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MARAL OVERSEAS LIMITED

CIN: L17124MP1989PLC008255

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

Phone: +91-07285-265401-265405 **Fax:** +91-07285-265406

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E-mail: maral.investor@lnjbhilwara.com, **Website:** www.maraloverseas.com

Notice to the 34th Annual General Meeting

Notice is hereby given that the **Thirty Fourth Annual General Meeting ("AGM")** of Members of **Maral Overseas Limited** will be held on **Wednesday, 20th September, 2023 at 2:00 p.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of members at the AGM venue to transact the businesses as set out in this Notice. The venue of the AGM shall be deemed to be Registered Office of the Company at Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451 660, Madhya Pradesh.

The following Ordinary and Special businesses will be transacted at the AGM:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Shantanu Agarwal (DIN: 02314304), who retires by rotation, and being eligible, offers himself for re-appointment.

Special Business:

3. **Ratification of remuneration payable to M/s. K. G. Goyal & Co. (Firm Reg. No. 000017) Cost Auditors of the Company for the financial year 2023-24.**

To consider and if thought fit, to pass, with or without modifications, 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 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. K. G. Goyal & Co., Cost Accountants,

(Firm Reg. No. 000017) who were appointed as Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2023-24, be paid the remuneration of Rs. 1,00,000/- (Rupees One Lac Only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit, be and is hereby ratified."

**By order of the Board
For Maral Overseas Limited**

Sd/-

**Virendra Kumar Garg
Company Secretary
M.No. FCS:-7321**

Place: Noida (U. P.)

Date: 21st August, 2023

Registered Office:-

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

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), setting out material facts relating to Special Business under item No.3 to be transacted at 34th Annual General Meeting ("**AGM**") is annexed.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 34TH AGM AND E-VOTING

2. Pursuant to General Circular Nos. 14/2020 dated 8th April, 2020, (read together with Circular No.17/2020 dated 13th April, 2020, Circular No. 02/2021 dated, 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 02/2022 dated 05th May, 2022 and Circular No. 10 /2022 dated 28th December, 2022) and Circular No. 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs ("**MCA**") as also the various circulars issued by Securities Exchange



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Board of India (“SEBI”) vide its Circular dated 5th January, 2023, (read together with Circulars dated 13th May, 2022, dated 15th January, 2021 and dated 12th May, 2020) (collectively referred as “**Applicable Circulars**”) permitted the holding of AGM by the Companies through Video Conferencing/Other Audio Visual Means (“**VC/OAVM**”), without the physical presence of the members. Accordingly, 34th AGM of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451660, Madhya Pradesh.

3. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for facilitating participation by the Members at the AGM through VC/OAVM and remote e-Voting (including e-Voting during the AGM). In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow at least 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. The instructions for participation by the Members and for remote e-Voting including e-Voting during the AGM are given separately in the subsequent paragraphs. Further, the attendance of the Members attending/participating 34th AGM through VC/OAVM, shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 read with Applicable Circulars. However in case of joint shareholders, Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, will be entitled to vote at the AGM through e-voting.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not to be a member of the Company. Since this AGM is being held pursuant to the Applicable Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the **proxy form, attendance slip and route map of this AGM are not annexed to this notice.**
5. Institutional Investors and Corporate Members (i.e. other than individuals, HUF, NRI etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a 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 pranavcs@outlook.com, with a copy marked to evoting@nsdl.co.in and maral.investor@Injbhilwara.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their **Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter”** displayed under “**e-Voting**” tab in their login.
6. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard-2 on General Meeting of ICSI in respect of the Directors retiring by rotation, seeking appointment/re-appointment at the 34th Annual General Meeting, are annexed hereto as **Annexure-I** to this Notice.
7. Non-Resident Indian members are requested to inform Registrar and Transfer Agents/respective DP’s immediately for:
 - a) Change in the residential status on return to India for permanent settlement.
 - b) Particulars of the bank account(s) maintained in India with complete name, branches and account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 14th September, 2023 to Wednesday, 20th September, 2023, **(both days inclusive).**
9. SEBI has mandated the submission of the Permanent Account Number (**PAN**) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent (“**RTA**”) i.e. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020 and/ or send the documents at admin@mcsregistrars.com



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or helpdeskreply@mcsregistrars.com. Members are requested to mention their folio number/client ID in all communications with the Company.

