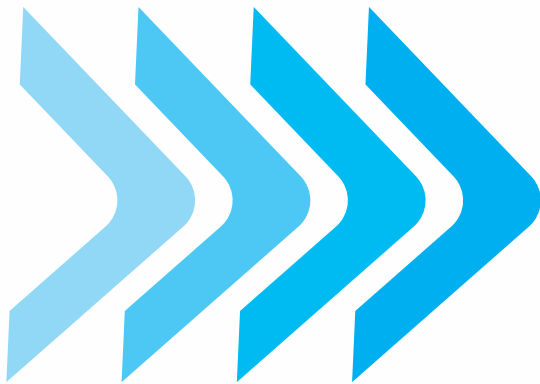




Maral Overseas Limited



COMMITTMENT TO EXCELLENCE



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CORPORATE INFORMATION

L. N. Jhunjhunwala

Chairman-Emeritus

BOARD OF DIRECTORS

Ravi Jhunjhunwala
Shekhar Agarwal
D. N. Davar
Dr. Kamal Gupta
P. S. Dasgupta
Shantanu Agarwal
Archana Capoor

Chairman
Managing Director
Director
Director
Director
Director
Director

KEY EXECUTIVES

- **Sarovar Unit**
Suresh Chand Maheshwari President
- **Noida Unit**
Naveen Maheshwari Senior Vice President

KEY MANAGERIAL PERSONNEL

Shekhar Agarwal Managing Director & CEO
Sweta Garg Company Secretary
P. S. Puri Chief Financial Officer

REGISTERED OFFICE

Maral Sarovar,
V. & P.O. Khalbujurg,
Tehsil Kasrawad,
Distt. Khargone - 451 660 (M.P.)

CORPORATE OFFICE

Bhilwara Towers,
A-12, Sector-1, Noida - 201 301 (U.P.)
Website: www.maraloverseas.com

WORKS :

- **Sarovar Unit**
Maral Sarovar, V. & P.O. Khalbujurg,
Tehsil Kasrawad, Distt. Khargone - 451 660 (M.P.)
- **Noida Unit**
A-11, Hosiery Complex, Phase - II (Extension),
Noida - 201 305 (U.P.)
C-126, Sector-63, Noida - 201 307 (U.P.)

AUDITORS

Doogar & Associates, New Delhi
Ashim & Associates, New Delhi

BANKERS

Axis Bank Ltd.
Bank of Baroda
Canara Bank
Central Bank of India
Export-Import Bank of India
State Bank of Bikaner & Jaipur
State Bank of Hyderabad
State Bank of India
State Bank of Patiala
Union Bank of India
Yes Bank Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

MANAGEMENT DISCUSSION AND ANALYSIS

The economic landscape is moving towards a rough and uncertain terrain characterized by weak growth of world output. Further, with turbulent financial markets, volatile exchange rates and decline in the prices of a number of commodities, market conditions have worsened. Admired this gloomy landscape, India stands out as a haven of stability, beacon of hope, dynamism and opportunity and growth has largely remained positive on the strength of domestic absorption. India has been complimented as “rare bright spot” in the global economic turmoil. With the prevalent overall macroeconomic scenario, and assuming normal rainfall in 2016-17, it would be reasonable to conclude that the Indian economy is all set to register growth in excess of 7 percent for the third year in succession. These achievements are remarkable not the least because they have been accomplished in the face of global headwinds and a second successive season of poor rainfall.

The macro-economy of India is robust and is likely to be fastest growing major economy in the world in 2016. India had dispelled the myth that democracy and rapid economic growth cannot co-exist. The growth rate of GDP at constant market prices was projected to increase to 7.6 per cent in 2015-16 from 7.2 per cent in 2014-15, mainly because private consumption expenditure has accelerated. Similarly, the growth rate of Gross Value Added (GVA) for 2015-16 is estimated at 7.3 per cent vis-à-vis 7.1 per cent in 2014-15. Although agriculture is likely to register low growth for the second year in a row on account of weak monsoons, it has performed better than last year. Industry has shown significant improvement primarily on account of the surprising acceleration in manufacturing of 9.5 per cent vis-à-vis 5.5 per cent in 2014-15.

The global economic outlook has remained under clouds of uncertainty for long, with periodic financial market turbulence and heightened risk aversion. The recent bout of uncertainty owes to developments and concerns about China's growth, financial markets and currency. The spill overs are causing shocks in vulnerable economies. However, with the Government's “reform-to-transform” agenda, a series of measures have been enacted whereby it appears that conditions do exist for raising the economy's growth momentum and achieving growth rates of 8 per cent or higher in the next couple of years. Further with the object of ease of doing business, the Government had initiated various measures for simplification and rationalization of procedures and processes to attract more FDI. It was further said that “With the promise of more reforms, India's stars are shining bright.”

One important positive outcome in 2015 was the modest pickup in the growth of some of the advanced economies. However, growth in emerging market and developing economies declined for the fifth consecutive year. As a result, overall global economic activity remained subdued in 2015. In its latest Update of the World Economic Outlook (WEO), published on 19 January 2016, the IMF projected growth in the global economy to improve from 3.1 per cent in 2015, to 3.4 per cent in 2016 and further to 3.6 per cent in 2017. Growth in advanced economies is projected at 2.1 per cent in 2016 and to continue through 2017 at the same rate. The Indian economy has made substantial improvements in its macroeconomic fundamentals and impressive strides in reducing macro-vulnerability with reforms in key areas, pursuit of fiscal prudence and consolidation, focus on price stability and the resultant benign price situation and comfortable level of external current account. India's external sector outcome continues

to be strong and sustainable because of strong macroeconomic fundamentals and low commodity prices. As such, while export slowdown may continue for a while before picking up in the next fiscal, continuance of low global commodity prices augurs well for sustaining low trade and current account deficits. As a proportion of GDP, the CAD is likely to be in the low range of 1-1.5 per cent.

The Indian textile industry has strength across the entire value chain from natural to man-made fiber to apparel to home furnishings. The Textiles sector comprising cotton, man-made fibers, jute, sericulture & silk, wool, a number of speciality fibres and their products and Handlooms and Handicrafts, play a key role in the Indian Economy by way of significant contribution to GDP, manufacturing output, employment generation and export earnings. This is one sector where we can actually produce branded products which are high up in the value chain and don't just position us as a cheap sourcing hub. The textiles industry accounts for 14% of industrial production, which is 4% of GDP; employs 45 million people and accounts for 13% share of the country's total exports basket. Its share in the nation's GDP is 6% and in exports it is 13%. The sector is the second largest employer after agriculture.

The Government of India seems committed to developing and sustaining a strong and vibrant textile industry which would contribute significantly to production, employment and skill development thereby promoting economic growth. The Government has taken new initiatives to make development participative and inclusive, in line with the core governance philosophy of ‘Sabka Saath Sabka Vikaas’. As part of the above, Government has approved the introduction of “Amended Technology Upgradation Fund Scheme (ATUFS) in place of the existing Revised Restructured Technology Upgradation Fund Scheme (RR-TUFS), for technology upgradation of textile industry. The amended scheme would give boost to “make in India” in textile sector; it is expected to attract investment to the tune of one lakh crore rupees, and create over 30 lakh jobs. A budget provision of ₹ 17,822 crore has been approved of which ₹ 12,671 crore is for committed liabilities under the ongoing scheme, and ₹ 5151 crore is for new cases under ATUFS. Further, the government had approved 100 per cent foreign direct investment in market place e-commerce, where the Company only provides platform for buyer and seller to connect.

Moreover, the reduction of the basic custom duties on specified fibres and yarn has been welcomed by the apparel sector. However, the step taken by the government with respect to the proposal of excise duty on branded readymade garments and made-up articles of textiles with retail sale price of more than ₹ 1000 is a cause of concern for the industry.

Opportunities and Threats

The Indian textile industry is extremely varied, with the hand-spun and handwoven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. Taking innovative measures in partnership with the industry and learning from experience, India could aspire to achieve 20% growth in exports over the next decade. The Government has started promotion of its ‘India Handloom’ initiative on social media like Facebook, Twitter and Instagram with a view to connect with customers, especially youth, in order to promote high quality handloom products. Moreover, the restoration of Generalised System of Preference’ or GSP by US under which Indian exports receive



concessional duty treatment in US will overall benefit the textile industry.

Despite the growth in the sector, the same is not untouched with the darker aspects. In the Indian textile and apparel sector, the sub sectors of weaving, processing and garmenting are fragmented and lacking in the requisite scale for success in global markets. Most of the manufacturing units have small capacities and low manufacturing efficiencies which are a disadvantage in the global arena. To bring them at par with global counterparts, there is a need to facilitate rapid growth and modernization of existing plants with potential for success. Further, the regulatory framework for labour with multiplicity of laws and reporting requirements with onerous transaction costs is one of the major reasons for the inability of the sector to expand and acquire global scale.

Businesses

Maral Overseas Limited (MOL) is one of the India's largest vertically integrated textile Companies. The commitment towards the stakeholders by providing best quality products, on time has made it a reliable supplier of world-class products in the global market. In 2016-17 world cotton production is projected to increase by 4% to just under 23 million tons, as the world average yield is anticipated to improve by 4%.

During the financial year ended the 31st March, 2016, the Company achieved a Turnover of ₹ 618.83 crore against ₹ 648.43 crore in the previous year ended the 31st March, 2015 and the operating profit of the Company was ₹ 60.44 crore against ₹ 72.22 crore in the previous year.

During the year under review, the Company's exports (FOB value) were to the tune of ₹ 368.31 crore and accounted for 58.74% of MOL's turnover. The yarn business accounted for 49.07 % (Previous year 48.04%) while knitted fabric and garment business accounted for 26.27% (25.30 %) and 15.81% (17.15%) respectively.

The Company tries to satisfy its customer in every possible manner. The Company, in order to ensure smooth operations of its activities, has undertaken various modernization programmes such as replacing some of the ring frames and by installing new ring frames with autodoing. Further, the Company has converted one unit of 16,224 spindles on blended yarn from 100% cotton yarn, since most new product development has been in yarn blended with polyester and other fabrics. Moreover, this product mix will give additional flexibility for marketing fabrics with shorter lead time. The Company has also decided to undertake modernization further activities to improve productivity, quality and margins.

Risk Management

Currency Risk

The volatility in the currency market has a great impact on the industry. The weakening of Chinese currency, setting in chain reactions from other countries, has put India's external competitiveness across-the board under pressure. However, the nominal value of rupee measured against a basket of currencies has been steady. During 2015-16, the average exchange rate of the rupee depreciated to ₹ 65.45 per US dollar as compared to ₹ 61.14 per US dollar in 2014-15. This was mainly on account of the fact that the dollar strengthened against all

the major currencies because of stronger growth in the USA as well as the fact that China's growth and currency developments this year deteriorated.

Regulatory Risk

The policies of the Government place a major impact on the industry. The Government policies help in maintaining global competitiveness and at the same time catering to domestic demand and growth. The reduction of basic custom duty on specified fibres and yarns was proposed to be reduced to 2.5% from the existing 5% and on import of specified fabrics (for manufacture of textile garments for export) of value equivalent to 1% of FOB value of exports in the preceding financial year be exempted subject to specified conditions.

However, unfavourable changes in the Government policies and the regulatory environment can adversely impact the performance of the Company. The 2% excise duty is levied on branded readymade garments and made-up articles of textiles of retail sale price of ₹ 1000 or more. However, the same will be applicable only to those manufacturers who do not claim input tax credit on various raw materials. The change in the tariff value from 30 percent of MRP to 60 percent of MRP will increase burden on apparel players. Further, the increase in service tax from 14.50 percent to 15 percent will have an adverse effect on the business.

Market risk

Textile industry is cyclical in nature and driven by vagaries of market conditions. The frequent change in the demand requires more technology upgradation, more labour etc. Moreover, with consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several eminent players in the market. However, markets have begun to swing on fears that the global recovery may be faltering, while risks of extreme events are rising.

Your Company is making continuous efforts to explore new markets and identify value added products to maximize its realization to achieve overall growth and maintain margins.

Internal control system and their adequacy

The Company has a widespread system of internal controls with the objective of safeguarding the Company's assets, ensuring that transactions are properly authorized, and provide significant assurance at reasonable cost of integrity, objectivity and reliability of financial information. Further, the objective is to provide to the Audit Committee an independent and reasonable assurance of the adequacy and effectiveness of organisations risk management control and governance process. Proper and adequate system of internal controls exists to ensure safeguard of all aspects and protected against the unauthorised use and that transactions are reported at regular intervals. The SOPs and policies are verified at regular interval to make it commensurate with the changing environment. The internal auditors regularly review the system of internal control, assess the opportunities for improvement in the business process and provide recommendations designed to add values and for the improvement of the operations and processes of the Company. The report of the internal auditors is placed before the Audit Committee every quarter along with the management comments and the action taken on the

matters discussed in the previous quarter meeting. Further, the risks according to their probability of occurrence have been classified as high, medium and low and efforts were made to mitigate the same to the maximum extent.

Human Resources

The Company values its human resources as the backdrop of the Company's success and the primary source of achieving the highest level of managerial effectiveness. The Company believes in the strategy of continuous development of human resources to unleash their potential and drives competitive advantage and focus on building speed and simplifications in way of working. The Company works with the clear mandate of building the talent to not only grab opportunities in the market as and when they arise but also to create new avenues which is beneficial for the interest of the Company and the society as a whole. There is a focus on adopting best practices so as to ensure a better work life balance for all the members of the Company. The growth of employees and the development of peoples has been always the focal point of the Company. The Company had 2467 employees as on 31st March, 2016.

Corporate Social Responsibility

Corporate Social Responsibility (CSR) is core to our business as it indicated the responsibility towards the society. Your Company aim at perpetuating and promoting norms that reflect the commitment of the Company to ensure Human Rights for all stakeholders. The Company is committed to grow its business in a socially responsible manner. It's a continuous business process that help in maintaining the ethical business relations and help people in becoming self dependant. The Company aim to increase its operations without any adverse impact on the environment but which in turn will increase its positive social impact. As a part of CSR program, the focus of initiatives was on girl child education and upgradation of infrastructure at school running in the vicinity of its plant which in turn will help in bringing out the best of all students from all sections of the society. The aim of the Company is to create a difference to the life of the community we serve viz **Employees:** participation and sharing of expertise so that the Company as well as the society as a whole can get benefitted with the new ideas, thoughts, innovations etc. and to inculcate the sense

of commitment towards the society. To make them capable enough to survive in all business conditions without being compromised with health, family and education. To inculcate a sense of belonging by rewarding at every achievements made towards the Company and the society; **Shareholders:** to present the true and fair picture of the Company which in turn will help them to review the position of the Company and to resolve their complaints on preference basis; **Customers:** satisfaction of the customers is the key to success of any business. Company aim at providing timely and quality products to its customers and ensure quick response to the changing market conditions. To aim at providing the products at reasonable rates to all sections of the society; **Government:** make a representations before the Government for the benefit of the industry, to abide by all the rules and regulations, making timely payment of all dues; **Stakeholders:** maintaining a trustworthy relationship by making timely payments, disclosing of all the information, maintaining proper records so as to provide timely and relevant informations; **Competitors:** indulge in healthy competition for the betterment of the society, business meetings to maintain cordial relations; **Society:** plan the growth of business in line with the welfare of the society, to undertake various programmes which will create awareness in the society and create job opportunities; **Environment:** to undertake steps under green initiatives i.e. requesting shareholders to communicate paperless, ensure purchase of environment friendly supplies, to comply with all environment regulations, adopting the mantra of reuse and recycle.

Cautionary Statement

Statements mentioned in this report describing the Company's objectives, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. As such, forward looking statement are no guarantee of future performance. The statement includes risks and uncertainties which are outside the control of human beings and which may cause the actual results to be materially different from the performance expressed or implied. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Although the expectations are based on reasonable assumptions, the actual results may differ. Readers are cautioned not to place undue reliance on the forward looking statements.



DIRECTORS' REPORT

The Board of Directors hereby present the Twenty Seventh Annual Report on the business and operations of your Company along with the summary of the financial statements for the year ended 31st March, 2016.

Financial Results

(₹ in crore)

	31.03.16	31.03.15
	Current	Previous
	Year	Year
Turnover	618.83	648.43
Profit/(Loss) before Tax	13.60	17.57
Less: Taxation	3.39	0.87
Profit / (Loss) after Tax	10.21	16.70
Add: Balance brought forward from previous year	(49.75)	(64.11)
	(39.54)	(47.41)
Appropriations:		
Contribution to CSR	*	0.10
Proposed Dividend on Preference Shares	-	1.87
Tax on Proposed Dividend	-	0.37
Balance carried to Balance Sheet	(39.54)	(49.75)

*For financial Year 2015-16, expenditure on CSR of ₹ 48.31 lakh, has been charged to the Statement of Profit and Loss (Refer note 2.7.7(b) of notes to the Financial Statements).

Number of meetings of the Board

Particulars of the meetings held during the year along with the details regarding the meetings attended by the directors form part of the Corporate Governance Report.

The composition of the Board and its committees has also been given in detail in the report on Corporate Governance.

Dividend

Your Directors in their meeting held on 10th May, 2016, had recommend to the members, a preference dividend @ 8% p.a. i.e. ₹ 8/- per share on 18,85,400 Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each issued to various Banks/ Institutions upon conversion of part of their term loans as per the CDR package subject to obtaining approval under Section 462/470 of the Companies Act, 2013.

As the request to the Central Government seeking relief from the fourth proviso of Section 123(1) of the Companies Act, 2013 has not been accepted, your Directors withdraw the earlier recommendation for payment of dividend on 8% CRPS and now donot propose recommending any dividend for the financial year ended 31st March, 2016. Accordingly, the Company will make payment of dividend on all outstanding CRPS on cumulative basis once the carried over previous losses are fully set off.

Your Directors further inform that pursuant to the letter of approval issued by the CDR cell and in terms of subsequent MRA, the 18,85,400 8% Cumulative Redeemable Preference Shares (CRPS) of ₹ 100 each issued on 30.09.2009 to various banks and institutions were to be redeemed in four equal annual tranches of 471350 each beginning

from 31st March, 2016. Accordingly, 471350 CRPS of ₹ 100 each were redeemed on 31st March, 2016. However, the dividend on the same be paid along with the remaining 8% 1414050 CRPS once the carried over previous losses are fully set off.

Operations

During the year under review, the Company has recorded satisfactorily performance keeping in view the difficult market conditions.

The Company achieved a Turnover of ₹ 618.83 crore for the year ended the 31st March, 2016 against ₹ 648.43 crore in the previous year, ended the 31st March, 2015. The Company achieved a net profit of ₹ 10.21 crore against ₹ 16.70 crore in the previous year.

During the period under review, your Company has been able to achieve production of 18596 MT of cotton yarn (17877 MT), 2402 MT of dyed yarn (1526 MT), 3726 MT of grey knitted fabric (3625 MT), 4807 MT of processed fabric (4804 MT) and 31.21 lakh pieces of garments (49.42 lakh pieces), without any expansion in capacity.

During the period under review, the garment market has been sluggish due to less orders from Europe because of global slow down/lower retail sale and less demand from Middle East due to low oil prices. However, the Company had been able to develop new customers and market to overcome the situation.

Industry Scenario

Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at the one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of the other countries.

In 2016-17 world cotton production is projected to increase by 4% to just under 23 million tons, as the world average yield is anticipated to improve by 4%. Moreover, during 2016-17, India's area under cotton cultivation is forecast to go up 4% to 12.4 million hectares. After, declining by 3% in 2015-16, world cotton is expected to recover by 1% to 7.5 million tons as consumption grows in import dependent countries like Vietnam and Bangladesh. During the financial year, the cotton textile segment is likely to remain stable with the growth in the cotton production and consumption.

The future of textile industry looks promising, buoyed by strong domestic consumption as well as export demand. According to Vision, strategy and action plan for Indian Textile and Apparel sector, several State Governments, considering the potential of the textile and apparel industry, have come out with their own textile policies tailored to attract investment in specific sub-segments and specific area within the State.

Modernization and Expansion

Your Directors, in their previous report, informed the members about the approval of a capital expenditure of ₹ 16 crore which involved reduction in the cost of power generation, utilization of full Dye House capacity, modernization of the spinning unit and increase in capacity

of Garment unit. Further, the Directors have pleasure in informing the members, about the recent modernization plan for conversion of one unit to polyester blended yarn from 100% cotton yarn along with other blends.

Your Directors have approved a capital expenditure for replacing old machines, improving waste collection system, zero liquid discharge system for effluent treatment etc. amounting ₹ 80.00 crore.

No material changes and commitments have occurred between the end of the financial year till the date of the report, which will affect the financial position of the Company.

Corporate Social Responsibility

Your Company observe Corporate Social Responsibility not as an obligation but as a commitment to society. The welfare of the society is very essential for the growth of the Country as a whole. Your Company has focused on education of the girl child as it is rightly said that “educating a women is equivalent to educating the whole family” as also our Prime Ministers slogan of “Beti Baccho Beti Pado”.

During the financial year 2014-15, the Company had started with the 20 learning centres. Encouraged, with the response, the Company during the financial year 2015-16, has set up 10 additional learning centres. The dedication of your Company in this front had not only brought smiles to them and their families but also shows the commitment towards the society especially in the rural backward areas.

Further, the Company during the financial year 2015-16 has added certain facilities i.e. setting up of water filtration and treatment plant, construction of class rooms, basket ball courts, repairing of building etc to Vivekanand Vidya Vihar school. These facilities will help students to also engage themselves in extracurricular activities which ultimately will help them to show their hidden talents.

The detail of the CSR spend by the Company is enclosed as Annexure - I forming part of this report.

Annual Return

Pursuant to Section 92 of the Companies Act, 2013 read with Rule 12 of The Companies (Management and administration) Rules, 2014, the Annual Return is attached as Annexure – II.

Directors and Key Managerial Personnel

During the period under review, Smt. Geeta Mathur had resigned w.e.f 29th July, 2015. The Board places on record its deep appreciation for the service rendered by Smt Geeta Mathur during her tenure.

Your Directors further inform the members that, during the year under review Smt. Archana Capoor was appointed as an Additional Director in the category of Independent Director w.e.f. 6th November, 2015. Smt. Archana Capoor brings with her vast experience in the field of Finance and Market Research.

Your Directors take this opportunity to welcome Smt. Archana Capoor on the Board of Directors. The proposal for confirmation of her appointment as an Additional Director as well as an Independent Director for a term of 5 years shall be put up before the ensuing Annual General Meeting.

Shri Ravi Jhunjhunwala, Director retires by rotation and being eligible offers himself for re-appointment.

Your Directors further inform the members that declaration has been taken from the Independent Directors at the beginning of the financial year stating that they meet the criteria of independence as specified under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Your Directors further inform the members that Shri Shekhar Agarwal was re-appointed as Managing Director of the Company for a period of three years with effect from 1st April, 2016, subject to the approval of the members of the Company.

Directors' Appointment and Remuneration Policy

Pursuant to the provision of Section 178 of the Companies Act, 2013 and Schedule II Part D, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors on the recommendation of Nomination and Remuneration Committee has framed a policy for the appointment of Directors and Senior Management and their remuneration. The policy forms part of the Board Report as given in Annexure III.

Annual Evaluation by the Board

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual evaluation has been done by the Board of its own performance, its Committees and the individual Directors. The manner of evaluation is mentioned in the Nomination and Remuneration policy which forms part of Board Report.

Further, every independent director of the Company is familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments are given in the notes to the Financial Statements at appropriate places.

Particulars of Contracts or Arrangements with Related Parties

All contracts / arrangements / transaction entered into by the Company during the financial year with the related parties are on arm's length basis and in the ordinary course of business. During the financial year, there was no material contract or arrangements entered into by the Company with any of the related party. Your Directors draw attention of the members to note 2.8.8 to the financial statement which contain particulars with respect to related parties. The policy on dealing with the Related Party Transactions as approved by the Board of Directors is disclosed on the website of the Company under the following link:

http://maraloverseas.com/pdf/policy_on_related_party_transaction.pdf

Significant and Material Orders Passed by the Regulators or Courts

There was no significant and material order passed by the regulators or courts during the year.



Auditors Appointment

Statutory Auditors

The Company's Auditors M/s. Doogar & Associates (Firm Reg. No. 000561N) and M/s. Ashim & Associates (Firm Reg. No. 006064N), who retire at the conclusion of the ensuing Annual General Meeting, are eligible for re-appointment. Further, they have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

The observations of the Auditors, if any, are explained wherever necessary, in the appropriate notes to the accounts. The Auditors' Report does not contain qualification, reservation or adverse remark.

