				
Whether promoter/promoters group are interested in the agenda/resolution?						YES		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting (remote e-voting)	31109329	28291556	90.94	28291556	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		31109329	28291556	90.94	28291556	0	100.00
Public - Institutional Holders	E-Voting (remote e-voting)	7100	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		7100	0	0.00	0	0	0
Public- Non Institutions	E-Voting (remote e-voting)	10391571	7658	0.07	6658	1000	86.94	13.06
	Poll		84032	0.81	84032	0	100.00	0.00
	Total		10391571	91690	0.88	90690	1000	98.91
TOTAL		41508000	28383246	68.38	28382246	1000	99.965	0.0035

Item No.6 Creation of mortgage(s) and charge(s) under Section 180(1) (a) 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 Rs.12.80 crore to part finance of essential capital expenditure (capex) for replacement /balancing / modernization of old machinery at Sarovar unit and Garment unit at Noida.

Resolution require: (Ordinary/Special)				Special				
Whether promoter/promoters group are interested in the agenda/resolution?				No.				
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting (remote e-voting)	31109329	31104629	99.98	31104629	0	100	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		31109329	31104629	99.98	31104629	0	100
Public - Institutional Holders	E-Voting (remote e-voting)	7100	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		7100	0	0.00	0	0	0
Public- Non Institutions	E-Voting (remote e-voting)	10391571	7658	0.07	7658	0	100.00	0.00
	Poll		84032	0.81	84032	0	100.00	0.00
	Total		10391571	91690	0.88	91690	0	100.00
TOTAL		41508000	31196319	75.16	31196319	0	100.00	0.00

Item No.7 Approval of 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, 2017.

Resolution require: (Ordinary/Special)				Ordinary				
Whether promoter/promoters group are interested in the agenda/resolution?				No.				
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3=[2/1]*100	4	5	6=[4/2]*100	7=[5/2]*100
Promoters and Promoter Group	E-Voting (remote e-voting)	31109329	31104629	99.98	31104629	0	100	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		31109329	31104629	99.98	31104629	0	100
Public - Institutional Holders	E-Voting (remote e-voting)	7100	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		7100	0	0.00	0	0	0
Public- Non Institutions	E-Voting (remote e-voting)	10391571	7658	0.07	7658	0	100.00	0.00
	Poll		84032	0.81	84032	0	100.00	0.00
	Total		10391571	91690	0.88	91690	0	100.00
TOTAL		41508000	31196319	75.16	31196319	0	100.00	0.00



CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2015)

To,

The Chairman
27th Annual General Meeting of
Maral Overseas Limited
Maral Sarovar, V & P.O. Khalbujurg,
Tehsil Kasrawad,
Distt. Khargone- 451660 M P

Dear Sir,

Sub. : Scrutinizer's Report on Consolidated voting (Remote E voting and Poll at the AGM) conducted for 27th Annual General Meeting of Members of the Maral Overseas Limited, 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- 451660 M. P.

I, D.P Gupta, Proprietor of SGS ASSOCIATES, Company Secretaries Firm having its registered office at 14, First Floor, Rani Jhansi Road, Jhandewalan, New Delhi- 110055, has been appointed as a Scrutinizer of Maral Overseas Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014 as amended Companies (Management and Administration) Rules 2015, for the purpose of Scrutinizing the remote e-voting process. Mr. D. P. Gupta and Mr. Surender Kumar Gupta DPID/Client ID No.IN300095/10478257, E-205, Satya Shanti Apartments Plot No.23, Sector-13, Rohini -110085 were appointed as scrutinizers pursuant to Section 109 of the Companies Act, 2013, read with rule 21 of the Companies (Management and Administration) Rules 2015 for the purpose of scrutinizing the poll process in a fair and transparent manner and ascertaining the requisite majority on poll carried out as per the provisions of the Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

1. The remote e-voting remained open from 26th September, 2016 (9:00 a.m.) to 28th September, 2016 (5:00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 22nd September, 2016 were entitled to vote on the proposed resolutions (Item no.1 to 7 as set out in the Notice of 27th AGM of Maral Overseas Limited).
3. The votes were unblocked on 29th September, 2016 after the conclusion of the AGM in the presence of two witnesses, Mr. P.K. Singh, 15 B, Pocket-1, MIG Flat, Mayur Vihar, Phase – III, Delhi – 110 096 and Mr. Inder Mohan Joshi, 793, Lodi Road Complex New Delhi-110003. They have signed below in Confirmation of the votes being unblocked in their presence.

Signatures _____


Name Mr. P.K. Singh

Signatures _____


Name Mr. Inder Mohan Joshi



4. The Consolidated results of the e-voting and the Poll at the Annual General Meeting are as under:

A) Resolution 1:- Adoption of Audited Balance Sheet as at the 31st March, 2016 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-Voting	24	31112287	99.7306%
Poll at the AGM	37	84032	0.2694%
Total	61	31196319	100.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

B) Resolution 2:- Re-appointment of Shri Ravi Jhunjhunwala (DIN:00060972) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	22	30423687	99.7213%
Poll at the AGM	37	84032	0.2754%
Total	59	30507719	99.9967%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	1	1000	0.0033%
Poll at the AGM	0	0	0.0033%
Total	1	1000	0.0033%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil



C) Resolution 3:- Re-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.

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	23	31110687	99.7306%
Poll at the AGM	37	84032	0.2694%
Total	60	31194719	100.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

D) Resolution 4:- Appointment of Smt. Archana Capoor (DIN: 01204170) as Independent Director for first term of 5 (Five) consecutive years upto 5th November, 2020.

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	23	31110687	99.7306%
Poll at the AGM	37	84032	0.2694%
Total	60	31194719	100.00%

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

E) Resolution 5:- Re-appointment of Shri Shekhar Agarwal (DIN : 00066113) as Managing Director of the Company for a period of three year w.e.f. 1st April, 2016.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	16	28298214	99.7004%
Poll at the AGM	37	84032	0.2961%
Total	53	28382246	99.9965%

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	1	1000	0.0035%
Poll at the AGM	0	0	0.0035%
Total	1	1000	0.0035%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

F) Resolution 6:- Creation of mortgage(s) and charge(s) under Section 180(1)(a) 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.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	24	31112287	99.7306%
Poll at the AGM	37	84032	0.2694%
Total	61	31196319	100.00%



(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil

G) Resolution 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 31st March, 2017.

(i) **Voted in favour of the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	24	31112287	99.7306%
Poll at the AGM	37	84032	0.2694%
Total	61	31196319	100.00%

(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast	% of total number of votes cast
E-voting	0	0	0
Poll at the AGM	0	0	0
Total	0	0	0

(iv) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
Nil	Nil


Figures are rounded off



5. The register, all other papers and relevant records relating to electronic voting and poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.


Thanking You,


Yours faithfully,
For SGS ASSOCIATES


D. P. GUPTA
FCS 2411
C.P. No. 1509



Place: Noida
Dated: 29th September, 2016


SURENDER KUMAR GUPTA
(Scrutinizer) (for Poll)
(DPID/Client ID No.IN300095/10478257)


Shekhar Agarwal
Chairman of the meeting