10. To support the '**Green Initiative**' and also to receive the copy of AGM notice in case of AGM convened through VC/OAVM and other communication from the Company, members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held in electronic form and with the Registrar and Share Transfer Agent in case the shares are held in physical form through Form ISR-1, which is available on the website of the Company.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document;-
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Share Transfer Agent.
12. Members can avail the facility of nomination in respect of shares held in physical form pursuant to the provisions of Section 72 of the Act. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If Member desire to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or wish to opt-out, are requested to submit Form No. ISR-3. Members are requested to submit the duly filled Form (s) alongwith supporting documents to M/s MCS Share Transfer Agent Limited ("**RTA**"), F-65, Okhla Industrial Area, Phase I, New Delhi-110020 E-mail: admin@mcsregistrars.com. The said Form (s) can be downloaded from the Company's website i.e. www.maraloverseas.com. The prescribed Form(s) may also be obtained from RTA at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
13. In furtherance of earlier SEBI Circulars dated 3rd November, 2021 and dated 14th December, 2021, SEBI vide its Circular dated 16th March, 2023 has mandated to shareholders holding securities in physical mode for furnishing of the following documents to the Registrar and Share Transfer Agent ("**RTA**") of the Company as an on-going measure to enhance the ease of doing business for investors in the securities market pertaining to Common and simplified norms for processing any service request from the shareholder/investors.
 1. PAN,
 2. Nomination details/Declaration to Opt- out of Nomination,
 3. Contact details (Postal address with PIN Code, Mobile Number and E-mail address),
 4. Bank Account details (Bank and branch name, bank account number, MICR, IFSC Code),
 5. Specimen Signature through Form ISR-2

In case the aforesaid documents/details are not furnished to the Company/RTA, then such folio shall be frozen by the RTA on and after 1st October, 2023. Such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if it continues to remain frozen as on December 31, 2025.

A communication/intimation in this regard had been sent to all shareholders holding shares in physical form by Registered Post on 22nd May, 2023. A copy of the said communication is available on the website of the Company. The relevant Form(s) are available on the websites of the Company and RTA. Members are requested to submit the aforesaid details in the relevant prescribed Form(s) duly filled to RTA of the Company, if not already submitted /updated. Shareholders who hold shares in electronic form and wish to update their PAN, KYC and nomination details, are requested to contact their respective Depository Participants. Shareholders are hereby requested once again to submit the aforesaid information in the relevant Investor Service Request Form(s) along with the supporting documents at the earliest.
14. The format of the Register of Members prescribed by the MCA under the Act requires the Company/RTA to



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record details of Members, including their PAN details, email address, bank details, etc. Members holding shares in physical form are requested to submit the details in Form ISR-1 alongwith the supporting documents to the Company or to the RTA in physical mode as per instructions mentioned in the Form. The said Form is available on the websites of the Company/ RTA. Members holding shares in electronic form are requested to submit the requisite details to their respective DPs only.

15. In accordance with the provision to Regulation 40 of the Listing Regulations, 2015, effective from April 1, 2019 and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form. Accordingly, shareholders holding shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the Company or Company's Registrar and Share Transfer Agent i.e. M/s. MCS Share Transfer Agent Limited, for assistance in this regard.
16. Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form ISR – 4, to Company's RTA i.e. M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi-110020 E-mail: admin@mcsregistrars.com or helpdeskreply@mcsregistrars.com.
17. The recorded transcript of 34th AGM shall also be made available on the website of the Company www.maraloverseas.com as soon as possible after the AGM.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any changes in address or demise of any Members as soon as possible. Members are also advised to not leave their account(s) dormant for long.

Periodic statement of holdings should be obtained from the concerned Depository Participants and holding should be verified from time to time.

19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Company/RTA, the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
20. Pursuant to section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend that are unpaid or unclaimed for a period of 7 (seven) consecutive years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred by the Company to the Investor Education and Protection Fund ("IEPF"). Further, according to said IEPF Rules, shares in respect of which dividend remain unpaid/unclaimed by the shareholders for 7 (seven) consecutive years shall also liable to be transferred to the Demat account of the IEPF Authority. Therefore, the Company requests all the members to encash/claim their unpaid/unclaimed dividend within the prescribed time. The details of unpaid/ unclaimed dividend of the FY 22 are available on the website of the Company i.e. www.maraloverseas.com.
21. **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF ANNUAL REPORT**
 - a) In accordance with the Applicable Circular referred to in Note No.2 above, the Company is sending the Annual Report alongwith notice of 34th AGM through electronic mode to those Members whose email addresses have been made available to the Depository Participants and the Company. The Notice calling 34th AGM of the Company and Annual Report for the year 2022-23 has been uploaded on the website of the Company at www.maraloverseas.com. The said Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.