Internal Auditors

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, the Company has appointed M/s. P. K. Deora & Co., Chartered Accountants (Firm Reg. No. 004167N) and M/s. KRA & Associates, Chartered Accountants (Firm Reg. No. 002352N) as the internal auditors of the Company.

The role of internal auditors includes but not limited to review of internal audit observations and monitoring of implementation of corrective actions required, reviewing of various policies and ensure its proper implementation, reviewing of SOPs and there amendments, if any.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Shri D. P. Gupta, Practicing Company Secretary holding Membership No. FCS 2411 and also holding Certificate of Practice No. 1509 proprietor of M/s SGS, Companies Secretaries, Delhi as the Secretarial Auditor of the Company. The Secretarial Audit Report does not contain qualification, reservation or adverse remark.

The Report of Secretarial Audit is annexed as Annexure IV.

Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014 and Notification issued by Ministry of Corporate Affairs dated 31st December, 2014, textile Companies are required to get their cost records audited from the financial year commencing on or after 1st day of April, 2015. In this connection, the Board of Directors of the Company had approved the appointment of M/s K. G. Goyal & Co. (Firm Reg. No. 000017) as the Cost Auditor of the Company for the financial year 2016-17.

Risk Management Policy

The Company has adopted a risk management policy which acts as an effective tool in mitigating the various financial risks to which the business are exposed. The risk management policies covers areas such as Environment, Health & Safety, Energy, On Time Performance, Quality, Commodity Pricing, Outsourcing, Budget and Planning, Government Policies etc. Further, the policy aimed at creating and protecting shareholders value by minimizing threats and weaknesses

and identifying and maximizing opportunities. Pursuant to the policy, your Directors periodically review the risks associated with the business or which threaten the prospects of the Company.

Corporate Governance

Good Corporate Governance is the core of our decision making and control processes and ensures interest of our stakeholders and employees. The Company considers its inherent responsibility to maintain total transparency regarding financial performance and in all decisions and risk management systems. The Company's vision of achieving its objectives is in line with its consideration for environment, safety and people.

Report on Corporate Governance along with the Certificate of Auditors, M/s. Doogar & Associates (Firm Reg. No. 000561N) and M/s. Ashim & Associates, (Firm Reg. No. 006064N) Chartered Accountants, confirming compliance of conditions of Corporate Governance as stipulated under Point E of Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, forms part of the Annual Report.

Whistle Blower Policy

The Company has a Whistle Blower Policy to report concerns. Under this policy, provision has been made to safeguard persons who use this mechanism for victimization, unethical behavior, actual or suspected fraud or violation of Company's Code Of Conduct or unfair trade practices. The Company had appointed the nodal officer to whom the complaints can be made. In exceptional cases an opportunity is provided to the Whistle Blower to make a direct appeal to the Chairman of the Audit Committee.

The Company has adopted a framework whereby the identity of the complainant is not disclosed. The policy has been disclosed on the website of the Company, the link of which is given hereunder:

http://www.maraloverseas.com/pdf/Whistle_Blower_Policy.pdf

Management Discussion and Analysis Report

Management Discussion and Analysis Report, as required by Schedule V of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report.

Internal Control Systems

The Company maintain an internal control system designed to provide assurance regarding safeguarding of assets of the company, compliance of all applicable laws and regulations and ensuing effectiveness of operations. The annual business plan is presented to the Audit Committee at the beginning of every financial year and regular updates are presented on a quarterly basis to the Committee. The Audit committee quarterly reviews the Executive summary on the internal audit findings along with the recommendations and management comments. Further, the Action Taken Report/ Compliances as discussed in the previous meeting is placed in the next meeting along with the detailed report.

The Company's internal audit works independently and is responsible for evaluating and improving the effectiveness of risk management,

governance and control processes and ensure management information system accuracy for Company.

The Company's internal control systems comprise of audit and compliance by in-house staff supplemented by internal audit checks by the internal auditors.

The internal auditors independently evaluate the adequacy of internal controls and periodically audit the majority of the transactions in value terms. Internal Auditors report directly to the Audit Committee of the Board.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The information required to be disclosed pursuant to Section 134(3) (m) of the Companies Act, 2013 read with the Rules, 8(3) of the Companies (Accounts) Rules, 2014 is given in Annexure – V forming part of this Report.

Particulars of Employees

The information pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the name along with the particulars drawing remuneration in excess of the limits of the employees is annexed as Annexure – VI

Further, disclosures pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the relevant statement is annexed as Annexure – VII.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors state that:

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;

- appropriate Accounting Policies have been selected and applied consistently and they have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2016 and of the Profit and Loss of the Company for the year ended on that date;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Annual Accounts have been prepared on a going concern basis.
- that proper internal financial controls were in place and that the internal financial controls were adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Acknowledgements

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. We would like to thank all our clients, customers, vendors, dealers, bankers, investors, other business associates, Central and State Government for their continued support and encouragement during the year and their confidence towards the management.

For and on behalf of the Board

Ravi Jhunjunwala
Chairman
DIN -00060972

Noida (U.P)
3rd August, 2016



ANNEXURE - I TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2015-16

- 1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to web-link to the CSR policy and projects or programmes.**

The brief outline of the Company's CSR policy is as under:

The Company recognizes CSR as a vital part of corporate activity and is therefore committing itself to a course of social responsibility in accordance with this CSR Policy for the sustainable development of society and business.

Identify, in partnership with public/ private / local communities, social projects where Company can make a positive contribution and implement sustainable Community Development Programs for the underprivileged.

Endeavor to make a positive contribution to the local Communities towards improving their living conditions by utilization of resources towards development of a sustainable society that is in harmony with the environment and local customs.

To promote social contribution activities to realize a better society and also encourage our employees to serve communities by volunteering and sharing their skills and expertise.

To disclose information openly and transparently in order to maintain and develop a relationship of trust with the Communities and act responsibly towards them through various means of communication.

The overview of projects or programmes undertaken and proposed to be undertaken are as under:

EDUCATION – promoting literacy & education with special focus on girl child education, support schools for all by providing appropriate school building & infrastructure whether by renovating, repairing existing or construction of new infrastructure, improvement in teaching standards, better continuity resulting in sustained interest of the child in education.

LIVING ENVIRONMENT - improve local infrastructure and access to sustainable energy and water supplies.

HEALTH -personal and community health support.

EMPLOYMENT – promoting employment enhancing vocational training in technical courses and creating opportunities for skill development in tailoring, embroidery & crochet work, other skills, which facilitate the youth either to gain employment or be self employed and thereby make the community members self-reliant.

Setting up or maintaining orphanages for the underprivileged children in rural and semi-rural areas.

Weblink:

http://www.maraloverseas.com/pdf/CSR_Policy.pdf

- 2. The Composition of CSR Committee.**

Shri P.S. Dasgupta (Chairman)

Shri Shekhar Agarwal

Shri Shantanu Agarwal

Dr. Kamal Gupta

- 3. Average net profit of the Company for last three financial years.**

Average net profit: ₹ 2866.08 lakh

- 4. Prescribed CSR Expenditure (two per cent of the amount mentioned in item 3 above)**

The Company is required to spend ₹ 57.32 lakh towards CSR

5. Details of CSR spent during the financial year;**(a) Total amount to be spent for the financial year;**

₹ 86.72 lakh (including an amount of ₹ 29.40 lakh remain unspent for the F.Y. 2014-15)

(b) Amount unspent, if any;

The amount of ₹ 38.41 lakh remain unspent during the year.

(c) Manner in which the amount spent during the financial year is detailed below:

₹ In lakh

Sr. No.	CSR Project or activities identified	Sector	Locations	Amount Outlay (Budget) project or Programs wise	Amount spent on the Project or Programs	Cumulative Expenditure upto reporting period i.e. F.Y. 2015-16	Amount spent: Direct or through implementing agency
			District (State)				
1.	Promoting education with special focus on girl child education.	Literacy	Khargone (Madhya Pradesh)	23.75	23.75	23.75	IIMPACT, Charitable trust
2.	Promoting education by construction and upkeeping of school building.	Literacy	Khargone (Madhya Pradesh)	60.00	24.56	24.56	Swami Vivekanand Educational Sports Cultural & Welfare Society.

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Board report.

During the financial year 2015-16, the Company is required to spent an amount of ₹ 86.72 lakh including an amount of ₹ 29.40 lakh which remained unspent for the financial year 2014-15. The amounts which remain unspent during the financial year 2015-16 is ₹ 38.41 lakh. The Company during the financial year 2014-15 has started with 20 learning centres for girl child education. Encouraged, with the response, with the existing learning centres, 10 additional centres were set up around the plant in Khargone Distt. Madhya Pradesh.

Further, the Company has identified the project whereby the facilities such as filtration and treatment plant to provide potable drinking water, construction of classrooms and basket ball court, modification of computer lab etc., would be provided in the Vivekanand Vidya Vihar School in the vicinity of Sarovar unit of the Company through a Society named as "Swami Vivekanand Educational Sports Cultural & Welfare Society".

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the company.

CSR Committee confirms that the implementation and monitoring of CSR policy is in compliance with CSR objectives of the Company which are being met with definitive and clear objectives and dialogue with the stakeholders and sharing of knowledge and building of trust.

Sd/-

Shekhar Agarwal

Managing Director & CEO

DIN: 00066113

Sd/-

P. S. Dasgupta

Chairman, CSR Committee

DIN: 00012552

Noida (U.P.)

3rd August, 2016

**ANNEXURE - II TO DIRECTORS' REPORT****FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31st March, 2016**

[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 : Maral Sarovar, V & P.O. Khalbujurg, Tehsil Kasrawad, Khargone, Madhya Pradesh - 451660
Phone No.: +91-07285-265401-405
Fax No.: 91-07285-265406
email: 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 No.: +91-011-41406149-52, Fax No.: +91-011-41709881
E-mail: admin@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	49.07
2	KNITTED FEBRIC	6003	26.27
3	GARMENTS	6114	15.81

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 01.04.2015				No. of Shares held at the end of the year 31.03.2016				% change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Promoters									
1	Indian									
	(a) Individual / HUF	2817773	0	2817773	6.79	2817773	0	2817773	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

Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2015				No. of Shares held at the end of the year 31.03.2016				% change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
	(f) Any Other	0	0	0	0	0	0	0	0	0
	Sub Total (A) (1)	31109329	0	31109329	74.95	31109329	-	31109329	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
	Sub Total (A) (2)	0	0	0	0	0	0	0	0	Nil
	Total Shareholding of Promoters (A) = (A) (1) + (A) (2)	31109329	0	31109329	74.95	31109329	0	31109329	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	0	300	300	0.00	0	300	300	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)	0	7100	7100	0.01	0	7100	7100	0.01	Nil
2	Non-Institutions									
	(a) Bodies Corporate									
	i) Indian	2258596	2402	2260998	5.45	1865048	2402	1867450	4.50	-0.95
	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	4248664	776258	5024922	12.11	5030378	753808	5784186	13.94	1.83
	ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2925619	0	2925619	7.05	2642590	0	2642590	6.37	-0.68
	(c) Others									
	i) NRI	80633	800	81433	0.19	72098	800	72898	0.18	-0.01
	ii) Clearing Member	98399	0	98399	0.24	24247	0	24247	0.05	-0.19
	Sub Total (B) (2)	9611911	779660	10391571	25.04	9634361	757210	10391571	25.04	0
(B)	Total Public Shareholding (B) = (B)(1) + (B)(2)	9611911	786760	10398671	25.05	9634361	764310	10398671	25.05	0
(C)	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A) + (B) + (C)	40721240	786760	41508000	100.00	40743690	764310	41508000	100.00	0



ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year - 01.04.2015			Shareholding at the end of the year - 31.03.2016			% 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 Pvt. Ltd.	19760000	47.61	33.21	19760000	47.61	33.21	0
2	Essay Marketing Co. Ltd.	3356700	8.09	0.00	3356700	8.09	0.00	0
3	Jyoti Knits Pvt. Ltd.	1978200	4.76	0.00	1978200	4.76	0.00	0
4	Diplomat Leasing And Finance Pvt. Ltd.	1135500	2.73	0.00	1135500	2.73	0.00	0
5	Agarwal Finestate Pvt. Ltd.	770301	1.86	0.00	770301	1.86	0.00	0
6	Mayur Knits Pvt. Ltd.	745855	1.80	0.00	745855	1.80	0.00	0
7	Raghav Knits And Textiles Pvt. Ltd.	545000	1.31	0.00	545000	1.31	0.00	0
8	Sh. Shekhar Agarwal	755573	1.82	1.82	755573	1.82	1.82	0
9	Smt. Shashi Agarwal	687600	1.66	0.00	687600	1.66	0.00	0
10	Sh. Shantanu Agarwal	554500	1.33	0.00	554500	1.33	0.00	0
11	Miss Shuchi Agarwal	406100	0.98	0.00	406100	0.98	0.00	0
12	Sh. Shekhar Agarwal HUF	403800	0.97	0.97	403800	0.97	0.97	0
13	Sh. Shekhar Agarwal	2750	0.01	0.00	2750	0.01	0.00	0
14	Sh. Shekhar Agarwal Trust	2750	0.01	0.00	0	0	0.00	-0.01
15	Sh. Shantanu Agarwal HUF	0	0	0.00	2750	0.01	0.00	0.01
15	Smt. Alka Agarwal	4200	0.01	0.00	4200	0.01	0.00	0
16	Sh. Uma Shankar Saraogi	500	0.00	0.00	500	0.00	0.00	0
	Total	31109329	74.95	36.00	31109329	74.95	36.00	0.00

*The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SEBI (Substantial Acquisition of Share and Takeover) Regulation, 2011.

iii) Change in Promoters' Shareholding

S. No.		Shareholding at the beginning of the year-01.04.2015		Cumulative Shareholding during the Year- 31.03.2016	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year - 01.04.2015	31109329	74.95	31109329	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 - 31.03.2016	31109329	74.95	31109329	74.95

Transfer/Acquisition of Shares by the Promoters Group

Sl No.	Shareholders Name	Shareholding at beginning of the year - 01.04.2015			Shareholding at the end of the year - 31.03.2016			% 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	Shri Shekhar Agarwal Trust	2750	0.01	01.04.2015				
				25.03.2016	-2750	Transfer	2750	-0.01
2	Shri Shantanu Agarwal HUF	0	0	01.04.2015				
				25.03.2016	2750	Transfer	2750	0.01

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 (01.04.15 to 31.03.2016)	
		No of Shares at the beginning (01.04.2015)/ End of the Year (31.03.2016)	% of Total Shares of the Company				No. of shares	% of Total Shares of the Company
1	Arshia Trade Mart Private Limited	348832	0.84	01.04.2015				
				20.11.2015	-48000	TRANSFER	300832	0.72
				27.11.2015	-27500	TRANSFER	273332	0.66
				04.12.2015	-24500	TRANSFER	248832	0.60
				19.02.2016	-50000	TRANSFER	198832	0.48
				26.02.2016	-113000	TRANSFER	85832	0.21
				04.03.2016	-85832	TRANSFER	0	0
		0	0	31.03.2016			0	0
2	JDM Financial Services Limited	231416	0.56	01.04.2015				
				25.12.2015	-1000	TRANSFER	230416	0.56
				08.01.2016	-1000	TRANSFER	229416	0.55
		229416	0.55	31.03.2016			229416	0.55
3	Master Capital Services Ltd.	167017	0.40	01.04.2015				
				10.04.2015	-7334	TRANSFER	159683	0.38
				17.04.2015	75	TRANSFER	159758	0.38
				24.04.2015	-31376	TRANSFER	128382	0.31
				01.05.2015	1589	TRANSFER	129971	0.31
				08.05.2015	87	TRANSFER	130058	0.31
				15.05.2015	-21962	TRANSFER	108096	0.26
				22.05.2015	-1025	TRANSFER	107071	0.26
				29.05.2015	75	TRANSFER	107146	0.26
				05.06.2015	2100	TRANSFER	109246	0.26
				12.06.2015	5677	TRANSFER	114923	0.28
				19.06.2015	50	TRANSFER	114973	0.28
				26.06.2015	-167	TRANSFER	114806	0.28
				30.06.2015	-430	TRANSFER	114376	0.28



S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.15 to 31.03.2016)	
		No of Shares at the beginning (01.04.2015)/ End of the Year (31.03.2016)	% of Total Shares of the Company				No. of shares	% of Total Shares of the Company
				03.07.2015	-35796	TRANSFER	78580	0.19
				10.07.2015	-59602	TRANSFER	18978	0.05
				17.07.2015	28792	TRANSFER	47770	0.12
				24.07.2015	-23107	TRANSFER	24663	0.06
				31.07.2015	-14341	TRANSFER	10322	0.02
				07.08.2015	571	TRANSFER	10893	0.03
				14.08.2015	11946	TRANSFER	22839	0.06
				21.08.2015	2520	TRANSFER	25359	0.06
				28.08.2015	12950	TRANSFER	38309	0.09
				04.09.2015	19333	TRANSFER	57642	0.14
				11.09.2015	65310	TRANSFER	122952	0.30
				18.09.2015	10145	TRANSFER	133097	0.32
				25.09.2015	2880	TRANSFER	135977	0.33
				30.09.2015	-1321	TRANSFER	134656	0.32
				09.10.2015	-525	TRANSFER	134131	0.32
				16.10.2015	500	TRANSFER	134631	0.32
				06.11.2015	-15129	TRANSFER	119502	0.29
				13.11.2015	-13232	TRANSFER	106270	0.26
				20.11.2015	2336	TRANSFER	108606	0.26
				27.11.2015	1000	TRANSFER	109606	0.26
				04.12.2015	8243	TRANSFER	117849	0.28
				11.12.2015	705	TRANSFER	118554	0.29
				18.12.2015	-4	TRANSFER	118550	0.29
				25.12.2015	-1830	TRANSFER	116720	0.28
				31.12.2015	6365	TRANSFER	123085	0.30
				08.01.2016	360	TRANSFER	123445	0.30
				15.01.2016	-2455	TRANSFER	120990	0.29
				22.01.2016	153	TRANSFER	121143	0.29
				29.01.2016	-3	TRANSFER	121140	0.29
				05.02.2016	-3197	TRANSFER	117943	0.28
				12.02.2016	100	TRANSFER	118043	0.28
				19.02.2016	550	TRANSFER	118593	0.29
				26.02.2016	2810	TRANSFER	121403	0.29
				04.03.2016	-102	TRANSFER	121301	0.29
				11.03.2016	-400	TRANSFER	120901	0.29
				18.03.2016	175	TRANSFER	121076	0.29
				25.03.2016	8	TRANSFER	121084	0.29
		122192	0.29	31.03.2016	1108	TRANSFER	122192	0.29

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.15 to 31.03.2016)	
		No of Shares at the beginning (01.04.2015)/ End of the Year (31.03.2016)	% of Total Shares of the Company				No. of shares	% of Total Shares of the Company
4	Motilal Oswal Securities Ltd - Derivatives Margin	145043	0.35	01.04.2015				
				03.04.2015	2437	TRANSFER	147480	0.36
				10.04.2015	-9570	TRANSFER	137910	0.33
				17.04.2015	-7036	TRANSFER	130874	0.32
				24.04.2015	-28300	TRANSFER	102574	0.25
				01.05.2015	2932	TRANSFER	105506	0.25
				08.05.2015	-12940	TRANSFER	92566	0.22
				15.05.2015	-4000	TRANSFER	88566	0.21
				22.05.2015	-1200	TRANSFER	87366	0.21
				05.06.2015	-363	TRANSFER	87003	0.21
				12.06.2015	1400	TRANSFER	88403	0.21
				19.06.2015	-4253	TRANSFER	84150	0.20
				26.06.2015	-1547	TRANSFER	82603	0.20
				03.07.2015	-1175	TRANSFER	81428	0.20
				10.07.2015	-1080	TRANSFER	80348	0.19
				24.07.2015	17800	TRANSFER	98148	0.24
				31.07.2015	180	TRANSFER	98328	0.24
				07.08.2015	-6268	TRANSFER	92060	0.22
				14.08.2015	-8516	TRANSFER	83544	0.20
				21.08.2015	-500	TRANSFER	83044	0.20
				28.08.2015	13982	TRANSFER	97026	0.23
				04.09.2015	935	TRANSFER	97961	0.24
				11.09.2015	-222	TRANSFER	97739	0.24
				25.09.2015	-258	TRANSFER	97481	0.23
				09.10.2015	1156	TRANSFER	98637	0.24
				16.10.2015	-16663	TRANSFER	81974	0.20
				23.10.2015	-564	TRANSFER	81410	0.20
				30.10.2015	1478	TRANSFER	82888	0.20
				13.11.2015	-1029	TRANSFER	81859	0.20
				20.11.2015	-20000	TRANSFER	61859	0.15
				04.12.2015	-3707	TRANSFER	58152	0.14
				25.12.2015	-361	TRANSFER	57791	0.14
				08.01.2016	-247	TRANSFER	57544	0.14
				15.01.2016	-300	TRANSFER	57244	0.14
				05.02.2016	-467	TRANSFER	56777	0.14
				26.02.2016	-1036	TRANSFER	55741	0.13



S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.15 to 31.03.2016)	
		No of Shares at the beginning (01.04.2015)/ End of the Year (31.03.2016)	% of Total Shares of the Company				No. of shares	% of Total Shares of the Company
				04.03.2016	-200	TRANSFER	55541	0.13
				25.03.2016	-1	TRANSFER	55540	0.13
		55540	0.13	31.03.2016			55540	0.13
5	Bonanza Portfolio Ltd	140175	0.34	01.04.2015				
				10.04.2015	-1147	TRANSFER	139028	0.33
				17.04.2015	4974	TRANSFER	144002	0.35
				24.04.2015	-303	TRANSFER	143699	0.35
				01.05.2015	-3275	TRANSFER	140424	0.34
				29.05.2015	500	TRANSFER	140924	0.34
				05.06.2015	-74000	TRANSFER	66924	0.16
				26.06.2015	701	TRANSFER	67625	0.16
				30.06.2015	-10000	TRANSFER	57625	0.14
				03.07.2015	-31390	TRANSFER	26235	0.06
				10.07.2015	-418	TRANSFER	25817	0.06
				17.07.2015	1731	TRANSFER	27548	0.07
				24.07.2015	-3550	TRANSFER	23998	0.06
				31.07.2015	-1000	TRANSFER	22998	0.06
				07.08.2015	1200	TRANSFER	24198	0.06
				14.08.2015	-1174	TRANSFER	23024	0.06
				21.08.2015	-249	TRANSFER	22775	0.05
				28.08.2015	1775	TRANSFER	24550	0.06
				04.09.2015	-400	TRANSFER	24150	0.06
				11.09.2015	-1220	TRANSFER	22930	0.06
				18.09.2015	-2175	TRANSFER	20755	0.05
				30.09.2015	-1000	TRANSFER	19755	0.05
				09.10.2015	-400	TRANSFER	19355	0.05
				16.10.2015	451	TRANSFER	19806	0.05
				30.10.2015	-2403	TRANSFER	17403	0.04
				20.11.2015	99	TRANSFER	17502	0.04
				27.11.2015	50	TRANSFER	17552	0.04
				04.12.2015	-1000	TRANSFER	16552	0.04
				18.12.2015	-50	TRANSFER	16502	0.04
				25.12.2015	-1	TRANSFER	16501	0.04
				31.12.2015	3300	TRANSFER	19801	0.05
				08.01.2016	-3300	TRANSFER	16501	0.04
				15.01.2016	1000	TRANSFER	17501	0.04
				05.02.2016	10	TRANSFER	17511	0.04

