



DIRECTORS' REPORT

Annexure - II to Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31 March, 2020

[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 E-mail : maral.investor@lnjbhilwara.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	44.71
2	Knitted Fabric	6003	31.85
3	Garments	6114	17.03

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.					

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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 01.04.2019				No. of Shares held at the end of the year 31.03.2020				% 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	0	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
	Sub total (A) (1)	31108829	0	31108829	74.95	31108829	0	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	0	31108829	74.95	31108829	0	31108829	74.95	Nil
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds	0	1000	1000	0.00	0	1000	1000	0.00	Nil
(b)	Banks / FI	1700	300	2000	0.01	1700	300	2000	0.01	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	1631174	2300	1633474	3.94	1522293	2300	1524593	3.67	-0.27
	ii) Overseas	0	200	200	0.00	0	200	200	0.00	Nil
(b)	Individuals									
	i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	5145634	652708	5798342	13.97	4916605	635808	5552413	13.38	-0.59
	ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh.	2902173	0	2902173	6.99	3254615	0	3254615	7.84	0.85



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Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2019				No. of Shares held at the end of the year 31.03.2020				% change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(c)	Others									
	i) NRI	50289	800	51089	0.12	44923	100	45023	0.11	-0.01
	ii) Clearing Member	5093	0	5093	0.01	13527	0	13527	0.03	0.02
	Sub-total (B) (2)	9734363	656008	10390371	25.03	9751963	638408	10390371	25.03	Nil
(B)	Total Public Shareholding (B) = (B)(1) + (B)(2)	9736063	663108	10399171	25.05	9753663	645508	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)	40844892	663108	41508000	100.00	40862492	645508	41508000	100.00	Nil

ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year-01.04.2019			Shareholding at the end of the year-31.03.2020			% change in share holding 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 Private Limited	19760000	47.61	33.21	19760000	47.61	33.21	0
2	Diplomat Leasing And Finance Private Limited	1135500	2.74	0.00	1135500	2.74	0.00	0
3	Agarwal Finestate Private Limited	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	1037600	2.50	0.00	1037600	2.50	0.00	0
6	Sh. Shantanu Agarwal	554500	1.34	0.00	554500	1.34	0.00	0
7	Smt. Shuchi Poddar	56100	0.14	0.00	56100	0.14	0.00	0
8	Sh. Shekhar Agarwal- HUF	403800	0.97	0.97	403800	0.97	0.97	0
9	Sh. Shekhar Agarwal - Trust	2750	0.00	0.00	2750	0.00	0.00	0
10	Sh. Shantanu Agarwal -HUF	2750	0.00	0.00	2750	0.00	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-01.04.2019		Cumulative Shareholding during the Year-31.03.2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	31108829	74.95	31108829	74.95
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL		NIL	
3.	At the end of the year	31108829	74.95	31108829	74.95

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

S. No.	Name	Shareholding at the beginning (01.04.2019)/ End of the Year (31.03.2020)		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Inter Globe Capital Market Limited	489152	1.18	01.04.2019				
				19.07.2019	54348	TRANSFER	543500	1.31
				22.02.2019	14791	TRANSFER	558291	1.35
		558291	1.35	31.03.2020	0		558291	1.35
2	Santosh Sitaram Goenka	302059	0.73	01.04.2019				
				27.09.2019	15	TRANSFER	302074	0.73
				10.01.2020	8218	TRANSFER	310292	0.75
				24.01.2020	1457	TRANSFER	311749	0.75
				07.02.2020	8919	TRANSFER	320668	0.77
				21.02.2020	12571	TRANSFER	333239	0.80
				28.02.2020	5529	TRANSFER	338768	0.82
		31.03.2020	0		338768	0.82		
3	Jagdish Prasad Kasera	300000	0.72	01.04.2019				
		300000	0.72	31.03.2020	0	NIL Movement during the year	300000	0.72
4	Arch Finance Limited	246011	0.59	01.04.2019				
		246011	0.59	31.03.2020	0	NIL Movement during the year	246011	0.59
5	Anjaney Stock Broking Limited	0	0.00	01.04.2019				
				04.10.2019	207100	TRANSFER		
		207100	0.50	31.03.2020	0		207100	0.50
6	Kanchan Sunil Singhania	139350	0.34	01.04.2019				
		139350	0.34	31.03.2020	0	NIL Movement during the year	139350	0.34
7	Santosh Sitaram Goenka	68999	0.21	01.04.2019				
				26.04.2019	5967	TRANSFER	74966	0.18
				10.05.2019	10507	TRANSFER	85473	0.21
				17.05.2019	1477	TRANSFER	86950	0.21
				28.02.2020	28655	TRANSFER	115605	0.28
				06.03.2020	930	TRANSFER	116535	0.28
				13.03.2020	822	TRANSFER	117357	0.28
				20.03.2020	5416	TRANSFER	122773	0.28
		31.03.2020	0		122773	0.30		