- b) Members are requested to provide their email addresses and bank account details to Registrar and Share Transfer Agent i.e. M/s. MCS Share Transfer Agent Limited of the Company or Depository Participants (DPs). The process of registering the same is mentioned below:

<p>In case of Physical Shareholding</p>	<p>Send a duly signed request letter in Form ISR-1 along with supporting documents to the RTA of the Company i.e. M/s. MCS Share Transfer Agent Limited (Unit : Maral Overseas Limited), F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or scanned copy on email at helpdeskdelhi@mcsregistrars.com and provide the following details/documents for registering email address:</p> <ol style="list-style-type: none"> Folio No., Name of shareholder, Email ID, Copy of PAN card (self-attested), Copy of Aadhar (self-attested) Copy of share certificate (front and back) and Contact detail etc. <p>Following additional details/documents need to be provided in case of updating Bank Account details:</p> <ol style="list-style-type: none"> Name and Branch of the Bank in which you wish to receive the dividend, the Bank Account type, Bank Account Number, MICR Code Number, IFSC Code, and Copy of the cancelled cheque bearing the name of the first shareholder.
<p>In case of Demat Shareholding</p>	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

In case of any queries / difficulties in registering the email address, members may write to admin@mcsregistrars.com or helpdeskdelhi@mcsregistrars.com.

22. PROCEDURE FOR INSPECTION OF DOCUMENTS

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available electronically for inspection by the members during the AGM upon login at NSDL e-Voting system.

23. PROCEDURE FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OAVM

- The remote e-Voting period begins on **Sunday, 17th September, 2023 at 9:00 a.m. and ends on Tuesday, 19th September, 2023 at 5:00 p.m.** The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members/ Beneficial Owners as on the **Cut-Off date** i.e. **Wednesday, 13th September, 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-Off date**, being i. e. **Wednesday, 13th September, 2023**.
- 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 amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), Secretarial Standard-2 on General Meetings of ICSI and in accordance with the Applicable Circulars referred to in Note No. 2, the Company is providing facility of remote e-Voting as well as e-Voting during the AGM to its Members in respect of the business to be transacted at the 34th AGM through NSDL.
- Members, who acquire shares of the Company after dispatch of the notice and hold shares as on the **Cut-Off Date i.e. Wednesday, 13th September, 2023** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@mcsregistrars.com or helpdeskdelhi@mcsregistrars.com. Individual Demat Account Holder may follow the process mentioned in **Step 1: Access to NSDL e-Voting system.**



iv. The details of the process and manner for remote e-Voting are explained herein below:-

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual Annual General Meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest, user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to **Step 2** i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial

password’ and the system will force you to change your password.

- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.



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Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “**Join Meeting**”.
3. Now you are ready for e- Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

24. PROCESS FOR THOSE MEMBERS WHOSE EMAIL IDs ARE NOT REGISTERED FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF EMAIL IDs FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE

- i. Those Members, who hold shares in physical form and who have not registered their email address with the Company and who wish to participate in the 34th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of:
 - a) a signed request letter mentioning your name, folio number and complete address, scanned copy of the share certificate (front and back);, and
 - b) Self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport,

AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company maral.investor@lnjbhilwara.com.

- ii. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of:
 - a. a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID);
 - b. Name, self-attested scanned copy of client master or Consolidated Demat Account statement; and
 - c. Self-attested scanned copy of the PAN Card and AADHAR (self-attested scanned copy of Aadhar Card) to the email address of the Company maral.investor@lnjbhilwara.com.
- iii. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- iv. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

25. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF AGM

- a) The procedure for e-Voting on the day of AGM is same as the instructions mentioned above for remote e-Voting.
- b) Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolution(s) through remote e-Voting and are otherwise not



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barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM through VC/OAVM. However, they will not be eligible to vote again at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

26. GENERAL GUIDELINES FOR SHAREHOLDERS WITH REGARD TO E- VOTING

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/ Password?”** or **“Physical User Reset Password?”** Option available on www.evoting.nsdl.com to reset the password.
- ii. 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.nsdl.com or call on toll free No.: 022 - 48867000 and 022 - 24997000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL, at evoting@nsdl.co.in.

27. PROCEDURE FOR JOINING THE AGM THROUGH VC/ OAVM

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join Meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- c. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. Facility of joining the AGM through VC/OAVM shall open 15 minutes before and after the schedule time of commencement of the meeting.