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.15 to 31.03.2016)	
		No of Shares at the beginning (01.04.2015)/ End of the Year (31.03.2016)	% of Total Shares of the Company				No. of shares	% of Total Shares of the Company
				12.02.2016	350	TRANSFER	17861	0.04
				26.02.2016	50	TRANSFER	17911	0.04
				04.03.2016	-70	TRANSFER	17841	0.04
				11.03.2016	110	TRANSFER	17951	0.04
				18.03.2016	50	TRANSFER	18001	0.04
				25.03.2016	-100	TRANSFER	17901	0.04
		17786	0.04	31.03.2016	-115	TRANSFER	17786	0.04
6	Kanchan Sunil Singhania	139350	0.34	01.04.2015	0	NIL movement during the year		
		139350	0.34	31.03.2016			139350	0.34
7	Nilima Upendra Mehta	135000	0.33	01.04.2015				
				10.04.2015	50000	TRANSFER	185000	0.45
				17.04.2015	-50750	TRANSFER	134250	0.32
				24.04.2015	750	TRANSFER	135000	0.33
				15.05.2015	-120297	TRANSFER	14703	0.04
				22.05.2015	-5111	TRANSFER	9592	0.02
				29.05.2015	-5559	TRANSFER	4033	0.01
				19.06.2015	-2500	TRANSFER	1533	0.00
				26.06.2015	-1500	TRANSFER	33	0.00
				30.06.2015	-33	TRANSFER	0	0.00
		0	0	31.03.2016		TRANSFER	0	0.00
8	Jagdish Prasad Kasera	130000	0.31	01.04.2015	0	NIL movement during the year		
		130000	0.31	31.03.2016			130000	0.31
9	Rajkumar Harlalka	100000	0.24	01.04.2015				
				10.04.2015	15358	TRANSFER	115358	0.28
				17.04.2015	29256	TRANSFER	144614	0.35
				24.04.2015	-25614	TRANSFER	119000	0.29
				01.05.2015	-25000	TRANSFER	94000	0.23
				05.06.2015	-4000	TRANSFER	90000	0.22
				12.06.2015	-16000	TRANSFER	74000	0.18
				19.06.2015	-30000	TRANSFER	44000	0.11
				03.07.2015	-20000	TRANSFER	24000	0.06
				10.07.2015	-13000	TRANSFER	11000	0.03
				17.07.2015	-11000	TRANSFER	0	0.00
		0	0	31.03.2016	0	TRANSFER	0	0.00



S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.15 to 31.03.2016)	
		No of Shares at the beginning (01.04.2015)/ End of the Year (31.03.2016)	% of Total Shares of the Company				No. of shares	% of Total Shares of the Company
10	Chetan Rasiklal Shah	100000	0.24	01.04.2015				
				11.09.2016	-100000	TRANSFER	0	0.00
		0	0	31.03.2016			0	0.00
11	Inter Globe Capital Market Ltd.	0	0	01.04.2015				
				12.02.2016	2000	TRANSFER	2000	0.00
				19.02.2016	98003	TRANSFER	100003	0.24
				26.02.2016	103000	TRANSFER	203003	0.49
				04.03.2016	145832	TRANSFER	348835	0.84
		348835	0.84	31.03.2016			348835	0.84
12	Santosh Sitaram Goenka	0	0	01.04.2015				
				31.07.2015	23757	TRANSFER	23757	0.06
				09.10.2015	81743	TRANSFER	105500	0.25
				30.10.2015	28003	TRANSFER	133503	0.32
				06.11.2015	62207	TRANSFER	195710	0.47
				27.11.2015	12020	TRANSFER	207730	0.50
		207730	0.50	31.03.2016			207730	0.50
13	JV Associates LLP	0	0	01.04.2015				
				10.04.2015	18000	TRANSFER	18000	0.04
				24.04.2015	3000	TRANSFER	21000	0.05
				08.05.2015	9000	TRANSFER	30000	0.07
				29.05.2015	100	TRANSFER	30100	0.07
				10.07.2015	10000	TRANSFER	40100	0.10
				17.07.2015	1200	TRANSFER	41300	0.10
				20.11.2015	12000	TRANSFER	53300	0.13
				27.11.2015	2000	TRANSFER	55300	0.13
				25.12.2015	3000	TRANSFER	58300	0.14
				31.12.2015	10000	TRANSFER	68300	0.16
				08.01.2016	66484	TRANSFER	134784	0.32
				15.01.2016	30	TRANSFER	134814	0.32
		134814	0.32	31.03.2016			134814	0.32

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.15 to 31.03.2016)	
		No of Shares at the beginning (01.04.2015)/ End of the Year (31.03.2016)	% of Total Shares of the Company				No. of shares	% of Total Shares of the Company
14	Alka Arun Jain	0	0	01.04.2015				
				17.04.2015	7000	TRANSFER	7000	0.02
				24.04.2015	3248	TRANSFER	10248	0.02
				01.05.2015	3000	TRANSFER	13248	0.03
				08.05.2015	7000	TRANSFER	20248	0.05
				15.05.2015	6084	TRANSFER	26332	0.06
				22.05.2015	18	TRANSFER	26350	0.06
				12.06.2015	2413	TRANSFER	28763	0.07
				19.06.2015	1237	TRANSFER	30000	0.07
				31.07.2015	5000	TRANSFER	35000	0.08
				28.08.2015	16000	TRANSFER	51000	0.12
				18.09.2015	2000	TRANSFER	53000	0.13
				08.01.2016	8246	TRANSFER	61246	0.15
				15.01.2016	12000	TRANSFER	73246	0.18
				22.01.2016	2000	TRANSFER	75246	0.18
				05.02.2016	3000	TRANSFER	78246	0.19
				12.02.2016	7500	TRANSFER	85746	0.21
				19.02.2016	10500	TRANSFER	96246	0.23
				26.02.2016	3754	TRANSFER	100000	0.24
				04.03.2016	1000	TRANSFER	101000	0.24
		101000	0.24	31.03.2016	0		101000	0.24
15	Jagdish Prasad Kasera	90000	0.22	01.04.2015	0	NIL movement during the year		
		90000	0.22	31.03.2016	0		90000	0.22
16	Bhavesh Govindbhai Patel	0	0	01.04.2015	0		0	0.00
				26.06.2015	20275	TRANSFER	20275	0.05
				17.07.2015	5000	TRANSFER	25275	0.06
				24.07.2015	10000	TRANSFER	35275	0.09
				04.12.2015	24902	TRANSFER	60177	0.15
				11.12.2015	10000	TRANSFER	70177	0.17
				25.12.2015	7818	TRANSFER	77995	0.19
				15.01.2016	5706	TRANSFER	83701	0.20
				22.01.2016	10000	TRANSFER	93701	0.23
				12.02.2016	-2785	TRANSFER	90916	0.22
				19.02.2016	-7916	TRANSFER	83000	0.20
		83000	0.20	31.03.2016			83000	0.20



v) Shareholding of Directors and Key Managerial Personnel (KMP)

S No	Name of the Directors & KMP	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.15 to 31.03.2016)	
		No of Shares at the beginning (01-04-2015)/ End of the Year (31.03.2016)	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
1	Shri Ravi Jhunjunwala Director	0	0.00	01.04.2015		NIL movement during the year		
		0	0.00	31.03.2016	0		0	0.00
2	Shri Shekhar Agarwal (Managing Director & CEO) (KMP)	755573	1.82	01.04.2015	0	NIL movement during the year		
		755573	1.82	31.03.2016			755573	1.82
3	Shri Shantanu Agarwal (Director)	554500	1.33	01.04.2015	0	NIL movement during the year		
		554500	1.33	31.03.2016			554500	1.33
4	Shri D.N. Davar (Director)	1000	0.00	01.04.2015	0	NIL movement during the year		
		1000	0.00	31.03.2016			1000	0.00
5	Dr . Kamal Gupta (Director)	1000	0.00	01.04.2015	0	NIL movement during the year		
		1000	0.00	31.03.2016			1000	0.00
6	Sh. P.S. Dasgupta (Director)	0	0.00	01.04.2015	0	NIL movement/ holding during the year		
		0	0.00	31.03.2016			0	0.00
7	Smt. Geeta Mathur* (Director)	0	0.00	01.04.2015	0	NIL movement/ holding during the period		
		0	0.00	29.07.2015			0	0.00
8	Smt. Archana Capoor (Director)	0	0.00	01.04.2015	0	NIL movement/ holding during the period		
		0	0.00	31.03.2016			0	0.00
9	Shri P.S. Puri (Chief Financial Officer & KMP)	550	0.00	01.04.2015	0	NIL movement during the year		
		550	0.00	31.03.2016			550	0.00
10	Ms. Sweta Garg (Company Secretary & KMP)	0	0.00	01.04.2015	0	NIL movement/ holding during the year		
		0	0.00	31.03.2016			0	0.00

*Ceased to be a Director w.e.f. 29.07.2015

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

₹ in Lakh

S No	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A	Indebtedness at the beginning of the financial year (01.04.2015)				
i)	Principal Amount	19,584.32	500.00		20,084.32
ii)	Interest due but not paid	—			—
iii)	Interest accrued but not due	119.43			119.43
	Total (i + ii + iii)	19,703.75	500.00		20,203.75
	Change in Indebtedness during the financial year				
	* Addition	5,240.57			5,240.57
	* Reduction	4,082.86			4,082.86
	Net Change	1,157.71			1,157.71
B	Indebtedness at the end of the financial year (31.03.2016)				
i)	Principal Amount	20,742.03	500.00		21,242.03
ii)	Interest due but not paid	—			—
iii)	Interest accrued but not due	94.88			94.88
	Total (i + ii + iii)	20836.91	500.00		21336.91

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

₹ 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	122.31	122.31
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4.26	4.26
	(c) Profits in lieu of salary under Sections 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission	20.50	20.50
	– as % of profit		
	– others		
5	Others, please specify		
	Total *(A)	147.07	147.07
	Ceiling as per the Act		150.15

* Remuneration paid to Managing Director is as approved by the shareholders in their Annual General Meeting held on 23rd September, 2015 in terms of second proviso to Section 197(1) of the Companies Act, 2013.

B. Remuneration to other directors:

₹ in Lakh

S. No.	Particulars of Remuneration	Name of Directors							Total Amount
1.	Independent Directors	Dr. Kamal Gupta	Shri D. N. Davar	Shri P.S. Dasgupta	Smt. Archana Capoor	Smt. Geeta Mathur *	Shri Ravi Jhunjunwala	Shri Shantanu Agarwal	
	– Fee for attending board/committee meetings	7.60	6.80	2.50	1.50	1.00	0.00	0.00	19.40
	– Commission	0	0	0	0	0	0	0	0
	– Others, please Specify	0	0	0	0	0	0	0	0
	Total (1)	7.60	6.80	2.50	1.50	1.00	0.00	0.00	19.40
2.	Other Non-Executive Directors								
	– Fee for attending board/committee meeting	0	0	0	0	0	2.00	2.00	4.00
	– Commission	0	0	0	0	0	0	0	0
	– Others, please Specify	0	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	2.00	2.00	4.00
	Total B = (1 + 2)	7.60	6.80	2.50	1.50	1.00	2.00	2.00	23.40
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act								15.02

*Resigned w.e.f 29.07.2015



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

₹ in Lakh

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	N.A.	5.83	74.55	80.38
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		–	2.37	2.37
	(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, specify		–	–	–
5	Others, please specify		–	–	–
	Total (C)		5.83	76.92	82.75

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			NIL		
Punishment					
C. Other Officers In Default					
Penalty					
Punishment					

ANNEXURE - III TO DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

Pursuant to Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, herein referred as "SEBI (LODR) Regulation, 2015" every Listed Company is required to constitute a Nomination and Remuneration Committee with atleast three or more non-executive Directors, out of which not less than one half shall be independent directors. The Company has already a Remuneration Committee with three Non Executive Independent Directors. In order to align the same with the provisions of the Companies Act, 2013, and the Listing Agreement as amended from time to time, the Board of Directors at their meeting held on the 22nd April, 2014, renamed the "Remuneration Committee" as "Nomination and Remuneration Committee".

The Nomination and Remuneration Committee and its Policy being in compliance with the provisions of Section 178 of the Companies Act, 2013, read with the applicable Rules so also, SEBI (LODR) Regulation, 2015, applies to the Board of Directors, Key Managerial Personnel and the Senior Management Personnel of the Company.

"Key Managerial Personnel (KMP) means and comprise-

- Managing Director & Chief Executive Officer;
- Whole-Time Director;
- Company Secretary;
- Chief Financial Officer;
- Such other Officer as may be prescribed.

Senior Management comprise the personnel of the Company who are members of its core management team, excluding the Board of Directors, so also, that would also include all members of management one level below the Executive Directors, including Functional Heads.

Role and Objective of Committee:

1. To Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
2. Identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down in the policy.
3. Recommend to the Board the appointment and removal of Directors and Senior Management.
4. Carry out evaluation of every Director's performance.
5. Formulate criteria for evaluation of Independent Directors and the Board.
6. Recommend to the Board a Policy, relating to the remuneration for the directors, key managerial personnel and Senior management.
7. To devise a policy on Board diversity.
8. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run Company successfully.
9. To ensure the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
10. To develop a Succession Plan for the Board and to review it regularly.
11. To perform such other functions as may be referred by the Board or be necessary in view of the SEBI (LODR) Regulation, 2015, and the provisions of the Companies Act, 2013 and Rules made thereunder.

Membership :

1. The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half of them shall be independent.
2. Minimum two (2) members shall constitute a Quorum for a Committee meeting.
3. Membership of the Committee shall be disclosed in the Annual Report.
4. Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairman:

1. Chairman of the Committee shall be an Independent Director.
2. Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
3. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.



- Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings:

The meeting of the Committee shall be held at such regular intervals as may be required.

Committee Member's Interests:

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Voting :

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall, for all purposes, be deemed to be a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Appointment of Directors/KMP/Senior Officials:

While recommending a candidate for appointment, the Committee shall have regard to:

- Assessing the appointee against a range of criteria which includes but not limited to qualifications, skills, experience, background and other qualities required to operate successfully;
- The experience and knowledge that the appointee brings to the role of KMP/Senior Officials, which, in turn, will enhance the skill sets and experience of the Board as a whole;
- The nature of existing positions held by the appointee including directorship and such other relationship and the impact of the same on the Company's welfare.

Letter of Appointment:

Each Independent Director is required to sign the duplicate copy of the letter of appointment issued by the Company, which contains the terms and conditions of his/her appointment.

Policy on Board Diversity:

The Nomination and Remuneration Committee shall ensure that the Board of Directors have the combination of Directors from different areas/fields or as may be considered appropriate in the best interests of the Company. The Board shall have at least one Board member who has accounting/financial management expertise.

Remuneration of Directors, Key Managerial Personnel and Senior Management:

The salaries of Directors, Key Management Personnel and other senior officials shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

1. Fixed Pay :

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The salary paid need to be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities to be usually reviewed on an annual basis;

2. Minimum Remuneration :

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provision for excess remuneration :

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it, unless permitted by the Central Government.

4. Increment :

Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board, which should be within the slabs approved by the Shareholders in the case of Managerial Person.

Remuneration to Non-Executive/Independent Director:

1. Remuneration/Commission:

The remuneration/commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the Rules made there under for the time being in force.

2. Sitting Fees:

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee(s) thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Other Provisions:

- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole Time Director, and its Manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.
- The Company, with the approval of the Shareholders and Central Government, may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.
- The Company may, with the approval of the shareholders, authorise the payment of remuneration upto ten percent of the net profits of the Company, to its any one or more Managing Director/Whole Time Director/Manager as permitted under the Act.
- The Company may pay remuneration to its Directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a Managing Director or Whole Time Director or Manager and three percent of the net profits in any other case.
- The Independent Directors shall not be entitled to any Stock Option.

Evaluation/ Assessment of Directors/ KMPs/ Senior Officials of the Company:

The evaluation/assessment of the Directors, KMPs and the Senior Officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the SEBI (LODR) Regulation, 2015.

The following criteria may assist in determining how effective the performance of the Directors/KMPs/Senior Officials has been:

- Leadership & stewardship abilities.
- Assess policies, structures & procedures.
- Regular monitoring of corporate results against projections.
- Contributing to clearly define corporate objectives & plans.
- Obtain adequate, relevant & timely information.
- Review achievement of strategic and operational plans, objectives, budgets.
- Identify, monitor & mitigate significant corporate risks.
- Directly monitor & evaluate KMPs, senior officials.
- Review management's Succession Plan.
- Effective meetings.
- Clearly defining role & monitoring activities of Committees.
- Review of ethical conduct.

Evaluation following the aforesaid parameters, will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors relative to the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

Deviations from this Policy:

Deviations on elements of this policy, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.



ANNEXURE - IV TO DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

TO
THE MEMBERS
MARAL OVERSEAS LIMITED
Maral Sarovar V & P.O. Khalbujurg
Tehsil Kasrawad, Khargone,
Madhya Pradesh- 451660
India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s MARAL OVERSEAS LIMITED** (hereinafter called the **company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2016 ("audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External commercial Borrowings;
- (v) The Following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992.
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations ,2009 (Not applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges and the SEBI (Listing Obligations and Disclosure) Regulations 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- (a) The Boilers Act, 1923 as amended by the Indian Boilers (Amendment) Act, 2007
- (b) The Water (Prevention and Control of Pollution) Act, 1974
- (c) The Air (Prevention and Control of Pollution) Act, 1981
- (d) The Environment (Protection) Act, 1986

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For SGS ASSOCIATES
Company Secretaries

D P Gupta
M No. FCS 2411
C P No. 1509

Place : New Delhi
Date : 3rd August, 2016

ANNEXURE – V TO DIRECTORS' REPORT

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER COMPANIES (ACCOUNTS) RULES, 2014.

(A) Conservation of energy-

(i) The steps taken or impact on conservation of energy;

Sarovar Unit

1. We have continuously followed our policy of replacing old technology machine with latest technology high productive machines and lesser power consumption.
2. Replacement of 1200 nos of conventional tube rod with LED tube rod.
3. Control and monitoring of losses due to compressed air and thermal energy.
4. Improvement of process cycles for reduction of rejects and low water & Utility consumption.
5. After sale out of Wartsila the standby unit consumption of Wartsila DG set eliminated.
6. Enhancement of the capacity in knitting in order to reduce the specific utility consumption.
7. Reduction in auxiliary consumption by 425 KWh/day in our captive Thermal Power Plant by optimization.
8. Reduction of coal consumption by 1.5MT/day by LOI and blow down optimization in our captive Thermal Power Plant.
9. Conducted energy audit by external agency.

Noida Unit

1. Replaced 630 Nos. conventional Tube Lights with LED tube Lights.
2. LED Lights are being used in new unit.
3. Regular checking and monitoring of Air and steam leakages.
4. Regular monitoring of condition of electrical induction motors.
5. The Company has purchased 10 new machines with Servo Motor resulting in saving in energy as in these machines energy is consumed when machines are actually in operation.

(ii) The steps taken by the company for utilizing alternate sources of energy

Noida Unit

1. The Company is already using PNG as fuel for Boiler.

(iii) The capital investment on energy conservation equipment;

NIL

(B) Technology absorption-

(i) The efforts made towards technology absorption;

Sarovar Unit

1. We have converted its one unit on Blended yarn.
2. We have started the production of Elizabeth twist syro yarn.
3. The Company is also inching towards the installation of Printing Machinery setup.

Noida Unit

1. The Company is purchasing latest machines with improved technology.



(ii) **The benefits derived like product improvement, cost reduction, product development or import substitution; Sarovar Unit**

1. We have improved energy efficiency at plant resulting in reduction of carbon emissions.
2. We have improved quality by simultaneous reduction of process time in dyed fabric and Yarn Division.
3. The Company has produced more value added export quality yarn and fabric in the competitive environment.

Noida Unit

1. The Company have purchase latest machines with improved technology, which enable us to save energy cost with high productivity.

(iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

No technology imported

- (a) The details of technology imported : N.A.
- (b) The year of import : N.A.
- (c) Whether the technology been fully absorbed : N.A.
- (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof : N.A.

(iv) **The expenditure incurred on Research and Development.**

The Company has a central development department, which undertakes products development activities for new products. During the period under review, the Company focused on production of more value added Yarn and Fabric. Besides this, the Company has a strong focus on quality assurance.

(C) **Foreign exchange earnings and Outgo –**

During the year, the Company has earned Foreign Exchange of ₹ 36,831.09 lakh at FOB Price against an Outgo of ₹ 2,558.86 lakh compared to the previous year's Foreign Exchange of ₹ 36,384.98 lakh and Outgo of ₹ 5,239.09 lakh.

ANNEXURE - VI TO DIRECTORS' REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. The percentage increase in remuneration of each director, Chief Financial Officer and Company Secretary during the financial year 2015-16.

S. No.	Name of Director#/ KMP and Designation	Remuneration of Director/KMP for the financial year 2015-16 (₹ in lakh)	% increase in remuneration in the financial year 2015-16
1	Shri Shekhar Agarwal Managing Director and CEO	147.07	(6.02)
2	Shri P. S. Puri (CFO)	76.92	0.76
3	Ms Sweta Garg (CS)	5.83	18.02

2. The ratio of the remuneration of each director to the median remuneration of the employees of the Company : The ratio of remuneration of Shri Shekhar Agarwal, Managing Director to the median remuneration of the employees of the Company for the financial year 2015-16 is 113.90.
3. The percentage increase in the median remuneration of employees in the financial year is 13.40%.
4. There were 2467 permanent employees on the rolls of the Company as on the 31st March, 2016.
5. Relationship between average increase in remuneration and Company performance: The salary of employees is increased to take care of the cost of living adjustment and the industry trends and area pattern besides considering the factors such as external competitiveness, talent retention etc. The increase in remuneration is also linked to organization performance, apart from individual's performance. The individual increment varied from 2% to 42% based on individual performance.
6. Comparison of the remuneration of the key Managerial Personnel against the performance of the Company: Aggregate remuneration of Key Managerial Personnel (KMP) during the financial year 2015-16 is ₹ 229.82 lakh. The profit before tax for the financial year 2015-16 is ₹ 1359.54 lakh. The remuneration of KMP as a percentage of profit before tax is 16.90%.
7. Variations in the market Capitalization of the Company : The market capitalization as on 31st March, 2016 was as follows:

	Capitalization as on 31st March 2016	Capitalization as on 31st March 2015	Variation	%
Variation in the market capitalisation of the Company (NSE)	10107 lakh	10792 lakh	(685)	(6.35)
Variation in the market capitalisation of the Company (BSE)	9900 lakh	10854 lakh	(954)	(8.79)

Price earnings ratio as at the closing date of the current financial year and previous financial year is as follows:

	P/E ratio as on 31st March, 2016	P/E ratio as on 31st March, 2015	Variation	%
At NSE	12.68	7.47	5.21	169.75
AT BSE	12.42	7.51	4.91	165.31

Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer :

The Company came out with an IPO in October, 1991 at issued price of ₹ 10/- each, cash at par. The market price of the share at Bombay Stock Exchange Ltd. as on 31st March 2016 was ₹ 23.85. The percentage change comes to 138.50%. The shares of the Company was listed on NSE Ltd. as on the 8th February, 1995, at issued price of ₹ 10/- each. The market price of the share at NSE Ltd. as on 31st March, 2015 was ₹ 24.35. The percentage change comes to 143.50%

8. Average percentage increase made in the salaries of employees other than managerial personnel in the last financial year i.e 2015-16 was 10% whereas the decrease in the managerial remuneration for the same financial year was 6.02%.
9. Comparison of the remuneration of the each Key Managerial Personnel against the performance of the Company.

S. No.	Name of Director#/ KMP and Designation	Remuneration of Director/ KMP for the financial year 2015-16 (₹ in lakh)	Profit Before Tax for the financial year 2015-16 (₹ In lakh)	Remuneration (as % of profit before tax)
1	Shri Shekhar Agarwal Managing Director and CEO	147.07	1359.54	10.82
2	Shri P. S. Puri (CFO)	76.92		5.66
3	Ms Sweta Garg (CS)	5.83		0.43

10. The key parameters for variable component of remuneration availed by the directors is as considered by the Board of Directors on the recommendation of Nomination and Remuneration Committee, which was further approved by the shareholders. The commission paid to Shri Shekhar Agarwal varies with the change in the net profit of the Company.
11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : None.
12. It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

Other directors are paid sitting fees for attending the meeting of the Board and Committees of the Board.

ANNEXURE - VII TO DIRECTORS' REPORT

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Persons employed throughout the financial year & paid Rs.60 Lakh P.A. or more.

S. No.	Name of Employee	Designation	Remuneration (In lakh)	Qualification	Experience (Year)	Commencement of Employment	No. of Shares Held	Whether Permanent/ Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
1	Sh. Shekhar Agarwal	Managing Director & CEO	147.07	B.Tech. (ME) M.Sc (Chicago)	39 Years	27.01.89	755573	Contractual	63	RSWM Ltd.	Vice Chairman & Managing Director	25
2	Sh. P. S. Puri	President Corporate Finance	76.92	B.Com (Hons) F CA	44 Years	01.10.2012	550	Permanent	69	RSWM Ltd.	President Corporate Finance	16

Notes:

1. Shri Shekhar Agarwal, Managing Director is relative of Shri Shantanu Agarwal, Director.
2. None of the person was employed for the part of the year in receipt of remuneration aggregating to ₹ 5,00,000/- or more per month.
3. None of the employees draw remuneration more than remuneration drawn by Managing Director and hold by themselves or along with their spouse and dependent children, not less than two per cent of the equity shares of the Company.



REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

Corporate Governance is the set of rules, regulations, policies in accordance of which Company operate for the best interests of the stakeholders. The Company observes highest level of ethics to ensure the efficient conduct of the affairs of the Company. Your company ensures that affairs are being managed in the fair and transparent manner with the timely and adequate disclosure of all the informations. The Company is committed in doing things in the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. The Board of Directors is committed to sound principles of Corporate Governance in the Company. The Company benchmark itself to the best practices across the globe. It fundamentally believes that good Corporate Governance should be an internally driven need and is not to be looked upon as an issue of compliance dictated by statutory/ regulatory requirements. The philosophy of the Company is to maintain the level of ethics in all its dealings in order to achieve its goal of building the trust of investors in the Company.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 2nd September, 2015 the Company has entered into Listing Agreement with BSE Limited and National Stock Exchange of India Limited.

2. Board of Directors

During the year, the Board comprised of 7 directors consisting of Chairman, Managing Director, Non-Independent – Non-Executive Director and Four Independent Directors which were drawn from diverse fields / professions. The positions of the Chairman of the Board and the Chief Executive Officer of the Company are held by separate individuals, where the Chairman of the Board is a Non-Executive Director. The Chairman, the Managing Director and Non Executive Director are Promoter Directors. There is an optimum combination of Executive and Non- Executive Director, which is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, Smt Archana Capoor was inducted on the Board as Independent Director w.e.f. 6th November, 2015. All, the Directors except the Managing Director and Independent Directors are liable to retire by rotation.

The name and categories of Directors on the Board, their attendance at the Board Meetings held during the year along with the number of Directorships, Memberships held in various Committees in other Companies during the financial year ended the 31st March, 2016, are given below:

Name	Title	Category	No. of Meetings		No. of other Directorships and Committee Membership/Chairmanship#		
			Held	Attended	Directorships*	Committee Memberships@	Committee Chairmanships
Shri Ravi Jhunjhunwala	Chairman	Promoter–Non-Executive	4	4	8	4	1
Shri Shekhar Agarwal	Managing Director & CEO	Promoter – Executive	4	4	5	3	–
Shri Shantanu Agarwal	Director	Promoter – Non-Executive	4	4	–	–	–
Shri D. N. Davar	Director	Independent – Non- Executive	4	4	8	7	5
Dr. Kamal Gupta	Director	Independent – Non- Executive	4	4	6	8	3
Shri P.S. Dasgupta	Director	Independent – Non- Executive	4	2	8	6	2
Smt. Geeta Mathur \$	Director	Independent – Non- Executive	2	2	10	8	3
Smt. Archana Capoor **	Director	Independent – Non- Executive	2	2	4	1	–

Notes:

* Excludes Directorships held in Private Limited Companies, Foreign Companies, Membership of Management Committee of various Chambers/Bodies/Section 8 Companies

Includes Audit and Stakeholders Relationship Committees of public limited Companies.

@ Includes Committee Chairmanships.

\$ Resigned from the Directorship of the Company w.e.f 29th July, 2015

** Co-opted on the Board of Directors as Independent Director with effect from 6th November, 2015.

None of the Directors is a member of more than 10 Board level committees and Chairman of 5 such committees across all the Public Companies in which he/she is a Director.

None of the Directors are related to each other except Shri Shekhar Agarwal being father of Shri Shantanu Agarwal.

The Board of Directors meets regularly throughout the financial year. The meetings of the Board of Directors during the financial year ended the 31st March, 2016 were held on the 5th May, 2015, 21st July, 2015, 6th November, 2015 and the 28th January, 2016. The Board had met four times during the year, with a maximum time gap of one hundred and twenty days between two meetings.

Agenda papers containing all the necessary information are sent well in advance to all the directors of the Company so as to enable the directors to become aware of all the facts on timely basis.

The previous Annual General Meeting of the Company was held on 23rd September, 2015.

The Board reviews the declaration made by the Management regarding compliance with applicable laws on quarterly basis as well as steps taken by the Company to rectify instances of non-compliances, if any.

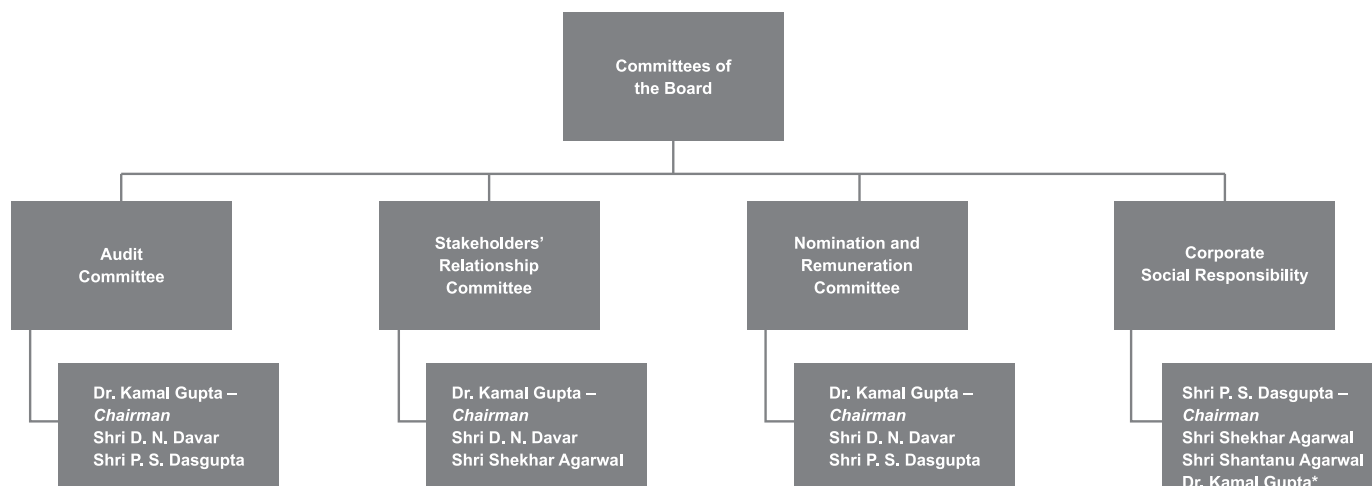
The information placed before the Board includes:

The Board has complete access to all information about the Company. The following information is regularly provided to the Board:

- Annual operating plans & budgets and any update thereof.
- Capital budgets and any updates thereof.
- Quarterly results for the Company and operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme, etc.
- Sale of material nature of investments, subsidiaries, assets, which are not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by Management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer among others.
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996.
- Quarterly Compliance Report and Investor Grievance Reports.

Committees of the Board

With a view to have a better Corporate Governance and accountability, the Board has constituted following committee viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.



*Co-opted in the Committee w.e.f. 10th May, 2016



3. Audit Committee

The role of Audit Committee is as set out in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The members of the Audit Committee of the Board comprises of following three Directors as on 31st March, 2016:

- 1) Dr. Kamal Gupta
- 2) Shri D. N. Davar
- 3) Shri P. S. Dasgupta

All the members of the Audit Committee are Non-Executive and Independent Directors. Dr. Kamal Gupta is the Chairman of the Audit Committee.

Dr. Kamal Gupta, Chairman of the Audit Committee, possesses high degree of accounting and financial management expertise and all members of the Committee have sound accounting and financial knowledge. The Chairman of the Audit Committee was present at the last AGM of the Company.

Ms. Sweta Garg, Company Secretary, is also Secretary to the Committee. Invitees to the Audit Committee include the Chief Coordinator-Internal Audit and the representative of the Statutory Auditors and Internal Auditors.

The role of the Audit Committee include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to Financial Statements.
 - Disclosure of any Related Party Transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism.

- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

MOL has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions, submitted by management.
- Management letters / letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the Chief internal auditor are reviewed by the Audit Committee.
- To review the information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice.

Pursuant to its terms of reference, the Audit Committee is empowered to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise, when considered necessary.

Internal Financial Control and its adequacy

The Company has laid down policies and procedures for ensuring the orderly and efficient conduct of its business including safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation and disclosure of financial information.

The Audit Committee of the Company met four times during the period under review. The meetings were held on the 5th May, 2015, 21st July, 2015, 6th November, 2015 and the 28th January, 2016. Details of Audit Committee are given below:

Name of the Member	Category	No. of Meetings Held	No. of Meetings Attended
Dr. Kamal Gupta	Independent –Non Executive Director	4	4
Shri D. N. Davar	Independent- Non Executive Director	4	4
Shri P.S. Dasgupta	Independent- Non Executive Director	4	2

The representative of statutory auditors and internal auditors regularly make presence in the Audit Committee meeting. They have attended all the Audit Committee meetings held during the year. The report of the internal auditors were discussed in the meeting and the Action Taking Report on the same is presented in the next meeting.

4. Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The Committee comprised of following Directors as on the 31st March, 2016:

- 1) Dr. Kamal Gupta - Independent Director
- 2) Shri D. N. Davar - Independent Director
- 3) Shri Shekhar Agarwal - Managing Director

Dr. Kamal Gupta is the Chairman of this Committee. Ms. Sweta Garg, Company Secretary, is the Compliance Officer of the Committee. The terms of reference of the Committee include redressal of Shareholders and Investors complaints relating to transfer and transmission of shares, non-receipt of Annual Reports, Dividend Warrants and to ensure expeditious share transfer process. The Committee also reviews the status of Investors' grievances and redressal mechanism.

The Committee met four times during the year under review ended the 31st March, 2016 on the 5th May, 2015, 21st July, 2015, 6th November, 2015 and the 28th January, 2016.

Details of Stakeholders' Relationship Committee are given below:

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings Attended
Dr. Kamal Gupta	Independent–Non Executive Director	4	4
Shri D. N. Davar	Independent- Non Executive Director	4	4
Shri Shekhar Agarwal	Promoter-Executive	4	4

The Company received 4 Complaints during the year ended the 31st March, 2016 all of which were redressed/answered to the satisfaction of the shareholders. No Investor Grievance remained unattended /pending for more than 15 days. There were no complaints pending disposal as on the 31st March, 2016. No request for dematerialization of Equity Shares of the Company was pending for approval as at the 31st March, 2016.

**Details of Shareholders'/Investors' Queries and Grievances received and attended by the Company during the year ended the 31st March, 2016.**

Sl. No.	Nature of Query/Complaint	Pending as on 1 st April, 2015	Received during the year	Addressed during the year	Pending as on 31 st March, 2016
1.	Non-receipt of Bonus/Transfer / Transmission / Issue of Duplicate Shares	Nil	3	3	Nil
2.	Non-receipt of Dividend, Non receipt of Refund Order & Non-receipt of Annual Report	Nil	1	1	Nil
3.	Dematerialization/Rematerialization of shares	Nil	Nil	Nil	Nil

The Company also has a Share Transfer Committee to look after requests for transfer/ transmission of equity shares, issue of duplicate share certificates, consolidation/split/ replacement of share certificates and for re-materialisation of shares. The Share Transfer Committee presently comprises of:

- 1) Shri Shekhar Agarwal
- 2) Dr. Kamal Gupta

The Share Transfer Committee of the Company meets as often as required under the chairmanship of Shri Shekhar Agarwal, Managing Director. All valid requests for share transfer received during the year have been acted upon by the Company within the stipulated time limit.

The Board of Directors has also delegated the authority to approve the share transfers to Shri Shekhar Agarwal, Managing Director and Shri P.S. Puri, Chief Financial Officer who attend and approve the share transfer requests on a fortnightly basis.

Pursuant to Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate on half yearly basis, duly signed by the compliance officer and the authorized representative of the share transfer agent certifying that all activities in relation to both physical and electronic share transfer facility are maintained with Registrar to an issue and share transfer agent registered with the Board.

Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate on half yearly basis, have been issued by a practicing Company Secretary for due compliance of share transfer formalities by the Company.

Reconciliation of Share Capital Audit

A qualified practising Chartered Accountant carries out a Reconciliation of Share Capital Audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CSDL) and the total issued and listed capital and places the report for the perusal of the Board.

5. Corporate Social Responsibility Committee.

The Company has constituted the Corporate Social Responsibility Committee in line with the provisions of Section 135 of the Companies Act, 2013. The Committee comprised of the following Directors as on 31 March, 2016.

1. Shri P.S. Dasgupta - Independent Director
2. Shri Shekhar Agarwal - Managing Director
3. Shri Shantanu Agarwal - Director

Dr. Kamal Gupta co-opted in the committee w.e.f. 10th May, 2016.

Shri P.S. Dasgupta acting as the Chairman of the committee.

The Corporate Social Responsibility Committee shall function as under:

- Formulate and recommend to the Board, the Corporate Social Responsibility policy and the activities to be undertaken by the Company.
- Recommend the amount of expenditure to be incurred on the activities undertaken by the Company.
- Monitor the Corporate Social Responsibility policy from time to time.
- Carry out such other functions as are required or appropriate in discharging their duties.

The Committee met three times during the period under review. The meetings were held on the 5th May, 2015, 6th November, 2015 and the 28th January, 2016.

Details of CSR Committee are given below:

Name of the Member	Category	No of Meetings Held during tenure	No of Meetings Attended
Shri P.S. Dasgupta	Independent- Non Executive Director	3	1
Shri Shekhar Agarwal	Promoter-Executive	3	3
Shri Shantanu Agarwal	Promoter-Non Executive	3	3

The Company has formulated the CSR policy wherein the activities mentioned under Schedule VII are covered. The CSR policy is updated on the website of the Company link of which is given below:

http://www.maraloverseas.com/pdf/csr_policy.pdf

6. Nomination & Remuneration Committee

The constitution of Nomination and Remuneration Committee, is in accordance with the provisions of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role of the Nomination and Remuneration Committee inter-alia include the following:-

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria and recommend to the Board their appointment and removal.
- Carry out the evaluation of directors performance
- Formulate the criteria for determining qualification, positive attributes and independence of a director.
- To devise a policy on Board diversity.
- To determine whether to extend or continue the term of appointment of the Independent Director.
- Recommend to the Board a policy relating to the remuneration for the directors, KMP and Senior Management Personnel.
- Succession planning for the Board and Senior Management of the Company.
- Determining the appropriate size and composition of the Board.
- Carry out such other functions as are required or appropriate in discharging their duties.

The Nomination and Remuneration Committee comprised of following three Non-Executive Independent Directors as on the 31st March, 2016:

- 1) Dr. Kamal Gupta
- 2) Shri D.N. Davar
- 3) Shri P.S. Dasgupta

Dr. Kamal Gupta is the Chairman of this Committee. The chairperson of the Nomination and Remuneration Committee was present at the Annual General Meeting.

Details of Nomination and Remuneration Committee are given below:

As on 31st March, 2016, the Composition of Nomination and Remuneration Committee is as follows:

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings Attended
Dr. Kamal Gupta	Independent-Non Executive Director	3	3
Shri D. N. Davar	Independent-Non Executive Director	3	3
Shri P.S. Dasgupta	Independent-Non Executive Director	3	1

Nomination and Remuneration Policy

The Company has framed a policy relating to the remuneration of the directors, Key Managerial Personnel and Senior Management which is approved by the Board of Directors on the commendation of the Nomination and Remuneration Committee. The policy is in consonance with the existing industry practice and form part of Directors Report.

The performance evaluation criteria for Directors including Independent Directors/ KMPs and Senior Official of the Company is as per the Nomination and Remuneration Policy of the Company. Evaluation will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors performance. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

Remuneration of Executive Directors, Key Managerial Personnel and Senior Official:

The remuneration of Executive Directors, Key Managerial Personnel and Senior Official is paid on monthly basis as approved by the Board on the recommendation of the Nomination and Remuneration committee and subject to the approval of the shareholders in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

Remuneration of Non-Executive/ Independent Director:

Non-Executive/Independent Director are paid sitting fees for attending the Board and Committee meetings.

**Remuneration Paid or Payable to Directors as on 31st March, 2016**

(₹ In Lakh)

Name of Director	Category	Sitting Fee	Salary	Benefits, perquisites and allowances	Commission	Total
Shri Ravi Jhunjunwala	Promoter- Non Executive	2.00	-	-	-	2.00
Shri Shekhar Agarwal*	Promoter- Executive	-	60.00	66.57	20.50	147.07
Shri Shantanu Agarwal	Promoter- Non Executive	2.00	-	-	-	2.00
Dr. Kamal Gupta	Independent- Non Executive	7.60	-	-	-	7.60
Shri D. N. Davar	Independent- Non Executive	6.80	-	-	-	6.80
Shri P.S Dasgupta	Independent- Non Executive	2.50	-	-	-	2.50
Smt. Geeta Mathur\$	Independent- Non Executive	1.00	-	-	-	1.00
Smt. Archana Capoor@	Independent- Non Executive	1.50	-	-	-	1.50

Includes retirement benefits excluding leave encashment & gratuity.

* Shri Shekhar Agarwal, Managing Director holds 1.82 % of Equity Shares as on the 31st March, 2016 in the Company.

\$ Ceased to be a Director w.e.f. 29th July, 2015.

@ Co-opted on the Board of Director w.e.f. 6th November, 2015

Shri Shekhar Agarwal, Managing Director & CEO is employee of the Company and is subject to service conditions as per the policies of the Company at the relevant point in time.

During the year ended the 31st March, 2016, the Company did not advance any loans to any of its Directors. Further, during the year the Company does not have any Stock Option and Bonus Scheme.

Equity Shares and Convertible Instrument held by Non-Executive Directors as on the 31st March, 2016.

Name of Director	Category	Number of Shares held	Convertible Warrant
Shri Ravi Jhunjunwala	Promoter- Non Executive	Nil	Nil
Shri Shantanu Agarwal	Promoter- Non Executive	5,54,500	Nil
Dr. Kamal Gupta	Independent- Non Executive	1,000	Nil
Shri D. N. Davar	Independent- Non Executive	1,000	Nil
Shri P.S. Dasgupta	Independent- Non Executive	Nil	Nil
Smt. Archana Capoor	Independent- Non Executive	Nil	Nil

The Non-Executive Directors are paid sitting fee for attending the Board meetings as well as Committee meetings. There were no other pecuniary relationships or transactions of the Non-Executive Directors vis-a vis the Company.

7. Independent Directors Meeting

Pursuant to the Code of Independent Directors and Regulation 25(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the meeting of the independent directors held on 28th January, 2016 without the attendance of Non-Executive Directors and members of management to inter-alia:

- Review the performance of non-independent directors and the Board as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Letter of Appointment:

At the time of appointment, the Independent Directors is required to sign the duplicate copy of the letter of appointment issued by the Company, which contains the terms and conditions of his/her appointment. During the year Smt. Archana Capoor, Independent Director was issued Letter of Appointment.

Performance evaluation of Independent Directors

Pursuant to the Code of Independent Directors and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of Independent Directors is to be done by the entire Board of Directors except the director

who is being evaluated. The criteria for the evaluation of performance is laid down in the Nomination and Remuneration policy. The evaluation of the performance is being done on an annual basis. As on 31st March, 2016, the Company have the following Independent Directors: Dr. Kamal Gupta, Shri D. N. Davar, Shri P.S. Dasgupta and Smt. Archana Capoor.

Familiarization programme for Independent Directors

All new Independent Directors inducted to the Board attend a familiarization programme. The programme for the Independent Directors was conducted by the Company to provide an overview of the business, operations and business model of the Company. All new IDs are provided with certain documents which help them to get an overview of the Company. The presentations was made by Managing Director giving an overview of Annual Operating Plans and budgets of the Company. All IDs met periodically with other Key Managerial Personnel, functional heads of the units, head of HR, IT department etc to help them understand the service and product management and such other areas related to the Company.

The details on the Company's Familiarisation Programme for IDs can be accessed at: http://maraloverseas.com/familiarization_programme.html.

8. Management Discussion and Analysis

The Management Discussion and Analysis Report forms part of the Annual Report.

During the financial year ended the 31st March, 2016, there were no material financial or commercial transactions by the Company with its Promoters, Directors, Management or relatives, etc. that may have potential conflict with the interests of the Company at large.

As required by Accounting Standards (AS)-18, the details of related party transactions are given in Note 2.8.8 to the Annual Accounts.

9. General Body Meetings

The details of the location and time of the Annual General Meetings held during the preceding 3 years are as follows:

ANNUAL GENERAL MEETINGS (AGM)

Date of AGM	Relevant Financial Year	Venue/Location where held	Time of Meeting	Special Resolution
30 th September, 2013	2012-2013	Maral Sarovar, V& P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh – 451660	11.00 A.M	Approval for the reappointment of Shri Shekhar Agarwal as Managing Director of the Company for a period starting from 1 st April, 2013 to 31 st March, 2016. Altered the Articles of Association for the purpose of conducting of Board or any committee meeting and for the purpose of quorum of such meetings, participation of Directors through video-conferencing or tele-conferencing or through electronic or any other media.
26th September, 2014	2013-2014	Maral Sarovar, V& P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh – 451660	11.00 A.M	—
23rd September, 2015	2014-2015	Maral Sarovar, V& P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh – 451660	11.00 A.M	Payment of remuneration to Shri Shekhar Agarwal, Managing Director for the Financial year 2014-15 and 2015-16 as per the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 Creation of mortgage(s) and charges as per the provisions of Section 180(1)(a) of the Companies Act, 2013 in addition to the existing mortgage(s), charge(s) and hypothecation(s) created on the assets of the Company in favour of Union Bank of India of an amount of ₹ 32 crore. Creation of Second Charge as per the provisions of Section 180(1)(a) of the Companies Act, 2013 subject to the First Charge of Term lenders on all the immovable and movable properties of the Company, in favour of consortium member banks for granting to the Company working capital facilities to the extent of ₹ 156.95 crore.

During the year ended 31st March 2016, no resolution was required to be passed through Postal Ballot.



10. Disclosures:

(i) Basis of Related Party Transactions:

- During the period under review, there is no materially significant related party transactions with any of the related parties.
- The disclosure of transactions as required pursuant to the AS -18 has been made part of the Annual Report.
- The related party transactions are being done on an arm's length basis and in the ordinary course of business.

The policy on dealing with the Related Party Transactions as approved by the Board of Directors is disclosed on the website of the Company under the following link:

http://maraloverseas.com/pdf/policy_on_related_party_transaction.pdf

(ii) Non Compliance by the Company in previous years:

No penalties/strictures were imposed on the Company by the Stock Exchanges or SEBI or Board or any statutory authority relating to capital markets during the last three years.

(iii) Whistle Blower Policy:

With the objective of pursuing the business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour and to encourage and protect the employees who wish to raise and report their genuine concerns about any unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct, the Company has adopted a Whistle Blower Policy. The Company has adopted a framework whereby the identity of the complainant is not disclosed. During the year under review, no person was denied access to the Audit Committee.

(iv) Compliance with Clause 49 and Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company is fully compliant with the applicable mandatory requirements of the Clause 49 of the Listing Agreement till its applicability. The Company is also compliant with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 from its applicability i.e. December 1, 2015. A certificate from Statutory Auditors to this effect is enclosed in the Annual Report.

(v) Disclosure of Accounting Treatment in preparation of Financial Statements:

In preparation of financial statements a treatment different from that prescribed in an Accounting Standards has not been followed.

(vi) Board Disclosures – Risk Management:

The Company has a well-defined risk management framework in place. Under this framework, the Management identifies and monitors business risks on a continuous basis and initiates appropriate risk mitigation steps as and when deemed necessary. The Company has established procedures to periodically place before the Board the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate those risks through a properly defined framework.

(vii) Material Subsidiary

The Company does not have any subsidiary. However, the policy of the same as approved by the Board of Directors is disclosed on the website of the Company under the following link:

http://maraloverseas.com/pdf/Material_subsidary.pdf

11. Discretionary Requirements

The Company has duly fulfilled the following discretionary requirements as prescribed in schedule II part E of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Shri Ravi Jhunjunwala is the Chairman of the Company and Shri Shekhar Agarwal is the Managing Director & CEO of the Company. The Company complied with the requirement of having separate persons to the post of Chairman and Managing Director/ CEO.

The executive summary along with the internal audit report and action taken report of all units is placed in every quarter in the Audit Committee.