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S. No.	Name	Shareholding at the beginning (01.04.2019)/ End of the Year (31.03.2020)		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the company				No. of shares	% of total shares of the company
8	Santosh Sitaram Goenka	87533	0.21	01.04.2019				
				26.04.2019	9140	TRANSFER	96673	0.23
				06.03.2020	2959	TRANSFER	99632	0.24
				20.03.2020	3468	TRANSFER	103100	0.25
		103100	0.25	31.03.2020	0		103100	0.25
9	Alka Arun Jain	101000	0.24	01.04.2019				
		101000	0.24	31.03.2020	0	NIL Movement during the year	101000	0.24
10	Sneha Lata Kasera	100000	0.24	01.04.2019				
		100000	0.24	31.03.2020	0	NIL Movement during the year	100000	0.24
11	Jagdish Prasad Kasera	100000	0.24	01.04.2019				
		100000	0.24	31.03.2020	0	NIL Movement during the year	100000	0.24
12	JDM Financial Services Limited	206638	0.50	01.04.2019	0			
				30.09.2019	-206600		38	0.00
				04.10.2019	206600		206638	0.50
		206638	0.50	31.03.2020	0		206638	0.50

vii) Shareholding of Directors and Key Managerial Personnel

S. No.	Name	Shareholding at the beginning (01.04.2019)/End of the Year (31.03.2020)		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Shri Ravi Jhunjunwala (Director) (Chairman)	0	0.00	01.04.2019		NIL movement during the year		
				31.03.2020	0		0	0
2	Shri Shekhar Agarwal (Managing Director and CEO) (KMP)	755573	1.82	01.04.2019		NIL movement during the year		
		755573	1.82	31.03.2020	0		755573	1.82
3	Shri Shantanu Agarwal (Director)	554500	1.34	01.04.2019		NIL movement during the year		
		554500	1.34	31.03.2020	0		554500	1.34

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S. No.	Name	Shareholding at the beginning (01.04.2019)/End of the Year (31.03.2020)		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares	% of total shares of the company				No. of shares	% of total shares of the company
4	Shri Dharmendra Nath Davar (Director) (upto 24-07-2019)	1000	0.00	01.04.2019		NIL movement during the Period/year		
		1000	0.00	31.03.2020	0		1000	0.00
5	Dr . Kamal Gupta (Director)	1000	0.00	01.04.2019		NIL movement during the year		
		1000	0.00	31.03.2020	0		1000	0.00
6	Sh. Priya Shankar Dasgupta (Director)	0	0.00	01.04.2019		NIL movement/ holding during the year		
		0	0	31.03.2020	0		0	0
7	Smt. Archana Capoor (Director)	0	0.00	01.04.2019	0	NIL movement/ holding during the year		
		0	0	31.03.2020			0	0
8	Shri Atul Kumar Jain (Chief Financial Officer & KMP)	0	0.00	01.04.2019	0	NIL movement/ holding during the year		
		0	0.00	31.03.2020			0	0.00
9	Shri Virendra Kumar Garg (Company Secretary & KMP)	0	0.00	01.04.2019	0	NIL movement/ holding during the year		
		0	0.00	31.03.2020			0	0

V. INDEBTEDNESS

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

(₹/Lakhs)

S. No.	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A	Indebtedness at the beginning of the financial year				
i)	Principal Amount	24,274.76	500.00		24,774.76
ii)	Interest due but not paid				
iii)	Interest accrued but not due	42.28			42.28
	Total (i + ii + iii)	24,317.04	500.00		24,817.04
B	Change in Indebtedness during the financial year				
	* Addition	4,145.81			4,145.81
	* Reduction	6,647.69			6,647.69
	Net Change	(2,501.87)			(2,501.87)
C	Indebtedness at the end of the financial year				
i)	Principal Amount	21,772.89	500.00		22,272.89
ii)	Interest due but not paid	0.16			0.16
iii)	Interest accrued but not due	46.42			46.42
	Total (i + ii + iii)	21,819.47	500.00		22,319.47



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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(₹/Lakhs)

S. No.	Particulars of remuneration	Shri Shekhar Agarwal (Managing Director and CEO)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	171.79	171.79
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.70	3.70
	(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	0.00	0.00
	- others		
5	Others, please specify		
	Total (A)	175.49	175.49
	Ceiling as per the Act		

Note:- Remuneration is being paid in accordance with the provision of Section 197 read with Schedule V of the Companies Act 2013.

B. Remuneration to other Director

(₹/Lakhs)

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	Dr. Kamal Gupta	Shri Dharmendar Nath Davar (upto 24-07-2019)	Shri Priya Shankar Dasgupta	Smt. Archana Capoor	
	- Fee for attending Board/ Committee meeting	9.00	2.70	6.00	2.50	20.20
	- Commission	0	0	0	0	0
	- Others, please Specify	0	0	0	0	0
	Total (1)	9.00	2.70	6.00	2.50	20.20
2.	Other Non-Executive Directors	Name of Directors				
		Shri Ravi Jhunjhunwala Chairman		Shri Shantanu Agarwal Non-Executive Director		
	- Fee for attending Board/ Committee meeting	2.50		7.30		9.80
	- Commission	0		0		0
	- Others, please Specify	0		0		0
	Total-(2)	2.50		7.30		9.80
	Total B = (1 + 2)					30.00
	Total Managerial Remuneration					Nil
	Overall Ceiling as per Act					

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

(₹/Lakhs)

S. No.	Particular of Remuneration	CEO	Company Secretary	CFO	Total
			Virendra Kumar Garg	Atul Kumar Jain	
1	Gross salary	N.A.			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		13.28	53.65	66.93
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0.20	0.32	0.52
	(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)		13.48	53.97	67.45

VII. PENALTIES/ PUNISHMENTS / COMPOUNDING OF 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					