28. PROCEDURE FOR RAISING QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

- a. Members, who would like to express their views/ have questions may send their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company’s email address maral.investor@Injbhilwara.com at least 7 days in advance before the start of the meeting i.e. **Wednesday, 13th September, 2023** by **2:00 p.m.** Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Company reserves the right to restrict the number of questions depending on the availability of time as appropriate for smooth conduct of the AGM.
- b. Members, who would like to express their views/ ask questions during 34th AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company’s email address maral.investor@Injbhilwara.com at least 7 days in advance before the start of the 34th AGM i.e. **Wednesday, 13th September, 2023** by **2:00 p.m.** Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 34th AGM, depending upon the availability of time.
- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

29. ANNOUNCEMENT OF VOTING RESULTS OF AGM

- i. Shri Pranav Kumar, Practicing Company Secretary (Membership No. FCS 5013 and COP No.3429) or failing him Ms. Arpita Saxena, Practicing Company Secretary (Membership No. ACS 23822 and COP No. 11962) being partner of M/s. Pranav Kumar Associates, Company Secretaries in Practice has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than forty eight hours of the conclusion of the Annual General Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. 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. **Wednesday, 20th September, 2023.**
- iii. The results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website www.maraloverseas.com and on the website of NSDL <http://www.evoting.nsdl.com> immediately after the results is declared and simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

**By order of the Board
For Maral Overseas Limited**

Sd/-

**Virendra Kumar Garg
Company Secretary
M.No. FCS:-7321**

**Place: Noida (U. P.)
Date: 21st August, 2023**

Registered Office:-

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

Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013

ITEM NO. 3

Board of Directors in their meeting held on 4th May, 2023, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. G. Goyal & Co., Cost Accountants as Cost Auditor of the Company to conduct the Cost Audit of the Cost records of the Company for the financial year 2023-24 at a remuneration of Rs. 1,00,000/- (Rupees One Lacs Only) plus applicable tax and out of pocket expenses that may be incurred by them during the course of Audit in terms of rules framed in this regard by the Ministry of Corporate Affairs.

M/s. K. G. Goyal & Co., have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company for the financial year 2023-24. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year 2023-24 by passing an Ordinary Resolution as set out at Item No.3 of the Notice.

Board Commends the Ordinary Resolutions set out at Item No. 3 for the approval of Members.

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.

**By order of the Board
For Maral Overseas Limited**

Sd/-

**Virendra Kumar Garg
Company Secretary
M.No. FCS:-7321**

**Place: Noida (U. P.)
Date: 21st August, 2023**

Registered Office:-

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



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Annexure-1

In pursuance to Secretarial Standard on General Meeting (SS-2) and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

Details of the Directors seeking appointment / re-appointment at the Annual General Meeting

Name of Director	Shri Shantanu Agarwal	
DIN	02314304	
Category of Directorship	Promoter, Joint Managing Director (Executive)	
Date of Birth	16 th January, 1986	
Age	37 Years	
Date of Appointment on the Board	22 nd April, 2014	
Relationship with Other Directors, Managers & Key Managerial Personnel.	Son of Shri Shekhar Agarwal, Chairman & Managing Director and CEO of the Company.	
Qualifications	Graduate in B.S. in Electrical and Computer Engineering- from CMU, USA and MBA from Wharton School of Business (University of Pennsylvania, USA).	
Experience & Expertise in specific functional areas	Industrialist with diversified business experience.	
List of Other Public Companies in which Directorships held #	Bhilwara Technical Textiles Limited	
Chairman / Member of the Committee of the Board of Directors of the Company	Audit Committee - Member Stakeholders' Relationship Committee- Member	
Chairmanship of the Committee of the Board of Directors of the other Companies		
a	Audit Committee	Nil
b	Stakeholders' Relationship Committee	Nil
Membership of the Committee of the Board of Directors of the other Companies		
a	Audit Committee	Bhilwara Technical Textiles Limited
b	Stakeholders' Relationship Committee	Nil
No. of Board meeting attended during the year	5 out of 5	
No. of Equity Shares held in the Company as on 31st March, 2023	5,54,500	
Terms & Condition of appointment or re-appointment	Executive Director liable to retire by rotation	
Last Remuneration Drawn	Rs. 93.36 Lakh	
Remuneration sought to be paid	See Note No.2 below	
Justification for choosing the Independent Director	Not Applicable	
Listed entities from which the Director has resigned in the past three years	Not Applicable	
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Corporate Governance Report	

#Excludes Directorships in Private Limited Companies, Foreign Companies, Membership of Management Committee of various chambers/Bodies and Section 8 Companies and LLP.

Note no.-1: Directors are only paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committees of Board of Directors.

Note no.-2: Remuneration of Executive Director(s) is approved by the Board of Directors of the Company upon commendation of Nomination and Remuneration Committee and further approved by the members of the Company.