12. Compliance with Corporate Governance Requirements

During the year under review, the Company has complied with the condition of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Compliance Certificate from Doogar & Associates, Chartered Accountant (Firm Registration No. 000561N) and Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) Statutory Auditors of the Company regarding compliance of the condition of Corporate Governance from part of this Annual Report.

13. Initiatives on Prevention of Insider Trading Practices

The Company has a policy prohibiting Insider Trading in conformity with applicable regulations of the Securities and Exchange Board of India (SEBI). The objective of this policy is to prevent purchase and sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Necessary procedures have been laid down for directors, officers and designated employees, for trading in the securities of the Company. To deal in securities, beyond specified limit, permission of compliance officer is required. The policy and the procedures are periodically communicated to the employees who are considered as insiders of the Company. Trading Window closure, are intimated to all the directors, designated employees and insiders, in advance, whenever required.

14. Code of Conduct

A Company Board has laid down a Code of Conduct, evolved in line with the industry practices was adopted by the Board. The Company is committed to conduct its business in accordance with the pertinent laws, rules and regulations and with the highest standards of business ethics. A copy of code of conduct has been placed on the Company's website www.maraloverseas.com. All members of the Board and Senior Management Personnel have confirmed compliance with the code of conduct for the year under review and a declaration to that effect, signed by CEO & CFO forms part of Annual Report.

15. CEO/CFO certification

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification of CEO/CFO on the financial statements for the year form part of this Annual Report.

16. Means of Communication

The effective communication of information is considered very essential component of Corporate Governance. The Company interact with their shareholders through various means of communication i.e print media, Company website, annual report etc. The quarterly, half yearly and annual audited results are sent immediately to the Stock Exchanges after they are approved by the Board of Directors. The same are also displayed on Company's website at www.maraloverseas.com. The Company publishes its results in at least one prominent national and regional newspaper.

The Company has a designated an email-id maral.investor@lnjbhilwara.com

17. Shareholders

i. Re-Appointment of Non Independent Directors

Two Non Independent Directors of your Company are liable to retire by rotation. Of these Directors, at least one-third retires every year and if eligible, propose themselves for the re-appointment. This year, Shri Ravi Jhunjunwala, is retiring by rotation and being eligible, offer himself for re-appointment in the Annual General Meeting.

Shri Ravi Jhunjunwala (60)

Shri Ravi Jhunjunwala is a Non-Executive Promoter Director of the Company. Shri Jhunjunwala holds a degree in B.Com (Hons.) and is also an MBA from the Centre D'études Industrielles(CEI) Geneva. Shri Ravi Jhunjunwala Joined HEG Ltd as a Management Trainee and having gone through a very well planned grooming in all aspects of Business Management and was later assigned the rein of HEG as Managing Director. His leadership has enabled the group to establish a presence in more the 75 countries across five continents today. He is also active on number of National Management forums and is associated with various chambers of commerce including CII.

Shri Shekhar Agarwal (63)

Shri Shekhar Agarwal is a Promoter – Executive Director of the Company. Shri Agarwal is a B.Tech (Mech) from Indian Institute of Technology, Kanpur and has done his Masters in Science from University of Chicago. He has an experience of three decades in the Textile Industry.

ii Appointment of Independent Director

Smt. Archana Capoor was inducted on the Board of Directors of the Company as an additional Director (Independent) with effect from the 6th November, 2015. The Board of Directors upon recommendation of Nomination and Remuneration Committee appointed Smt. Archana Capoor as Independent Director for the first term of five years commencing from the date of induction on the Board of Directors, subject to the approval by the Shareholders of the Company at the ensuing Annual General Meeting.

The brief profile of Smt Archana Capoor, Independent Director proposed to be appointed as above is given below:

Smt. Archana Capoor (58)

Smt. Archana Capoor is an Independent Director of the Company. She is a graduate in Bachelor of Science and MBA from University of Allahabad.



ADDITIONAL SHAREHOLDERS' INFORMATION

Details of Directorships Held in Other Companies

Directors Name	Name of the Company in which Directorship held *	Committee Chairmanship	Committee Membership
Shri Ravi Jhunjunwala	HEG Ltd.	–	Stakeholders' Relationship Committee
	Malana Power Company Ltd.	–	–
	RSWM Ltd.	–	–
	Bhilwara Energy Ltd.	–	–
	AD Hydro Power Ltd.	Audit Committee	–
	BSL Ltd.	–	Stakeholders' Relationship Committee
	India Glycols Ltd.	–	–
Shri Shekhar Agarwal	JK Lakshmi Cement Ltd.	–	Audit Committee
	Bhilwara Technical Textiles Ltd.	–	–
	BSL Ltd.	–	Audit Committee
	Essay Marketing Company Ltd.	–	–
	HEG Ltd.	–	Audit Committee
Smt. Archana Capoor	RSWM Ltd.	–	Shareholders' Relationship Committee
	SPML Infra Ltd.	–	Audit Committee
	Birla Ericsson Optical Ltd.	–	–
	Jet Lite (India) Ltd.	–	–
	Ansal Properties and Infrastructure Ltd.	–	–

* Excludes Directorships held in Private Limited Companies, Foreign Companies, Membership of Management Committee of various chambers/Bodies/ Section 8 Companies.

ADDITIONAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting

Date	: 29th September, 2016
Day	: Thursday
Time	: 11:00 A.M
Venue	: Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451 660, Madhya Pradesh

2. Financial Calendar

Financial year	: April, 2015 to March, 2016
Quarterly financial reporting	: Within 45 days from the end of each quarter except fourth quarter when audited annual results are published within 60 days

3. Dates of Book Closure : Friday, the 23rd September, 2016 to Thursday, the 29th September, 2016

4. Equity Dividend Payment Date : N.A.

5. Listing of Equity Shares on Stock Exchange

- 1) BSE Ltd- Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
- 2) National Stock Exchange of India Ltd. (NSE)- Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

Listing fee as prescribed has been paid to BSE Ltd. and the National Stock Exchange of India Limited upto 31st March, 2017.

6. Stock Code:

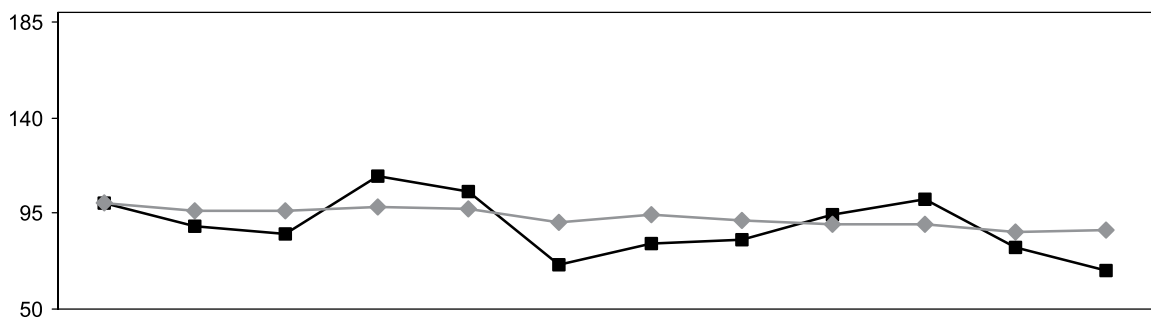
BSE Ltd. (BSE)	: 521018
National Stock Exchange of India Ltd. (NSE)	: MARALOVER

7. Stock Market Data:

Share Price of Maral Overseas Limited at BSE /NSE in 2015-16

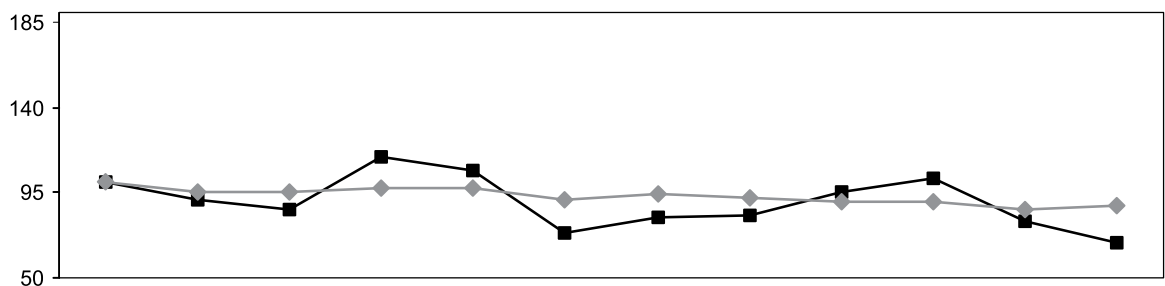
Months	BSE Ltd.			National Stock Exchange of India Ltd		
	High	Low	Volume	High	Low	Volume
Apr-15	39.95	26.10	5,95,884	39.60	26.25	13,78,734
May-15	35.70	26.25	3,40,410	36.00	26.20	7,74,144
June-15	34.05	23.75	5,46,269	34.05	23.25	9,95,782
July-15	44.95	31.70	15,48,866	45.15	31.25	38,16,653
Aug-15	42.25	26.55	5,43,808	42.40	26.30	14,22,507
Sep-15	28.50	23.65	1,59,926	29.00	23.55	3,46,707
Oct-15	32.35	26.20	1,61,085	32.40	26.30	3,28,214
Nov-15	32.90	23.00	3,67,934	32.95	21.00	6,92,200
Dec-15	37.70	30.30	3,77,050	37.90	29.45	10,90,599
Jan-16	40.50	29.00	3,50,292	40.40	29.00	8,19,816
Feb-16	31.60	22.20	5,08,754	31.75	22.00	3,63,638
Mar-16	27.20	22.40	1,24,638	27.25	21.50	2,26,375

Performance in comparison with BSE Sensex (Both series indexed to 100 as on April, 2015)



Source: BSE Ltd.

Performance in comparison with NIFTY (Both series indexed to 100 as on April, 2015)



Source: National Stock Exchange of India Ltd.

**8. Registrar and Transfer Agents:**

M/s MCS Share Transfer Agent Limited is the Registrar & Share Transfer Agent of the Company. The Shareholders may contact M/s MCS Share Transfer Agent Limited for matters related to Share Transfers etc. at the following address:

MCS Share Transfer Agent Limited
F-65, Okhla Industrial Area, Phase I, 1st Floor,
New Delhi – 110 020
Phone No. (s) : 011-41406149-52, Fax No : 011-41709881,
E- Mail : admin@mcsregistras.com

9. Share Transfer System:

The matters related to Share Transfer and Transmission etc. are attended by the delegated authorities on fortnightly basis. Share transfers are registered and returned within 15 days from the date of receipt, if the documents are in order in all respects. The total number of shares transferred during the financial year ended the 31st March, 2016 were 6700 shares. As per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained half-yearly certificates from Practicing Company Secretary for due compliance of share transfer formalities.

10. Distribution of Shareholding as on the 31st March, 2016.

No. of Equity shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1-500	14492	86.83	21,47,781	5.17
501-1000	1016	6.09	8,70,558	2.10
1001-10000	1046	6.27	32,29,427	7.78
10001 and above	114	0.68	3,52,35,987	84.89
Shares in Transit	22	0.13	24,247	0.06
Total	16690	100.00	4,15,08,000	100.00

11. Shareholding Pattern as on the 31st March, 2016

Category			No. of Shares held	Percentage of Shareholding
A.	Promoters & Promoter Group		3,11,09,329	74.95
B.	Public Shareholding			
	I	Banks	300	0.00
	II	Financial Institutions and Insurance Companies, Mutual Funds & UTI	1,000	0.00
	III	Foreign Institutional Investors	5,800	0.01
	IV	NRIs	72,898	0.18
	V	Bodies Corporate	18,67,450	4.50
	VI	Foreign Bodies Corporate	200	0.00
	VII	Individuals	84,26,776	20.30
	VIII	Clearing Members	24,247	0.06
		Total	4,15,08,000	100.00

12. Dematerialisation of Shares and Liquidity:**A. Equity Shares as on the 31st March, 2016**

S. No.	Description	No. of Share holders	No. of Shares	% of Equity
1.	Central Depository Services India Limited (CDSL)	3404	2,45,08,343	59.05
2.	National Securities Depository Limited (NSDL)	7239	1,62,35,347	39.11
3.	Physical	6047	7,64,310	1.84
	Total	16690	4,15,08,000	100.00

The ISIN number for Equity Shares of the Company in NSDL and CDSL is **INE882A01013**. **4,07,43,690** equity shares were dematerialized till 31st March, 2016 which is 98.16% of the total paid-up equity share capital of the Company. Trading in Shares of the Company is permitted in dematerialized form only.

B. Cumulative Redeemable Preference Shares (CRPS)

The ISIN numbers for 14,14,050 8% Cumulative Redeemable Preference Shares (CRPS) of Rs.100/- each of the Company in NSDL and CDSL is as follows:-

INE882A04025

INE882A04033

INE882A04041

During the Financial Year 2015-16, 471,350 8% CRPS were redeemed as approved by the Board of Directors in their held on 28 January, 2016.

The Company has also issued 12,00,000 3 % Cumulative Redeemable Preference Shares of Rs.100/- each, to the persons falling under promoters and promoter group in physical form.

13. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

14. Commodity price risk or foreign exchange risk and hedging activities.

The Company regulates its activities as laid down under forex hedging policy. The Company periodically review the forex exposure along with the hedging positions of the Company. Also refer Management Discussion and Analysis for the same.

15. Plant Locations:

- 1) Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone-451660, Madhya Pradesh.
- 2) A-11, Hosiery Complex, Phase-II (Extension), Noida- 201 305 (U.P.)
- 3) C-126, Sector-63, Noida-201307 U.P.

16. Address for Correspondence

Investor correspondence should be addressed to:

1. Registrar & Share Transfer Agent

MCS Share Transfer Agent Limited,
F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020
Phone No (s): 011-41406149-52, Fax No: 011-41709881
E -mail: helpdeskdelhi@mcsregistrars.com

2. Company Secretary

Maral Overseas Limited,
Bhilwara Towers, A-12, Sector 1, Noida- 201301(U.P.)
Phone No: 0120 -4390000, Fax No. : 0120-4277841
E-mail: maral.investor@lnjbhilwara.com

17. Other information to the Shareholders

Green Initiative

As a responsible Corporate citizen, the Company welcome the Green Initiative by sending the communications/documents including Notices for General Meeting and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP).

Shareholders who have not registered their e-mail addresses are requested to register/update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in case of physical form with the Company.

Internal Complaints Committee (ICC)

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which came into effect from the 9th of December, 2013, the Company has formulated a Internal Complaints Committee that will ensure a work environment free of all forms of sexual harassment- verbal, written, physical, visual or otherwise.

The Committee is formed as per the statute, it is headed by a women employee, the committee comprises of more than half representation of women, it has adequate independent representation of women from the social and legal fields. It lays down the whole procedure of filling complaint, enquiry, redressal of grievance and taking action against those who are found guilty by the Committee in a fairly transparent manner.

Information pursuant to Regulation 34(3) read with part F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company transferred 5100 Equity Shares in respect of 43 shareholders in the name of "Maral Overseas Limited – Unclaimed Suspense Account" on the 7th August, 2012 and these shares were subsequently dematerialized. As on 1st April, 2015, 42 shareholders comprising of 5000 shares were lying in the unclaimed suspense accounts. During the Financial Year 2015-16, 1 shareholder comprising of 100 has approached for claiming the shares which was duly transferred in the name of shareholder. As on the 31st March, 2016, 41 shareholders bearing 4900 shares are still lying in the Unclaimed Suspense Account. Further, the voting rights on these shares remain frozen till the rightful owner of such shares claim the shares.

**INDEPENDENT AUDITORS' REPORT****To the members of****Maral Overseas Limited****Report on the financial statements**

We have audited the accompanying financial statements of Maral Overseas Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information, which are the amended versions of the balance sheet, the statement of profit and loss and the cash flow statement, summary of the significant accounting policies and other explanatory information, approved by the Board of Directors of the Company earlier on May 10, 2016 and covered by our audit report dated May 10, 2016. Reference is invited to Note 1 in the amended financial statements which explain the revision i.e. the reversal of appropriations relating to recognition of provision for proposed dividend.

This audit report is the amended version of our earlier audit report dated May 10, 2016 which stands superseded. Our audit procedures relating to subsequent events for the matter stated in the paragraph above is performed until August 3, 2016 and for all other subsequent events were carried out until May 10, 2016.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these amended financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on other legal and regulatory requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "C" to this report
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.8.2 to the financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

For Ashim & Associates
Chartered Accountants
Firm Registration No.006064N

Mukesh Goyal
Partner
Membership No.081810
Noida (U.P.)

Ashim Agarwal
Partner
Membership No.084968

May 10, 2016 except as to impact of Note 1 to the amended financial statements which is as of August 3, 2016

Annexure 'A' referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of Maral Overseas Limited

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a verification programme to ensure that all assets are verified at least once in every three years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were identified on such verification.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the company. Some of these title deeds are given as security for securing various facilities sanctioned by banks and accordingly these original title deeds are kept with IFCI Limited, as security for the lenders.
2. The inventory, except material lying with third parties, has been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
3. According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable to the company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
5. The company has not accepted any deposits from the public.
6. We have broadly reviewed the records, including the books of account maintained by the company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of company's products and are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same
7. (a) According to the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, service tax, sales-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the company examined by us, the particulars of statutory dues of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of a dispute are referred to in Annexure 'B'.

8. Based on our audit procedures and according to the information and explanations given to us and in view of the practice followed by the lenders, as explained in note 2.2.1 to these financial statements, we are of the opinion that the company has not defaulted in repayment of dues to any financial institution or bank.
9. Based on our audit procedures and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer / further public offer.

Further, based on our audit procedures and according to the information and explanations given to us and on an overall examination of the balance sheet, we report that monies raised by way of term loans were applied for the purposes for which those were raised
10. Based upon our audit procedures and according to the information and explanations to us, we report that no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
11. Based on our audit and according to the information and explanations given to us, we report that the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
13. Based on our audit procedures and according to the information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
15. Based on our audit procedures and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

For Ashim & Associates
Chartered Accountants
Firm Registration No.006064N

Mukesh Goyal
Partner
Membership No.081810
Noida (U.P.)

Ashim Agarwal
Partner
Membership No.084968

May 10, 2016 except as to impact of Note 1 to the amended financial statements which is as of August 3, 2016

**ANNEXURE 'B' TO AUDITORS' REPORT**

Referred to in Paragraph 7 (b) of Annexure 'A' a statement on the matters specified in the Companies (Auditors' Report) Order, 2016 of Maral Overseas Limited for the year ended 31st March, 2016

Name of the Statute	Nature of Dues	Amount Rs. in lacs	Forum where the dispute is pending
Income Tax Act	AY 2002-03	45.00	CIT (Appeals) & Dy CIT (For rectification)
	AY 2003-04	27.64	CIT (Appeals)
	AY 2009-10	320.00	CIT (Appeals)
Central Excise Act	Duty on scrap sale	152.57	CESTAT
	Duty rate on debonded goods	88.69	In process of filing appeal before Supreme Court
	Denial of cenvat credit	49.90	CESTAT
	Duty & penalty	60.15	CESTAT
Customs Act	Duty on coal import	2.94	Asstt Comm (Customs)
	Duty on coal import	29.43	Jt Comm (Customs)
Central Sales Tax Act	Central Sales Tax	11.22	Dy Comm (For rectification)

Annexure 'C' to the independent auditor's report of even date on the financial statements of Maral Overseas Limited**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Maral Overseas Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial

controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal

Partner
Membership No.081810
Noida (U.P.)

For Ashim & Associates
Chartered Accountants
Firm Registration No.006064N

Ashim Agarwal

Partner
Membership No.084968

May 10, 2016 except as to impact of Note 1 to the amended financial statements which is as of August 3, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

	Notes	As at 31.03.2016	As at 31.03.2015
₹ / Lakh			
Equity and Liabilities			
Shareholders' funds			
Share Capital	2.1.1	6,764.85	7,236.20
Reserves and Surplus	2.1.2	3,807.57	2,678.99
		10,572.42	9,915.19
Non-current liabilities			
Long term borrowings	2.2.1	8,715.17	11,060.59
Deferred tax liabilities (Net)	2.2.2	569.47	255.57
Other long term liabilities	2.2.3	57.01	53.03
Long term provisions	2.2.4	216.38	215.87
		9,558.03	11,585.06
Current liabilities			
Short term borrowings	2.3.1	8,995.00	5,091.34
Trade payables	2.3.2	1,614.94	2,181.44
Other current liabilities	2.3.3	6,070.76	6,698.73
Short term provisions	2.2.4	323.21	413.86
		17,003.91	14,385.37
Total		37,134.36	35,885.62
Assets			
Non current assets			
Fixed Assets			
Tangible assets	2.4.1	15,301.29	17,111.09
Intangible assets		21.30	34.61
Capital work-in-progress		1,100.13	288.00
Long-term loans and advances	2.4.2	1,121.26	875.51
Other non-current assets	2.4.3	22.70	133.64
		17,566.68	18,442.85
Current Assets			
Current investments	2.5.1	12.77	12.77
Inventories	2.5.2	12,316.60	9,738.33
Trade receivables	2.5.3	4,771.10	4,346.57
Cash and bank balances	2.5.4	358.42	698.42
Short term loans and advances	2.4.2	600.04	729.95
Other current assets	2.4.3	1,508.75	1,916.73
		19,567.68	17,442.77
Total		37,134.36	35,885.62

Summary of significant accounting policies

1.1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors of
Maral Overseas LimitedFor Doogar & Associates
Chartered Accountants
Firm Registration No. 000561NFor Ashim & Associates
Chartered Accountants
Firm Registration No. 006064NRavi Jhunjhunwala
Chairman
DIN : 00060972Shekhar Agarwal
Managing Director
DIN : 00066113Mukesh Goyal
Partner
Membership No. 081810Ashim Agarwal
Partner
Membership No. 084968P. S. Puri
Chief Financial Officer
FCA - 013563Sweta Garg
Company Secretary
ACS - 27175Place: Noida (U.P.)
Date: 3rd August, 2016

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

		₹ / Lakh	
	Notes	For the year ended 31.03.2016	For the year ended 31.03.2015
Continuing operations			
Revenue from Operations	2.6.1		
Sale of products		59,746.41	62,440.82
Sale of services		4.98	4.76
Other operating revenues		2,157.27	2,417.16
		61,908.66	64,862.74
Less: Excise duty		(25.61)	(19.79)
		61,883.05	64,842.95
Other Income	2.6.2	1,403.97	1,622.52
Total Revenue		63,287.02	66,465.47
Expenses:			
Cost of materials consumed	2.7.1	35,243.80	38,630.87
Purchases of stock-in-trade	2.7.2	656.59	723.78
Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.7.3	499.10	338.85
Employee benefits expense	2.7.4	7,680.30	6,494.71
Finance costs	2.7.5	1,925.53	1,924.85
Depreciation and amortization expense	2.7.6	2,526.47	3,539.67
Other expenses	2.7.7	13,163.04	13,055.85
Total Expenses		61,694.83	64,708.58
Profit before exceptional items and tax		1,592.19	1,756.89
Exceptional Items	2.7.8	232.65	-
Profit / (Loss) Before Tax		1,359.54	1,756.89
Tax Expense:			
Current tax		293.00	368.00
MAT Credit Entitlement		(268.00)	(368.00)
MAT Credit Entitlement for earlier years		-	(132.21)
Tax adjustments for earlier years		-	(36.34)
Deferred tax		313.90	255.57
Profit / (Loss) for the year		1,020.64	1,669.87
Earnings per equity share (par value Rs.10 each) :	2.8.1		
Basic		1.92	3.48
Diluted		1.74	1.17
Summary of significant accounting policies	1.1		
The accompanying notes are an integral part of the financial statements			

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal
Partner
Membership No. 081810

For Ashim & Associates
Chartered Accountants
Firm Registration No. 006064N

Ashim Agarwal
Partner
Membership No. 084968

Ravi Jhunjhunwala
Chairman
DIN : 00060972

P. S. Puri
Chief Financial Officer
FCA - 013563

For and on behalf of the Board of Directors of
Maral Overseas Limited

Shekhar Agarwal
Managing Director
DIN : 00066113

Sweta Garg
Company Secretary
ACS - 27175

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

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2016

	₹ / Lakh	
	For the Year Ended 31.03.2016	For the Year Ended 31.03.2015
A. Cash Flows from Operating Activities		
Net Profit / (Loss) Before Tax	1,359.54	1,756.89
Adjustments for:		
Depreciation & amortisation	2,526.47	3,539.67
Contribution to CSR (Refer note 2.7.7b)	-	(10.10)
Dividend received	(1.16)	(1.16)
Interest income	(78.68)	(77.18)
Interest expense	1,839.35	1,856.65
Unrealised foreign exchange (gain) / loss	(62.76)	(87.36)
(Profit)/loss on sale/ discarding of fixed assets	(18.57)	226.33
Provision for doubtful debts and advances	13.88	-
Operating profit before working capital changes	5,578.07	7,203.74
Movements in working capital:		
Trade Receivables	(424.52)	(844.33)
Inventories	(2,578.27)	3,225.75
Loans & advances	138.24	(3.35)
Other assets	703.32	(319.29)
Liabilities	(738.39)	(387.49)
Provisions	220.15	45.26
Cash from / (used in) operating activities	2,898.60	8,920.29
Direct taxes paid (net of refunds)	(379.07)	(404.42)
Net cash from / (used in) operating activities	2,519.53	8,515.87
B. Cash flows from investing activities		
Purchase of fixed assets	(1,533.50)	(4,722.53)
Sale of fixed assets	65.86	99.44
Interest received	89.02	72.71
Dividend received	1.16	1.16
Net Cash from / (used in) investing activities	(1,377.46)	(4,549.22)



₹ / Lakh

	For the Year Ended 31.03.2016	For the Year Ended 31.03.2015
C. Cash flows from financing activities		
Redemption of preference shares	(471.35)	-
Receipts from term borrowings	1,079.78	3,723.00
Increase\ (decrease) in short term bank borrowings	3,903.66	(2,106.56)
Repayment of term borrowings	(3,825.73)	(3,153.85)
Interest cost	(1,920.19)	(1,848.27)
Dividend paid (including tax thereon)	(224.19)	(218.58)
Net Cash from / (used in) financing activities	(1,458.02)	(3,604.26)
Net increase / (decrease) in Cash and Cash equivalents	(315.95)	362.39
Opening Cash and Cash equivalents	643.04	280.65
Closing Cash and Cash equivalents	327.09	643.04

Notes

Components of Cash and Cash Equivalents

Cash on Hand	22.03	34.39
Cheques on Hand	0.05	1.78
Balances with Banks		
In Current and Cash Credit Accounts	305.01	606.86
Post Office Saving Account	-	0.01
As per the Balance Sheet	327.09	643.04

Summary of significant accounting policies 1.1

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal
Partner
Membership No. 081810

For Ashim & Associates
Chartered Accountants
Firm Registration No. 006064N

Ashim Agarwal
Partner
Membership No. 084968

For and on behalf of the Board of Directors of
Maral Overseas Limited

Ravi Jhunjhunwala
Chairman
DIN : 00060972

P. S. Puri
Chief Financial Officer
FCA - 013563

Shekhar Agarwal
Managing Director
DIN : 00066113

Sweta Garg
Company Secretary
ACS - 27175

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

SIGNIFICANT ACCOUNTING POLICIES

1 Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

Background for preparation of amended financial statements

The Board of Directors had adopted the financial statements for the year ended 31 March 2016 in their meeting held on 10 May 2016 and the statutory auditors' had issued their report dated 10 May 2016 on those financial statements. , after recognizing provision for proposed dividend on the 8 per cent Cumulative Redeemable Preference Shares

In view of restriction on declaration of dividend imposed under the fourth proviso to Section 123 (1) of the Companies Act, 2013 ("the Act"), the Board of Directors had recommended dividend on the 8 per cent Cumulative Redeemable Preference Shares, subject to obtaining approval, under Section 462 / 470 of the Act. However, the Company's request to the Central Government seeking relief from the fourth proviso of Section 123(1) of the Companies Act, 2013 has not been accepted. Accordingly, the Board of Directors of the Company have withdrawn their recommendation for proposed declaration of dividend on the 8 per cent Cumulative Redeemable Preference Shares allotted to the various banks and financial institutions, pursuant to the Corporate Debt Restructuring ("CDR") Package.

Necessary reversal of appropriations under the main head 'Reserves and Surplus' have accordingly been recorded. Consequential amendments to reversal of the above provision for proposed dividend relate to short term provisions, disclosure of contingent liabilities not provided for and disclosure on segment reporting. These financial statements represent the amended version of the financial statements adopted by the Board of Directors earlier.

1.1 Summary of significant accounting policies**a Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

b Revenue recognition

- i) Income is accounted for on accrual basis in accordance with Accounting Standard (AS) 9 - "Revenue Recognition".
- ii) Sale is recognised on dispatch to customer.
- iii) Insurance and other claims are recognised in accounts on lodgment to the extent these are measurable with reasonable certainty of acceptance. Excess/shortfall is adjusted in the year of receipt.

c Inventories

Inventories are valued at lower of cost, computed on a weighted average basis, and estimated net realisable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished goods and work-in-progress include costs of conversion and other costs in bringing the inventories to their present location and condition.

d Investments

Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. The current investments are stated at lower of cost or quoted / fair value.

e Fixed & intangible assets

- i) Fixed assets are stated at historical cost less provision for impairment losses, if any, depreciation and amortization.
- ii) Borrowing costs eligible for capitalisation incurred, in respect of acquisition / construction of a qualifying asset, till the asset is substantially ready for use, are capitalised as part of the cost of that asset.
- iii) Pre-operative, trial run and incidental expenses relating to the projects are carried forward to be capitalised and apportioned to various assets on commissioning of the project.
- iv) Intangible assets are recognised on the basis of recognition criteria as set out in Accounting Standard (AS) 26 - "Intangible Assets".

f Depreciation & amortisation

Depreciation on tangible assets is provided on straight line method, except for vehicles which are depreciated on written down value method, over the useful lives of the assets estimated by Management. Also refer note 2.7.6



- i) For following class of assets, based on internal assessment and technical evaluation, the management has reassessed the useful lives as different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013. Management believes that the useful lives as given below, best represent the period over which these assets are expected to be used.

Plant and Machinery (General) (Triple shift operation) *	9.18 years
Plant and Machinery (Textile Made-ups) (Single shift operation)	9 years
Plant and Machinery (Thermal Power)	18 years
Vehicles	5 years

* As per independent technical evaluation carried out, based on current usage, technology and efficiency parameters, useful life as derived from rates of depreciation for triple shift operation specified in Schedule XIV of the erstwhile Companies Act, 1956, is considered a fair representation of the estimated useful life in respect of plant and machinery installed in Spinning, Knitting, Dyeing, and Processing activities

Residual value in respect of vehicles provided under company employee benefit scheme is considered in accordance with terms of the said scheme and is higher than 5% of the original cost of the asset.

- ii) Leasehold land is amortised over the period of lease.
- iii) Free hold land and live stock are not depreciated.
- iv) Acquired software costs are amortised, on straight line method, over 6 years or estimated useful lives, whichever is lower.
- v) Leasehold improvements are amortised over the primary period of lease.

g Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount being the higher of the asset's net selling price and its value in use. Value in use is based on the present value of the estimated future cash flows relating to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (i.e. cash generating units).

Previously recognised impairment losses are reversed where the recoverable amount increases because of a favorable change in the estimates used to determine the recoverable amount since the last impairment was recognised. A reversal of an asset's impairment loss is limited to its carrying amount that would have been determined (net of depreciation or amortization), had no impairment loss been recognised in prior years.

h Foreign currency transactions

Foreign exchange transactions are recorded at the rates of exchange prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the Statement of profit and loss of the period.

Monetary assets and liabilities denominated in foreign currencies, which are outstanding as at the year end are translated at exchange rates prevailing on the last working day of the accounting year. The resultant exchange differences are recognized in the Statement of profit and loss.

Forward contracts are entered into to hedge the foreign currency risk of the underlying outstanding at the balance sheet date as well as future transactions in respect of which either firm commitments have been made or which are highly probable forecast transactions. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the period.

In relation to the forward contracts entered into to hedge the foreign currency risk of the underlying outstanding at the balance sheet date, the exchange difference is calculated and recorded in accordance with AS 11. The exchange difference on such a forward exchange contract is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the Statement of profit and loss in the reporting period in which the exchange rates change.

Derivative financial instruments not covered by AS 11, relating to a firm commitment or a highly probable forecast transaction, which qualify for hedge accounting and where Company has met all the conditions of AS 30, are fair valued at balance sheet date and resultant exchange gain / loss accounted for in the balance sheet as per provisions of AS 30. This gain / loss would be recorded in Statement of profit and loss when the underlying transactions affect earnings. Other derivative instruments that relate to a firm commitment or a highly probable forecast transaction and that do not qualify for hedge accounting are recorded at fair value at the reporting date and the resultant exchange gain / loss credited / debited to Statement of profit and loss for the period.

i Government grants

Government grants, where reasonable certainty exists that the ultimate collection will be made, are recognized as follows:

- i) Grants of the nature of promoter's contribution are credited to Capital Reserve.

- ii) Grants related to specific depreciable fixed assets are deducted from gross values of the related fixed assets in arriving at their book value.
- iii) Grants related to revenue are recognised on a systematic basis in the Statement of profit and loss, either as income or deducted from related expenses, over the periods necessary to match them with their related costs.

j Employee benefits

The Company's employee benefits primarily cover provident fund, superannuation, gratuity and compensated absences.

Provident fund and Superannuation fund are defined contribution schemes and the Company has no further obligation beyond the contributions made to the fund. Contributions are charged to Statement of profit and loss in the year in which they accrue.

Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation made at the end of the year. The gratuity liability and net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels. All actuarial gains and losses are immediately recorded to the Statement of profit and loss and are not deferred.

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. Accumulating compensated absences are provided for based on actuarial valuation.

k Tax on income

- i) Current corporate tax is provided on the results for the year after considering applicable tax rates and laws.
- ii) Deferred tax is provided on timing differences between tax and accounting treatments that originate in one period and are expected to be reversed or settled in subsequent periods. Deferred tax assets and liabilities are measured using the enacted / substantively enacted tax rates and laws for continuing operations.

Deferred tax assets, in the event of unabsorbed depreciation and carry forward losses under tax laws, that exceed the deferred tax liability, are recognized only where there is virtual certainty of realization. Deferred tax assets on other accounts are recognized only to the extent there is reasonable certainty of realization. The carrying amount of deferred tax assets is reviewed at each balance sheet date to reassess realization.

- iii) Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

l Provisions and contingent liabilities

Provisions are recognized for present obligations, of uncertain timing or amount, arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability unless the possibility of outflow of resources embodying economic benefits is remote.

Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events, are also disclosed as contingent liabilities unless the possibility of outflow of resources embodying economic benefits is remote.

m Earnings per share

Basic earnings per share is computed by dividing the net profit after tax for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.



NOTES TO THE FINANCIAL STATEMENTS

2. Notes to the financial statements

2.1.1 Share Capital

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Authorised		
4,40,00,000 (Previous year 4,40,00,000) Equity Shares of ₹ 10/- each	4,400.00	4,400.00
31,00,000 (Previous year 31,00,000) Cumulative Redeemable Preference Shares of ₹ 100/- each	3,100.00	3,100.00
	7,500.00	7,500.00
Issued, subscribed & fully paid-up		
41,508,000 (Previous year 4,15,08,000) Equity Shares of ₹ 10/- each	4,150.80	4,150.80
1,414,050 (Previous Year - 18,85,400) 8 per cent Cumulative Redeemable Preference Shares (8%CRPS) of ₹ 100 each	1,414.05	1,885.40
12,00,000 (Previous Year - 12,00,000) 3 per cent Cumulative Redeemable Preference Shares (3%CRPS) of ₹ 100 each	1,200.00	1,200.00
	6,764.85	7,236.20

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	2015-16		2014-15	
	No of Shares	₹ / Lakh	No of Shares	₹ / Lakh
Equity Shares				
At the beginning of the year	41,508,000	4,150.80	41,508,000	4,150.80
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	41,508,000	4,150.80	41,508,000	4,150.80
8 per cent Cumulative Redeemable Preference Shares				
At the beginning of the year	1,885,400	1,885.40	1,885,400	1,885.40
Issued during the year	-	-	-	-
Redeemed during the year	471,350	471.35	-	-
Outstanding at the end of the year	1,414,050	1,414.05	1,885,400	1,885.40
3 per cent Cumulative Redeemable Preference Shares				
At the beginning of the year	1,200,000	1,200.00	1,200,000	1,200.00
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	1,200,000	1,200.00	1,200,000	1,200.00

b) Terms/rights attached to equity shares

Company has only one class of equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The holder of equity shares is entitled to receive dividend only after distribution of dividend to the holders of preference shares.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Terms/rights attached to preference shares

Company has only one class of cumulative redeemable preference shares (CRPS) having a par value of ₹ 100/-. There are two series of CRPS, carrying differential dividend coupon rates.

First series of preference shares carrying a dividend coupon rate of 8%, allotted to the various banks and financial institutions, pursuant to the Corporate Debt Restructuring ('CDR') Package, are redeemable in four equal annual installments from 2016 to 2019. In terms of the Master Restructuring Agreement executed with the Company's bankers, premium of 5% on redemption is payable in case Company's cash flows permit.

Second series of preference shares carrying a dividend coupon rate of 3%, allotted to promoters, against infusion of funds by them, pursuant to the Corporate Debt Restructuring ('CDR') Package are redeemable on 31st March, 2019.

The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Each holder of preference shares is entitled to one vote per share only on resolutions placed before the company which directly affect the rights attached to preference shares. The holders of preference shares are entitled to a preferential right of repayment of capital on winding up vis-à-vis the holders of equity shares. The distribution will be in proportion to the number of shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the company

	As at 31.03.2016		As at 31.03.2015	
	No of Shares Held	% holding	No of Shares Held	% holding
Equity shares of ₹ 10 each fully paid				
Agarwal Trademart Private Limited	19,760,000	47.61	19,760,000	47.61
Essay Marketing Company Limited	3,356,700	8.09	3,356,700	8.09
8 per cent CRPS of ₹ 100 each fully paid				
IDBI Bank Limited	70,950	5.02	94,600	5.02
Indusind Bank Limited	98,175	6.94	130,900	6.94
J & K Bank Limited	107,250	7.58	143,000	7.58
Yes Bank Limited	108,075	7.64	144,100	7.64
State Bank Of Hyderabad	77,550	5.48	103,400	5.48
Export-Import Bank Of India	246,675	17.44	328,900	17.44
Central Bank Of India	319,275	22.58	425,700	22.58
Axis Bank Limited	253,275	17.91	337,700	17.91
State Bank Of India	81,675	5.78	108,900	5.78
3 per cent CRPS of ₹ 100 each fully paid				
Apeksha Vyapaar Private Limited	475,000	39.58	475,000	39.58
Ultramarine Impex Private Limited.	200,000	16.67	200,000	16.67
Sita Nirman Private Limited	200,000	16.67	200,000	16.67
Pawanputra Trading Private Limited	200,000	16.67	200,000	16.67
Shantanu Agarwal	125,000	10.41	125,000	10.41

The aforesaid disclosure is based upon percentages computed separately for each class & series of shares outstanding, as at the balance sheet date. As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

- e) The Company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash nor has allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.
- f) The CDR package grants a right to the various banks and financial institutions to convert 20% of their debt outstanding beyond seven years from the date of CDR Letter i.e March 26, 2009 into equity shares, as per SEBI guidelines / loan covenants, whichever is applicable.



2.1.2 Reserves and Surplus

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Capital reserve		
Balance as per the last financial statements	123.47	123.47
Add: Additions during the year	-	-
Closing balance	123.47	123.47
Capital redemption reserve		
Balance as per the last financial statements	2,000.00	2,000.00
Add: Additions during the year	471.35	-
Closing balance	2,471.35	2,000.00
Securities premium account		
Balance as per the last financial statements	2,590.07	2,590.07
Add: Additions during the year	-	-
Closing balance	2,590.07	2,590.07
Hedging reserve		
Balance as per the last financial statements	24.94	229.96
Add: Additions during the year	132.88	24.94
Less: Reclassified to statement of profit and loss during the year	(24.94)	(229.96)
Closing balance	132.88	24.94
General reserve		
Balance as per the last financial statements	2,915.55	2,915.55
Add: Transfer from statement of profit and loss	-	-
Less: Transfer to capital redemption reserve	471.35	-
Closing balance	2,444.20	2,915.55
Surplus / (deficit) in the statement of profit and loss		
Balance as per the last financial statements	(4,975.04)	(6,410.62)
Add: Amount transferred from statement of profit and loss	1,020.64	1,669.87
	(3,954.40)	(4,740.75)
Appropriations:		
Contribution to CSR (refer note 2.7.7b)	-	10.10
Proposed dividend on preference shares	-	186.83
Tax on dividend	-	37.36
Closing balance	(3,954.40)	(4,975.04)
	3,807.57	2,678.99

a) Information with regards to dividend is as follows

	Year Ended 31.03.2016		Year Ended 31.03.2015	
	Total ₹ / Lakh	Per share ₹	Total ₹ / Lakh	Per share ₹
Dividends proposed to be distributed to preference shareholders				
8 per cent Cumulative Redeemable Preference Shares	-	-	150.83	8.00
3 per cent Cumulative Redeemable Preference Shares	-	-	36.00	3.00
Arrears of fixed cumulative dividends on preference shares				
8 per cent Cumulative Redeemable Preference Shares	150.83	8.00		
3 per cent Cumulative Redeemable Preference Shares	36.00	3.00		

2.2.1 Long Term Borrowings

₹ / Lakh

	Non-current portion		Current maturities	
	As at	As at	As at	As at
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Term loans				
From banks (secured)	7,236.00	8,909.78	2,753.66	3,141.70
From financial institutions (secured)	979.17	1,565.31	692.70	628.34
Others				
From bank - forex derivative loss loan (secured)		85.50	85.50	162.35
Loans from related parties (unsecured)	500.00	500.00		
	8,715.17	11,060.59	3,531.86	3,932.39
The above amount includes				
Secured borrowings	8,215.17	10,560.59	3,531.86	3,932.39
Unsecured borrowings	500.00	500.00		
Amount disclosed under the head "other current liabilities" (Refer note 2.3.3)			(3,531.86)	(3,932.39)
	8,715.17	11,060.59		

Notes:

- a. Term loans from both banks & financial institutions are secured by first mortgage and charge created / to be created on all the present and future immovable & movable properties (other than current assets) of the Company, ranking pari-passu, and second pari-passu charge on current assets of the company.

Forex derivative loss loan is secured by way of residual charge on the fixed assets and current assets of the company.

Term loans from both banks (except term loans from Central Bank of India ₹ 3688 lakh and Union Bank of India ₹ 3200 lakh) & financial institutions along with working capital facilities from banks, are secured by pledge of stipulated promoter's equity shareholding, constituting 36% of the present equity capital, in favour of the lenders on pari-passu basis.

- b. Maturity profiles of secured loans are as set out below:

₹ / lakh

Lending institution	Outstand- ing as at 31.3.2016	Maturity Profile					
		2016-17	2017-18	2018-19	2019-20	2020-21	2021-22
Term loans from banks							
Project term loans (1)	4,188.83	1,952.06	1,952.06	284.71			
Project term loans (2)	5,800.83	801.60	1,089.60	1,473.60	1,452.26	800.00	183.77
	9,989.66						
Term loans from financial institutions							
Project term loans (1)	1,671.86	692.70	734.65	244.51			
Forex derivative loss loan (3)	85.50	85.50					

- 1 Carry a fixed rate of interest of 11.75% to be reset on an annual basis
- 2 Carry floating interest rate of Base Rate + 1.25% to 1.50%
- 3 Carry a fixed rate of interest of 9.25%

All secured loans are repayable in quarterly installments.

- c. Unsecured loan from related party, carries a fixed rate of interest of 8% and is repayable on 31st March, 2019
- d. The Company's financial restructuring package was approved under the Corporate Debt Restructuring mechanism (CDR) by the CDR Empowered group vide their letter dated March 26, 2009 ('CDR letter') and subsequent approvals received from the various financial institutions and banks.



- e) Some of the lenders follow the practice to recover sue motto, payment of both principal as well as interest from the working capital facility advanced by them, where applicable, or from the current account under instructions from the Company. It is regarded as accepted practice that the due date for payment shall be the date next following the date when interest is charged. Any delay on part of the lender to recover payment, either in line with past practice or specific instructions given in this regard by the Company, is not attributable to default on part of the Company. Accordingly, there is no continuing default in repayment of the principal loan and interest amounts.

2.2.2 Deferred tax (net)

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Deferred tax liabilities		
Depreciation	849.21	1,007.09
Deferred tax assets		
Employee benefits	156.94	139.68
Unabsorbed depreciation	-	513.67
Others	122.80	98.17
Net deferred tax	569.47	255.57

Based on schedule of reversal of timing differences of Deferred Tax liabilities, historical pre-tax earnings and projections for future taxable income over the periods in which the Deferred Tax assets are deductible, management believes it is more likely than not that the Deferred Tax assets would be realized

2.2.3 Other long term liabilities

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Others		
Deposits under staff scheme for fixed assets	57.01	53.03
	57.01	53.03

2.2.4 Provisions

₹ / Lakh

	Long-term		Short-term	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Provision for employee benefits				
Gratuity (Refer note 2.8.7)			104.81	98.93
Superannuation			70.95	61.38
Compensated absences	216.38	215.87	61.34	27.41
Others				
Proposed dividend on preference shares			-	186.83
Provision				
For tax on proposed dividend			-	37.36
For current tax (net of advance tax)			86.11	
For wealth tax				1.95
	216.38	215.87	323.21	413.86

2.3.1 Short term borrowings

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Secured		
Loans repayable on demand		
Working capital facilities from banks	8,995.00	5,091.34
	8,995.00	5,091.34

Loans repayable on demand, comprise of working capital facilities from banks and are secured by way of hypothecation first charge, ranking pari-passu, on stocks of raw material, stock in process, finished goods, book debts / receivables and all current assets stored in the company's factory premises, at all plants and / or elsewhere including those in transit covered by documents of title thereto, local and export usance bills and second pari-passu charge on the entire movable and immovable assets of the Company (fixed assets), both present and future.

Loans repayable on demand from banks, along with term loans from both banks (except term loans from Central Bank of India ₹ 3688 lakh and Union Bank of India ₹ 3200 lakh) & financial institutions are secured by pledge of stipulated promoter's equity shareholding, constituting 36% of the present equity capital, in favour of the lenders on pari-passu basis.

2.3.2 Trade payables

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
(a) Total outstanding dues of micro and small enterprises	16.51	110.96
(b) Total outstanding dues of creditors other than micro and small enterprises.	1,598.43	2,070.48
	1,614.94	2,181.44

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available with them. This information has been relied upon by the auditors. Disclosure as required under section 22 of the Act, is as under. Disclosure in respect of interest due on delayed payment has been determined only in respect of payments made after the receipt of information, with regards to filing of memorandum, from the respective suppliers.

₹ / Lakh

S. No.	Particulars	As at 31.03.2016	As at 31.03.2015
(i)	Principal amount remaining unpaid as at end of the year	16.51	110.96
(ii)	Interest due on above	-	-
1	Total of (i) & (ii)	16.51	110.96
2	Interest paid on delayed payment of principal, paid along with such interest during the year	-	-
3	Interest due on delayed payment of principal, paid without such interest during the year	-	-
4	Interest accrued but not due, in respect of delayed payments of principal due as at end of the year	-	-
5	Total interest due and payable together with that from prior year(s)	-	-

2.3.3 Other current liabilities

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Current maturities of long-term borrowings (Refer note 2.2.1)	3,531.86	3,932.39
Interest accrued but not due on borrowings	94.88	146.46
Others		
Advance from customers	138.83	365.74
Creditors for capital goods	13.82	106.80
Employee related liabilities	634.42	475.60
Statutory dues payable	156.46	119.66
Contested demands (net of payments)	581.83	235.63
Others	918.66	1,316.45
	6,070.76	6,698.73



2.4.1 Tangible assets

₹ / Lakh

	Land		Buildings	Leasehold Improve- ments	Plant & Equipment	Office Equip- ment	Furniture & Fixtures	Vehicles	Live Stock	Total	Com- puter Software	Total
	Freehold	Lease- hold										
Gross Block												
At 1st April, 2014	42.43	36.60	6,531.34		33,908.71	86.27	153.94	341.86	5.63	41,106.78	652.65	41,759.43
Additions		367.91	180.69	5.76	3,756.43	81.33	67.86	69.54	2.45	4,531.97	11.77	4,543.74
Disposals					1,249.39	0.71	0.92	38.45	1.05	1,290.52		1,290.52
At 31st March, 2015	42.43	404.51	6,712.03	5.76	36,415.75	166.89	220.88	372.95	7.03	44,348.23	664.42	45,012.65
Additions			8.48		599.37	33.15	40.49	60.16	2.87	744.52	6.12	750.64
Disposals					389.74	6.16	1.33	45.32	0.61	443.16		443.16
At 31st March, 2016	42.43	404.51	6,720.51	5.76	36,625.38	193.88	260.04	387.79	9.29	44,649.59	670.54	45,320.13
Depreciation												
At 1st April, 2014		6.31	2,495.30		21,808.75	30.98	118.90	148.92		24,609.16	594.04	25,203.20
Charge for the year		3.10	278.59	0.12	3,090.66	34.46	14.92	82.05		3,503.90	35.77	3,539.67
Disposals					940.68	0.56	0.75	22.77		964.76		964.76
At 31st March, 2015		9.41	2,773.89	0.12	23,958.73	64.88	133.07	208.20		27,148.30	629.81	27,778.11
Charge for the year		4.46	178.25	1.09	2,234.79	29.32	13.97	45.16		2,507.04	19.43	2,526.47
Disposals					358.06	4.78	0.39	32.65		395.88		395.88
At 31st March, 2016		13.87	2,952.14	1.21	25,835.46	89.42	146.65	220.71		29,259.46	649.24	29,908.70
Impairment Loss												
At 1st April, 2014					88.84					88.84		88.84
Charge for the year												
Disposals					0.00					0.00		0.00
At 31st March, 2015					88.84					88.84		88.84
Charge for the year												
Disposals												
At 31st March, 2016					88.84					88.84		88.84
Net Block												
At 31st March, 2015	42.43	395.10	3,938.14	5.64	12,368.18	102.01	87.81	164.75	7.03	17,111.09	34.61	17,145.70
At 31st March, 2016	42.43	390.64	3,768.37	4.55	10,701.08	104.46	113.39	167.08	9.29	15,301.29	21.30	15,322.59

- Buildings include ₹ 0.02 lakh representing cost of unquoted fully paid shares held in co-operative housing society.
- Buildings include certain portion given on operating lease. It is not practicable to give separate disclosure of gross block, depreciation charge for the year, accumulated depreciation and net block in respect of the same.
- Opening balance of gross block, depreciation and net block are adjusted for reclassification of asset categories inter se. These do not have any impact on the aggregate depreciation charge / provision.

2.4.2 Loans & advances

₹ / Lakh

	Long-term		Short-term	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
<i>Unsecured, considered good unless stated otherwise</i>				
Capital advances	18.52	52.70		
Security deposits	206.57	189.75		
Other loans and advances				
Advances for goods / services				
Unsecured, considered good			248.45	144.45
Doubtful			17.31	3.44
Excise rebates / refunds receivable				
Unsecured, considered good			33.67	155.48
Doubtful			32.95	32.95
Balances with statutory authorities			109.28	237.27
Loans and advances to employees	16.30	21.15	58.99	64.05
Prepaid expenses			149.65	128.69
MAT Credit Entitlement	768.21	500.21		
Direct taxes refundable (net of provisions)	111.66	111.70		
	896.17	633.06	650.30	766.33
Provision for doubtful advances			(50.26)	(36.38)
	896.17	633.06	600.04	729.95
	1,121.26	875.51	600.04	729.95

- a) In respect of MAT credit entitlement, management, based on present profitability trend as well as future profit projections, is of the view that there is convincing evidence for utilization of MAT credit assets in future periods
- b) Direct taxes refundable represent amounts recoverable from the Income Tax Department for various assessment years. In respect of disputed demands, company has filed appeals which are pending at various levels and for assessment years where the issues have been decided in favour of the company, company is in the process of reconciling / adjusting the same with the department. Necessary value adjustments shall be made on final settlement by the department.

2.4.3 Other assets

₹ / Lakh

	Non-current		Current	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Others				
Export benefits receivable			610.82	1,149.71
Subsidies receivable			482.15	459.07
Fixed assets held for sale (at lower of cost and net realizable value)			28.38	177.02
Other receivables	1.51	9.01	191.77	18.63
Mark-to-market gain on forward contracts			195.63	112.30
Non-current bank balances (Refer note 2.5.4)	21.19	124.63		
	22.70	133.64	1,508.75	1,916.73



2.5.1 Current investments

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
<i>(valued at lower of cost and fair value, unless stated otherwise)</i>		
Investments in equity instruments		
Quoted		
BPL Engineering Limited		
7,700 (Previous year 7,700) equity shares of ₹ 10 each fully paid (#) (*)	0	0
State Bank of Bikaner & Jaipur		
8,100 (Previous year 8,100) equity shares of ₹ 10 each fully paid	12.77	12.77
	12.77	12.77
Aggregate amount of quoted investments	12.77	12.77
Market value of quoted investments	40.48	47.96
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution in value of investments (#)	5.78	5.78

* As per information available in public domain, shares of BPL Engineering Limited are suspended from trading on the National Stock Exchange of India Limited.

2.5.2 Inventories (valued at lower of cost and net realizable value)

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Raw materials (refer note 2.7.1)	8,996.07	6,065.86
Finished goods (refer note 2.7.3)	1,469.16	1,822.76
[Includes material in transit ₹ 26.69 lakh; 2015: ₹ 38.19 lakh]		
Work-in-progress (refer note 2.7.3)	1,124.64	1,256.08
Stores and spares	112.90	106.75
Others		
Packing materials	32.08	30.38
Fuels	559.94	420.63
[Includes material in transit ₹ 141.68 lakh; 2015: ₹ 77.28 lakh]		
Waste	21.81	35.87
	12,316.60	9,738.33

2.5.3 Trade Receivables

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
<i>Unsecured, considered good unless stated otherwise</i>		
Outstanding for a period exceeding six months from the date they are due for payment	13.62	2.53
Other receivables	4,757.48	4,344.04
Total (A + B)	4,771.10	4,346.57

2.5.4 Cash and bank balances

₹ / Lakh

	Non-current		Current	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Cash and cash equivalents				
Balances with banks				
In current and cash credit accounts			305.01	606.86
Cheques on hand			0.05	1.78
Cash on hand (including foreign currency notes)			22.03	34.39
Others				
Post Office Saving Account				0.01
			327.09	643.04
Other bank balances				
Held as margin money	20.58	124.04	30.83	54.87
Under lien with government departments	0.61	0.59		
Balances in savings account (employees' security)				0.01
Other deposits			0.50	0.50
	21.19	124.63	31.33	55.38
Amount disclosed under the head "other non current assets" (note 2.4.4)	(21.19)	(124.63)		
			358.42	698.42
Deposits with original maturity for 12 months and more	17.30	124.63	27.45	55.37

2.6.1 Revenue from operations

₹ / Lakh

	Year Ended 31.03.2016	Year Ended 31.03.2015
Sale of products		
Manufactured goods		
Yarn	29,623.19	30,328.71
Fabric	16,260.66	16,402.71
Garments / Made-ups	9,783.90	11,119.25
Cotton / other waste	3,333.07	3,768.83
Traded goods		
Yarn	745.59	821.32
	59,746.41	62,440.82
Sale of services		
Job charges	4.98	4.76
	4.98	4.76
Other operating revenues		
Sale of surplus captive power	1.08	3.47
Sale of scrap	259.42	195.92
Export incentives	1,896.77	2,217.77
	2,157.27	2,417.16
	61,908.66	64,862.74
Less: Excise duty	(25.61)	(19.79)
	61,883.05	64,842.95



2.6.2 Other income

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Interest income	78.68	77.18
Dividend on current investments	1.16	1.16
Other non-operating income		
Net gain or loss on foreign currency transaction and translation (other than considered as finance cost)	434.71	955.91
Profit on sale of fixed assets	39.82	30.82
Provision/Liability no longer required written back	640.88	357.09
Miscellaneous income	208.72	200.36
	1,403.97	1,622.52

2.7.1 Cost of material consumed

₹ / Lakh

	Year Ended 31.03.2016	Year Ended 31.03.2015
Raw material consumed		
Cotton	25,028.11	27,677.09
Other fibers	255.94	80.33
Dyes & Chemicals	2,469.09	2,103.18
Embellishments	942.20	1,049.12
	28,695.34	30,909.72
Purchases (for consumption)		
Yarn	4,142.76	5,584.20
Fabric	1,541.54	1,318.75
	5,684.30	6,902.95
Other materials consumed		
Packing materials	864.16	818.20
	864.16	818.20
	35,243.80	38,630.87

The above consumption figures are disclosed on the basis of derived figures and are after adjusting excesses and shortages ascertained on physical count, unserviceable items, etc.

Breakup of raw material inventory is as under

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Cotton	8,684.69	5,840.54
Other fibers	119.18	39.23
Dyes & Chemicals	122.72	107.31
Embellishments	69.48	78.78
	8,996.07	6,065.86

2.7.2 Purchases of stock-in-trade

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Purchases (for trading)		
Yarn	656.59	723.78
	656.59	723.78

2.7.3 Changes in inventories of finished goods, work-in-progress and stock-in-trade

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015	(Increase) / Decrease
Inventories (At close)			
Finished Goods	1,469.16	1,822.76	353.61
Work-in-progress	1,124.64	1,256.08	131.44
Waste	21.81	35.87	14.05
	2,615.61	3,114.71	499.10
Inventories (At opening)			
Finished Goods	1,822.76	2,212.55	389.79
Work-in-progress	1,256.08	1,198.23	(57.85)
Waste	35.87	42.78	6.91
	3,114.71	3,453.56	338.85
	499.10	338.85	

Breakup of finished goods is as under

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Finished goods		
Yarn	731.73	1,099.56
Fabric	651.69	679.84
Textile made-ups	85.74	43.36
	1,469.16	1,822.76

Breakup of work in progress is as under

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
Work-in-progress		
Spinning & yarn dyeing	489.98	447.35
Knitting & processing	427.27	448.89
Textile made-ups	207.39	359.84
	1,124.64	1,256.08

**2.7.4 Employee benefit expense**

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Salaries and wages	6,857.08	5,814.71
Contribution to provident and other funds	656.61	509.70
Staff welfare expenses	166.61	170.30
	7,680.30	6,494.71

2.7.5 Finance costs

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Interest expense (refer note below)	1,839.01	1,846.75
Interest expense on statutory payments	0.34	9.90
Other borrowing costs	40.45	68.20
Applicable net gain/loss on foreign currency transactions and translation	45.73	
	1,925.53	1,924.85

Note

- i) Finance costs capitalized during the year Nil (previous year ₹ 29.27 lakh)
- ii) Interest expenses are net of interest subsidy under the Technology Upgradation Fund Scheme (TUFS) ₹ 302.52 lakh (previous year ₹ 565.05 lakh) & Interest Equalization Scheme on rupee export credit ₹ 134.93 lakh (previous year ₹ Nil lakh)

2.7.6 Depreciation and amortization expense

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Depreciation of tangible assets	2,507.04	3,503.90
Amortization of intangible assets	19.43	35.77
	2,526.47	3,539.67

2.7.7 Other expenses

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Consumption of stores and spare parts	1,226.01	1,232.94
Job work costs	2,363.58	2,747.24
Power & fuel	5,187.97	4,524.45
Repairs and maintenance		
Plant & machinery	139.70	159.68
Buildings	20.39	64.33
Others	133.74	161.97
Insurance	97.07	96.17
Rent	267.05	259.52
Rates and taxes, excluding taxes on income	118.97	110.80
Prior period adjustments	17.09	7.33
Freight & forwarding	1,164.16	1,285.88
Commission to selling agents	534.02	429.61

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Other selling expenses	436.43	408.70
Provision for doubtful advances	13.88	
Excise duty (Including adjustment on stocks)	1.14	(0.37)
Loss on sale / discard of fixed assets	21.25	257.15
CSR expenditure (Refer note (b) below)	48.31	
Other expenses	1,372.28	1,310.45
	13,163.04	13,055.85

Note

- a. Other expenses include following payments to the statutory auditors (excluding service tax)

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
As auditor		
Statutory audit	21.00	18.00
Limited review	1.50	1.50
Tax audit	1.00	1.00
Certification etc	1.29	0.84
Reimbursement of expenses	1.30	1.60

- b) Corporate Social Responsibility (CSR)

₹ / Lakh

	Year Ended 31.03.2016	Year Ended 31.03.2015
2% of average net profits over the last three years	57.32	39.50
Amount expended on CSR activities during the year (*)	48.31	10.10
Pending obligations towards expenditure on CSR	9.01	29.40

- (*) For FY 2014-15, expenditure on CSR of ₹ 10.10 lakh was shown as an appropriation, pursuant to the FAQ on provisions of CSR issued by the Institute of Chartered Accountants of India (the "ICAI")

For FY 2015-16, expenditure on CSR of ₹ 48.31 lakh, has been charged to the Statement of profit and loss, pursuant to the Guidance Note on Accounting for Expenditure on Corporate Social Responsibility Activities issued by the ICAI.

2.7.8 Exceptional items

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Excise duty demand	88.69	
Interest on above	143.96	
	232.65	

Company's appeal relating to duty on stocks upon debonding during 2005 was dismissed by the Custom Excise & Service Tax Appellate Tribunal. Accordingly, provision has been made for the differential duty demand and interest



2.8.1 Earnings per share

	2015-2016		2014-2015	
	Basic	Diluted	Basic	Diluted
Numerator	₹ in Lakh			
Net income / (loss) for the year	1,020.64	1,020.64	1,669.86	1,669.86
Less: Dividend on cumulative preference shares & tax thereon	224.87	224.87	224.19	224.19
Add: Interest (Net of Tax)		362.03		676.50
Net Earnings / (Loss) for Per Share Calculation	795.77	1,157.80	1,445.67	2,122.17
Denominator				
Weighted Average Number of Equity Shares	41,508,000	41,508,000	41,508,000	41,508,000
Dilutive Potential Equity Shares		24,876,018		139,401,728
Total Average Equivalent Shares		66,384,018		180,909,728
Net Earnings / (Loss) Per Share	₹ 1.92	₹ 1.74	₹ 3.48	₹ 1.17
Nominal Value Per Share	₹ 10	₹ 10	₹ 10	₹ 10

Potential equity options may arise in the event of default in payment due on loan funds. Potential options also exist in the form of right of CDR lenders to convert 20% of their debt outstanding beyond seven years from the date of CDR Letter into equity capital, more fully explained in Note 2.1.1.

2.8.2 Contingent liabilities not provided for in respect of :

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
a) Claims against the Company not acknowledged as debts	13.23	14.04
b) Income tax matters in dispute	392.64	392.64
c) Excise / customs / service tax matters in dispute	306.04	400.21
d) Sales tax matters in dispute	11.22	11.22
e) Recall of certain DEPB benefits, in dispute	34.45	-
f) Other pending litigations		
Labour cases involving claims for reinstatement, back wages etc	76.40	71.51
Civil cases for recoveries, counter claims etc	3.59	3.59
g) Arrears of dividends on cumulative redeemable preference share, excluding text thereon (Refer note 2.1.2)	186.83	-
h) Premium of 5% on redeemed CRPS, in terms of the Master Restructuring Agreement executed with the Company bankers, is payable in case company's cash flows permit. Same has not been provided pending final determination by Company bankers.	23.57	-

Based on legal advice, discussions with the solicitors, etc., the management believes that there is fair chance of decisions in the company's favour in respect of all the items listed at (a) to (f) above and hence no provision is considered necessary against the same. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the company's financial position and results of operations.

2.8.3 Obligations and commitments outstanding:

₹ / Lakh

	As at 31.03.2016	As at 31.03.2015
a) Estimated value of contracts remaining to be executed on capital account and not provided for (net of advances)	61.27	49.36
b) Bills discounted with banks	2,372.93	3,431.16
c) Export obligations under the Export Promotion Capital Goods Scheme, remaining to be fulfilled within the specified period	790.65	64.17

2.8.4 Derivative instruments and unhedged foreign currency exposure**a) Foreign currency forward contracts outstanding as at the balance sheet date** Amount in lakh

Category	Purpose	Currency	As at 31.03.2016	As at 31.03.2015
Sell	Hedging	USD	105.68	117.54
	Hedging	Euro	4.57	9.00

b) Particulars of unhedged foreign currency exposure as at the balance sheet date Amount in lakh

Particulars	Currency	Amount in foreign currency	As at 31.03.2016 Amount in INR	Amount in foreign currency	As at 31.03.2015 Amount in INR
Commission payable	USD	3.88	257.36	2.73	170.66
	Euro	0.06	4.24	0.03	2.20
Advance from customer	USD	1.14	75.49	0.99	61.74
Import creditors	USD	1.55	102.75	1.77	110.41
	Euro			0.75	50.21
	GBP			0.04	4.11
	JPY			2.42	1.26
	CHF			0.02	1.00

- 2.8.5 a)** Response to letters sent by the Company requesting confirmation of balances has been insignificant. In the management's opinion, adjustments on reconciliation of the balances, if any required, will not be material in relation to the financial statements of the Company and the same will be adjusted in the financial statements as and when the confirmations are received and reconciliations completed.
- b)** Inventories, loans & advances, trade receivables and other current / non-current assets are reviewed annually and in the opinion of the management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the Balance Sheet.

2.8.6 Lease Commitments

The company leases space for office and other facilities under various operating leases along with options that permit renewals for additional periods. Future minimum commitments in respect of the operating leases that have remaining non-cancelable terms are set out below.

	Year Ended 31.3.2016	Year Ended 31.3.2015
Within one year	65.00	78.00
One year to five years	—	65.00

2.8.7 Employee benefit obligations**Defined contribution plans**

The Company makes contributions towards provident fund and superannuation fund, to defined contribution retirement benefit plans for qualifying employees. The provident fund plan is operated by the Regional Provident Fund Commissioner and the superannuation fund is administered by the Trustees of the 'Maral Overseas Limited Senior Executive Superannuation Fund'. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.



The contributions payable to these plans by the Company are at rates specified in the rules of the schemes. The amounts recognized as expense for defined contribution plans are as follows:

₹ /Lakh

	As at 31.03.2016	As at 31.03.2015
Provident fund	383.28	315.47
Superannuation fund	68.88	59.10

Defined benefit plan

The Company makes annual contributions to the Employees' Group Gratuity-cum-Life Insurance Scheme of ICICI Prudential Life Insurance Company Limited, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary (last drawn salary) payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method with actuarial valuations being carried out at each balance sheet date.

The amounts recognized in the statement of profit and loss are as follows:

₹ /Lakh

	Year Ended 31.03.2016	Year Ended 31.03.2015
Current service cost	86.07	73.92
Interest cost	64.68	52.08
Expected return on plan assets	(70.95)	(52.00)
Recognized net actuarial (gain) / loss	64.77	51.90
Total included in 'employee benefit expense'	144.57	125.91
Actual Return on Plan Assets	33.72	99.98

The amounts recognized in the balance sheet are as follows:

₹ /Lakh

	As at 31.03.2016	As at 31.03.2015
Present value of obligation	947.01	808.47
Fair value of plan assets	842.20	709.54
Net liability	104.81	98.93
Amounts in balance sheet		
Liability	104.81	98.93
Asset		
Net liability	104.81	98.93

Reconciliation of benefit obligations & plan assets for the period

Changes in present value of defined benefit obligation

₹ /Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Obligations at period beginning	808.47	612.72
Current service cost	86.07	73.92
Interest cost	64.68	52.08
Benefits paid from plan assets		(3.16)
Benefits paid directly	(39.75)	(26.98)
Actuarial (gain) / loss	27.54	99.89
Obligations at period end	947.01	808.47

Changes in the fair value of plan assets

₹ /Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Plan assets at period beginning, at fair value	709.54	519.99
Expected return on plan assets	70.95	52.00
Actuarial (gain) / loss	(37.23)	47.98
Contributions by employer	98.94	92.73
Benefits paid / payable		(3.16)
Plan assets at period end, at fair value	842.20	709.54

The major categories of plan assets as a percentage of total plan assets are as follows:

	As at 31.03.2016	As at 31.03.2015
Insurer managed funds	100%	100%
Others	-	-

The assumptions used in accounting for the gratuity plan are set out as below:

	Year ended 31.03.2016	Year ended 31.03.2015
Discount rate	8.00%	8.00%
Expected rate of return on plan assets	10.00%	10.00%
Future salary increase rate	5.50%	5.50%
Employee turnover		
Up to 30 Years	3.00%	3.00%
From 31 to 44 years	2.00%	2.00%
Above 44 years	1.00%	1.00%

₹ /Lakh

	As at 31.03.2016	As at 31.03.2015
Expected contribution to the fund over next one year	104.81	98.93

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

The Company evaluates these assumptions annually based on its long-term plans of growth and industry standards.

The discount rate is based on prevailing market yields of Indian government bonds, as at the balance sheet date, consistent with the currency and estimated term of the post employment benefit obligations.

The expected rate of return on plan assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

**Amounts for the current and previous four periods are as follows:**

Defined benefit gratuity plans

₹ /Lakh

	Year ended 31.03.2016	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2013	Period ended 31.03.2012
Defined benefit obligation	947.01	808.47	612.72	504.43	420.08
Plan assets	842.20	709.54	519.99	438.11	350.09
Surplus / (deficit)	(104.81)	(98.93)	(92.73)	(66.32)	(69.99)
Experience adjustments on plan liabilities	27.54	(74.06)	(41.19)	(22.58)	(21.13)
Experience adjustments on plan assets	(37.23)	47.98	2.23	6.04	(8.19)

2.8.8 Related party disclosures

Following information regarding related parties has been determined on the basis of criteria specified in AS-18 "Related Party Disclosures".

a) Related parties with whom transactions have taken place

i) Key management personnel

- Mr. Ravi Jhunjhunwala, Chairman
- Mr. Shekhar Agarwal, Managing Director
- Mr. P S Puri, Chief Financial Officer
- Miss. Sweta Garg, Company Secretary

ii) Relatives of key management personnel

- Mrs. Shashi Agarwal
- Mr. Shantanu Agarwal
- Shekhar Agarwal (HUF)

iii) Enterprises in respect of which the reporting enterprise is an associate

- Agarwal Trademart Private Limited
- BMD Private Limited

iv) Enterprises significantly influenced by key management personnel or their relatives

- RSWM Limited
- HEG Limited
- BSL Limited
- Swami Vivekanand Educational Sports Cultural and Welfare Society

b) Transactions with related parties:

₹ /Lakh

	2015-16	2014-15
i) For the parties referred to in item (i) above		
Sitting fees paid to		
- Mr. Ravi Jhunjhunwala, Chairman	2.00	1.20
Remuneration paid to		
- Mr. Shekhar Agarwal, Managing Director		
Salary, allowances and perquisites	110.37	99.90
Contribution to PF and superannuation	16.20	14.59
Commission	20.50	42.00

₹ /Lakh

	2015-16	2014-15
- Mr. P S Puri, Chief Financial Officer	76.92	76.34
- Miss. Sweta Garg, Company Secretary	5.83	4.94
Remuneration does not include provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole		
ii) For the parties referred to in item (ii) above		
Rent paid to		
- Mrs. Shashi Agarwal	2.25	2.25
- Mr. Shantanu Agarwal	2.25	2.25
- Shekhar Agarwal (HUF)	1.50	1.50
Sitting fees paid to		
- Mr. Shantanu Agarwal	2.00	1.70
iii) For the parties referred to in item (iii) above		
Unsecured loan 'Due to'		
- Agarwal Trademart Private Limited	500.00	500.00
Outstanding 'Due to'		
- Agarwal Trademart Private Limited	-	27.02
Interest paid		
- Agarwal Trademart Private Limited	40.00	40.00
Job charges received		
- BMD Private Limited	1.99	0.58
Reimbursement of expenses recovered		
- BMD Private Limited	3.16	0.22
Reimbursement of expenses paid		
- BMD Private Limited	-	0.98
iv) For the parties referred to in item (iv) above		
Sale of materials		
- RSWM Limited	990.84	1,061.64
- BSL Limited	-	2.19
Purchase of materials		
- RSWM Limited	102.73	311.20
- BSL Limited	6.28	7.49
Outstanding 'Due to'		
- RSWM Limited	137.55	87.82
Rent paid		
- RSWM Limited	60.83	60.02
Job charges received		
- RSWM Limited	0.07	0.22
Reimbursement of expenses paid		
- RSWM Limited	50.74	55.13



₹ /Lakh

	2015-16	2014-15
- HEG Limited	27.03	2.64
- BSL Limited	2.04	1.56
Reimbursement of expenses recovered		
- RSWM Limited	2.27	5.66
- Swami Vivekanand Educational Sports Cultural and Welfare Society	5.42	7.05
Sale of fuel & scrap		
- HEG Limited	24.38	-
- Swami Vivekanand Educational Sports Cultural and Welfare Society	0.15	-
CSR Expenditure		
- Swami Vivekanand Educational Sports Cultural and Welfare Society	24.56	-

2.8.9 Segment information

The Company is currently organized into three business operating segments: Yarn, Fabric and Textile Made-ups. The Company's business segments offer different products and require different technology and marketing strategies.

Yarn includes bought out yarn as well as production of yarn over a wide range of counts, which besides being sold, is also used for further value addition in fabric. It also includes surplus captive & standby power. Fabric includes both bought out fabric as well as the value added activities relating to knitting, dyeing and processing. Textile Made-ups, comprise of made-ups made for renowned international brands.

The accounting principles used in preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments and are as set out in the note on significant accounting policies.

Transfer prices for inter segment revenues are generally set on an arm's length basis and are eliminated in consolidation.

Revenue and direct expenses in relation to segments are categorized based on items that are individually identifiable or allocable on a reasonable basis to that segment. Revenue and expenses, besides financial costs and taxes that are not allocated to operating segments, are included under "inter segment & unallocated items".

Assets and liabilities represent assets (both tangible and intangible) employed in operations and liabilities owed to third parties that are individually identifiable or allocable on a reasonable basis to that segment. Assets and liabilities excluded from allocation to operating segments, are included under "inter segment & unallocated items". Capital expenditure includes expenditure incurred during the period on acquisition of segment fixed assets.

The company's secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of customers while the other geographic information is specified by location of the assets. North America comprises the United States of America, Canada and Mexico; Europe includes continental Europe (both the east and west), Ireland and the United Kingdom; Africa includes Mauritius; Asian continent has been segregated into the Middle East & Gulf countries while the rest of Asia, other than India has been covered under Far East & South East Asia; Rest of the World comprises all other places except those mentioned above and India.

a) Business segments

₹ / Lakh

Year ended 31.03.2016	Yarn*	Fabric	Textile Made-ups	Inter Segment & Unallocated Items	Consolidated Total
Sales					
External	34,525.74	16,677.14	10,680.17		61,883.05
Inter segment	11,875.48	4,231.20		(16,106.68)	
Total revenue	46,401.22	20,908.34	10,680.17	(16,106.68)	61,883.05
Segment result	2,519.25	1,225.72	35.65		3,780.62
Other income				1.16	1.16
Unallocated expense				(496.71)	(496.71)
Financial costs				(1,925.53)	(1,925.53)
Taxes				(338.90)	(338.90)
Net profit					1,020.64
Assets	28,301.52	4,716.99	2,357.67	1,758.18	37,134.36
Liabilities	2,594.28	1,201.55	756.69	767.40	5,319.91
Capital employed	25,707.24	3,515.44	1,600.98	990.78	31,814.44
Capital expenditure					
Tangible assets	605.07	52.31	87.14		744.52
Intangible assets			6.12		6.12
Non cash expense					
Depreciation & amortisation	2,028.07	317.68	180.72		2,526.47
Impairment losses					
Other non cash expense					

* Includes captive & standby power

₹ / Lakh

Year ended 31.03.2015	Yarn*	Fabric	Textile Made-ups	Inter Segment & Unallocated Items	Consolidated Total
Sales					
External	35,815.61	16,871.49	12,155.85		64,842.95
Inter segment	11,387.98	4,913.89		(16,301.87)	
Total revenue	47,203.59	21,785.38	12,155.85	(16,301.87)	64,842.95
Segment result	2,008.87	1,593.44	439.19		4,041.50
Other income				1.16	1.16
Unallocated expense				(419.17)	(419.17)
Financial costs				(1,866.60)	(1,866.60)
Taxes				(87.03)	(87.03)
Net profit					1,669.86
Assets	26,439.64	4,385.59	3,147.04	1,913.35	35,885.62
Liabilities	2,686.34	1,514.07	1,051.13	634.57	5,886.11
Capital employed	23,753.30	2,871.52	2,095.91	1,278.78	29,999.51
Capital expenditure					
Tangible assets	2,820.08	983.90	727.99		4,531.97
Intangible assets	0.23		11.54		11.77
Non cash expense					
Depreciation & amortisation	2,585.86	756.58	197.23		3,539.67
Impairment losses					
Other non cash expense					

* Includes captive & standby power



a) Geographical segments

₹ / Lakh

Year ended 31.03.2016	North America	Europe	Gulf & Middle East	Far East & South East Asia	Africa	Rest of the World	India*	Total
Revenue								
Sales to external customers	1,853.15	10,945.08	1,942.00	19,974.20	1,887.43	64.26	25,216.93	61,883.05
Other segment information								
Segment assets	391.24	270.55	2,007.94	232.94		2.03	32,471.47	35,376.17
Unallocated assets							1,758.18	1,758.18
Total assets:								
Capital expenditure								
Tangible fixed assets							744.52	744.52
Intangible assets							6.12	6.12

* Includes surplus captive & standby power

₹ / Lakh

Year ended 31.03.2015	North America	Europe	Gulf & Middle East	Far East & South East Asia	Africa	Rest of the World	India*	Total
Revenue								
Sales to external customers	1,028.49	10,381.73	4,323.41	18,504.59	1,986.19	145.23	28,473.31	64,842.95
Other segment information								
Segment assets	139.62	741.10	266.87	2,002.56	51.83	35.79	30,734.50	33,972.27
Unallocated assets							1,913.35	1,913.35
Total assets:								
Capital expenditure								
Tangible fixed assets							4,531.97	4,531.97
Intangible assets							11.77	11.77

* Includes surplus captive & standby power

2.8.10 Value of imports calculated on CIF basis in respect of :

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Raw materials (including purchases for consumption)	1,151.49	2,537.09
Stores & spare parts	275.89	321.86
Capital goods	680.51	2,082.79

2.8.11 Expenditure in foreign currency

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
Travelling	71.94	45.69
Commission & Claims	336.66	217.48
Professional & Consultation	23.01	28.68
Interest on working capital	14.02	
Other matters	5.34	5.49

2.8.12 Details of imported and indigenous raw material, stores & spare parts consumed

	Year ended 31.03.2016		Year ended 31.03.2015	
	₹ / Lakh	%	₹ / Lakh	%
Raw materials (including purchases for consumption)				
Imported	1,949.50	5.67%	2,265.50	5.99%
Indigenous	32,430.15	94.33%	35,547.17	94.01%
Stores & spare parts				
Imported	275.89	22.50%	321.86	26.11%
Indigenous	950.13	77.50%	911.07	73.89%

2.8.13 Earnings in foreign currency

₹ / Lakh

	Year ended 31.03.2016	Year ended 31.03.2015
FOB value of Exports	36,352.46	36,019.92
Others (Freight, Insurance, Claims etc.)	478.62	365.06

2.8.14 Previous period's figures have been regrouped and recast wherever considered necessary.

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal
Partner
Membership No. 081810

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

For Ashim & Associates
Chartered Accountants
Firm Registration No. 006064N

Ashim Agarwal
Partner
Membership No. 084968

For and on behalf of the Board of Directors of
Maral Overseas Limited

Ravi Jhunjhunwala
Chairman
DIN : 00060972

P. S. Puri
Chief Financial Officer
FCA - 013563

Shekhar Agarwal
Managing Director
DIN : 00066113

Sweta Garg
Company Secretary
ACS - 27175



FINANCIAL INDICATORS

₹ / Lakh

S. No.	Description	2010-11	2011-12	2012-2013	2013-2014	2014-15	2015-16
1	Net Turnover	51,039.01	53,591.27	55,889.23	65,335.01	64,842.95	61,883.05
2	PBIDT	5,948.98	4,399.68	6,573.81	8,790.09	7,221.41	5,811.54
3	Interest						
	– Long Term	1,503.39	1,448.23	1,267.14	1,129.14	998.04	1,224.37
	– Short Term	825.45	1,239.81	999.78	734.48	926.81	701.17
	– Total	2,328.84	2,688.04	2,266.92	1,863.62	1,924.85	1,925.53
4	Depreciation	2,333.47	1,906.95	1,889.36	3,810.85	3,539.67	2,526.47
5	PBT	1,286.67	(195.31)	2,417.53	3,115.62	1,756.89	1,359.54
6	Provision for Income Tax	–	–	–	168.54	87.03	338.90
7	PAT	1,286.67	(195.31)	2,417.53	2,947.08	1,669.86	1,020.64
8	EPS (Weighted Avg.)	2.60	(0.99)	5.30	6.57	3.48	1.92
9	Equity Capital	4,150.80	4,150.80	4,150.80	4,150.80	4,150.80	4,150.80
10	Preference Capital	3,085.40	3,085.40	3,085.40	3,085.40	3,085.40	2,614.05
11	Return on Net Worth (%) (PAT/Net Worth)	32.74	(5.48)	42.20	33.93	16.84	9.65
12	Interest Cover (PBIDT - Tax)/ Interest	2.55	1.64	2.90	4.63	3.71	2.84
13	Debt - Equity	5.25	4.95	2.72	1.66	1.51	1.16
14	Return on Sales	2.52	(0.36)	4.33	4.51	2.58	1.65
1	Total Capital Employed	32,862.18	24,753.88	27,348.68	32,548.30	33,412.27	35,300.96
2	Net Worth	3,929.73	3,562.53	5,729.36	8,684.63	9,915.19	10,572.42
3	Total Debt	28,932.45	24,302.86	23,340.74	21,621.73	20,084.32	21,242.03
4	Term Debt	20,650.16	17,636.33	15,592.46	14,423.83	14,992.98	12,247.03
5	Gross Fixed Assets	45,175.42	43,606.08	43,961.07	41,759.44	45,012.65	45,320.13

QUANTITATIVE DATA

YEAR	Grey YARN MT	Dyed YARN MT	FABRIC MT	PROCESSED FABRIC MT	GARMENT LAC PCS
PRODUCTION					
2010-2011	16561.793	1116.575	3049.562	3991.994	36.629
2011-2012	16003.764	1107.807	3457.123	4084.656	45.443
2012-2013	16851.558	1299.676	3591.888	4103.126	43.647
2013-2014	17331.721	1406.668	3692.210	4737.416	53.350
2014-2015	17877.176	1525.998	3625.315	4804.931	49.427
2015-2016	18595.662	2401.506	3726.138	4806.993	31.214
SALES					
2010-2011	13070.943	800.244	79.705	3295.974	39.358
2011-2012	11909.532	835.711	84.789	3121.885	45.870
2012-2013	12615.569	975.669	64.087	3132.320	43.338
2013-2014	12601.935	941.737	57.616	3721.069	53.521
2014-2015	13560.337	1054.956	49.733	3991.634	49.905
2015-2016	13292.739	1867.547	47.408	4149.912	31.570

FINANCIAL STATISTICS

CAPITAL ACCOUNT

(₹ / Lakh)

YEAR	CAPITAL	RESERVES	NET WORTH
2010-2011	7,236.20	(3,296.25)	3,929.73
2011-2012	7,236.20	(3,666.86)	3,562.53
2012-2013	7,236.20	(1,503.43)	5,729.36
2013-2014	7,236.20	1,448.43	8,684.63
2014-2015	7,236.20	2,678.99	9,915.19
2015-2016	6,764.85	3,807.57	10,572.42

REVENUE ACCOUNT

(₹ / Lakh)

YEAR	NET SALES	OPERATING COST			PBDIT	INTEREST	DEPRECIATION	PBT	TAX	PAT
		RAW MATERIAL	PACKING COST	VALUE ADDED						
2010-2011	51,039.01	32,415.73	593.09	18030.19	5,948.98	2,328.84	2,333.47	1,286.67	–	1,286.67
2011-2012	53,591.27	34,428.97	646.83	18,515.47	4,399.68	2,688.04	1,906.95	(195.31)	–	(195.31)
2012-2013	55889.23	32480.13	718.61	22690.49	6573.81	2266.92	1889.36	2417.53	–	2417.53
2013-2014	65335.01	39112.15	767.07	25455.79	8790.09	1863.62	3810.85	3115.62	168.54	2947.08
2014-2015	64842.95	38536.45	818.20	25488.30	7221.41	1924.85	3539.67	1756.89	87.03	1669.86
2015-2016	61883.05	35036.23	864.16	25982.66	5811.54	1925.53	2526.47	1359.54	338.90	1020.64



AUDITORS' CERTIFICATE

**To the Members of
Maral Overseas Limited**

We have examined the compliance of conditions of Corporate Governance by Maral Overseas Limited, for the year ended on March 31, 2016 as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Doogar & Associates
Chartered Accountants
Firm Registration No.000561N

For Ashim & Associates
Chartered Accountants
Firm Registration No.006064N

Mukesh Goyal
Partner
Membership No. 081810

Ashim Agarwal
Partner
Membership No.084968

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

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY.

We, Shekhar Agarwal, Managing Director & Chief Executive Officer and P.S. Puri, Chief Financial Officer, of Maral Overseas Limited, hereby certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by Maral Overseas Limited during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting in Maral Overseas Limited and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
- (e) We affirm that we have not denied any personnel access to the Audit Committee of the company (in respect of matters involving alleged misconduct).
- (f) We further declare that all Board members and designated senior management have affirmed compliance with the Code of Conduct for the current year.

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

Shekhar Agarwal
Managing Director &
Chief Executive Officer
DIN : 00066113

P. S. Puri
Chief Financial Officer
FCA-013563

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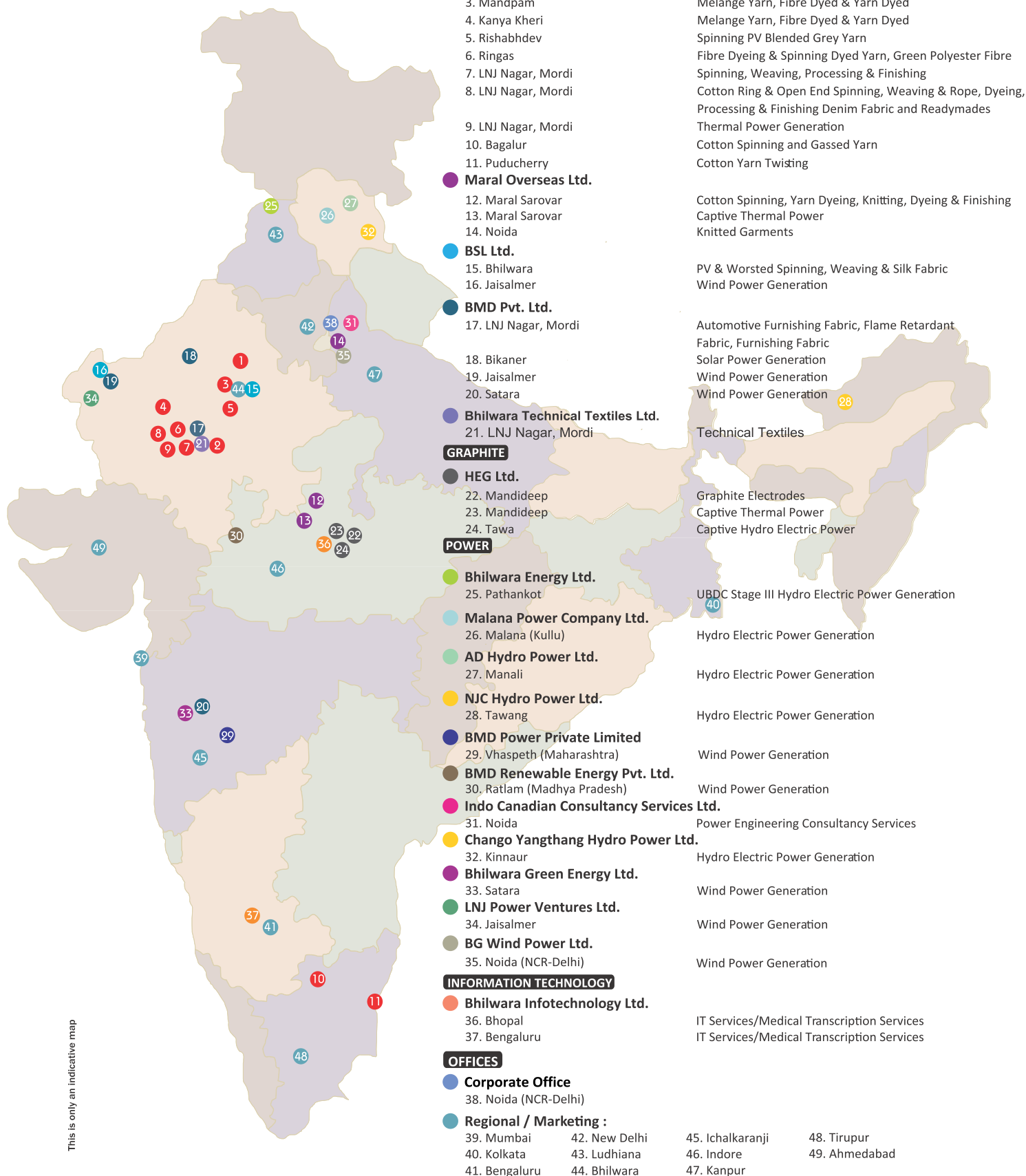
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NATIONWIDE NETWORK





PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL



Maral Overseas Limited

Registered Office:

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

Website: www.maraloverseas.com/www.Injbhilwara.com



MARAL OVERSEAS LIMITED

CIN: L17124MP1989PLC008255

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

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

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P)

Phone:+91-120-4390300 (EPABX), Fax:+91-120-4277841

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

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of the Company will be held on Thursday, the 29th day of September, 2016 at 11.00 A.M. at the Registered Office of the Company at Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone, Madhya Pradesh – 451 660 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN : 00060972) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Joint Auditors from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

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

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

“RESOLVED THAT

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

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

- b) The Board of Directors of the Company be and is hereby also authorised to :
 - i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Shri Shekhar Agarwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
 - ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company for creation of such mortgage(s) and charge(s) in addition to the existing mortgage(s) and charge(s) and hypothecation(s) created by the Company as the Board may direct on the assets of the Company, both present and future and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of :

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

together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and other monies payable by the Company to Central Bank of India under the Loan Agreements entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with Central Bank of India the documents for creating the aforesaid mortgage(s) and/or charge(s) and to do all such acts and things as may be necessary for giving effect to the above resolution.”
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s K. G. Goyal & Co., Cost Accountants, (Firm Reg No. 000017) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid the remuneration of ₹ 90,000/- (Rupees Ninety Thousand only) plus service tax and out of pocket expenses that may be incurred by them during the course of audit.

By order of the Board
For Maral Overseas Limited

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

Sweta Garg
Company Secretary
ACS - 27175

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company, a duly certified Board Resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 23rd September, 2016 to Thursday, the 29th September, 2016 (both days inclusive).
5. The relevant documents accompanying the Notice are open for inspection to the members at the Registered Office of the Company during the normal business hours of the Company up to the date of the Meeting.
6. Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.
7. In case of Joint holders attending the meeting, only such joint holder whose name appears earlier in the order of names will be entitled to vote.
8. Members are requested to:
 - (i) Quote their folio number/client ID in all correspondence with the Company.
 - (ii) Notify immediately to the Company all changes with respect to their bank details, mandate, nomination, Power of Attorney and Change of Address. Members holding shares in electronic form should send their requests regarding the same to their respective Depository Participants.
9. Members who are holding Company's shares in electronic form are required to bring details of their Depository Account such as Client ID and DP ID Numbers for identification.

10. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
11. Members holding shares in physical form are requested to furnish their email ID through e-mail at maral.investor@lnjbhilwara.com and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, annual reports etc. through e-mail. For members who have not registered their email addresses, physical copies of the Annual Report 2016 are being sent by the permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduced by MCA and make it a success.
12. The Annual Report of the Company will also be available on the website of the Company, www.maraloverseas.com.
13. Members holding shares in physical form are requested to dematerialize their holdings in their own interest.
14. In case of transfer of Shares, transferee is requested to furnish a copy of the PAN card to the RTA for registration of transfer of shares in physical form.
15. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in respect of the Directors seeking appointments / re-appointment at the Annual General Meeting, forms integral part of the notice.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The member may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).

The instructions for remote e-voting are as under :

- (a) In case the Member receives an email from NSDL (for members whose email IDs are registered with the Company/DP):
 - (i) Open the e-mail and then open the PDF file namely "MOL remote e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for remote e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on **Shareholder-Login**.
 - (iv) Put user ID and password as initial password/PIN provided in the PDF file.
 - (v) The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, * etc). Please take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting appears. Clicks on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E-Voting Event Number) of Maral Overseas Limited.

- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (ix) Members holding shares under multiple folios/demat account shall choose the voting process separately for each folio/demat account.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at sgsdel@gmail.com with a copy marked to evoting.nsdl.co.in
- (b) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants):
 - (i) Initial password is provided in the attached sheet on the 'Process and manner for remote e-voting'.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN
–	–	–

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (d) The remote e-voting period commences at 9.00 a.m. on Monday, the 26th September, 2016 and will end at 5.00 p.m. on Wednesday, the 28th September, 2016. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (e) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. 22nd September, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2016.
- (f) In case a person has become the Member of the Company after the dispatch of Notice but on or before the cut-off date i.e. 22nd September, 2016, he/she may write to M/s MCS Share Transfer Agent Ltd. on the e-mail ID: admin@mcsregistrars.com or evoting@nsdl.co.in. After receipt of the above credentials, please follow the instructions for e-voting to cast the vote. If the member is already registered with NSDL remote e-voting platform then he can use his/her existing User ID and Password for casting the vote through remote e-voting.

- (g) Shri D.P. Gupta, Practicing Company Secretary (Membership No. FCS 2411), of M/s SGS Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (h) The Scrutinizer, after scrutinizing the votes cast at the meeting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the results of the voting forthwith. The scrutinizer shall unblock the votes in the presence of atleast two witnesses not in the employment of the Company.
- (i) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 29th September, 2016.
- (j) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.maraloverseas.com and on the website of NSDL and communicated to the BSE Limited and National Stock Exchange of India Limited for placing the same on their respective website.
- (k) Members who are not casting their vote electronically, may cast their vote at the Annual General meeting by means of ballot.
- (l) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

By order of the Board
For Maral Overseas Limited

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

Sweta Garg
Company Secretary
ACS - 27175

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

ITEM NO. 4

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

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

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

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

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

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

ITEM NO. 5

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

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

Category 'A'

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

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

ii) Medical Reimbursement:

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

iii) Leave Travel Concession:

For self and family once in a year incurred in accordance with the rules of the Company.

iv) Club fees:

Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.

v) Personal Accident Insurance :

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

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

Category 'B'

i) Provident Fund :

Company's contribution to Provident Fund shall be as per the scheme of the Company

ii) Superannuation/Annuity Funds :

Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.

iii) Gratuity:

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

Category 'C'

i) Car :

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.

ii) Telephone :

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

MINIMUM REMUNERATION

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

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

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

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

ITEM No. 6

The Company had approached Central Bank of India (Central Bank) for financial assistance in the form of Term Loan of ₹ 12.80 crore to part finance essential capital expenditure (capex) for replacement / balancing / modernization of old machinery at Sarovar unit and Garment unit at Noida as approved by CDR Cell. The referred financial assistance(s) from the lenders are to be secured by mortgage/charge of the assets of the Company, both present and future.

Section 180(1)(a) of the Companies Act, 2013, provides inter-alia that the Board of Directors of the Company shall not, without the consent of members of the Company in general meeting by a Special Resolution sell, lease or otherwise dispose off the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking. Since the mortgaging by the Company of its immovable and moveable properties as aforesaid

in favour of Central Bank may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013.

Copies of sanction letter received from the lenders and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during normal business hours upto the date of meeting.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution. The Board commends the Special Resolution as set out in item No. 6 for approval of members.

ITEM No. 7

The Board of Directors of the Company had approved the appointment and remuneration of M/s K. G. Goyal & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the Cost Audit of the Cost records of the Company for the financial year ending 31st March, 2017, in

terms of rules framed in this regard by the Ministry of Corporate Affairs.

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

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said resolution. The Board commends the Ordinary Resolution as set out in item No. 7 for approval of members.

By order of the Board
For Maral Overseas Limited

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

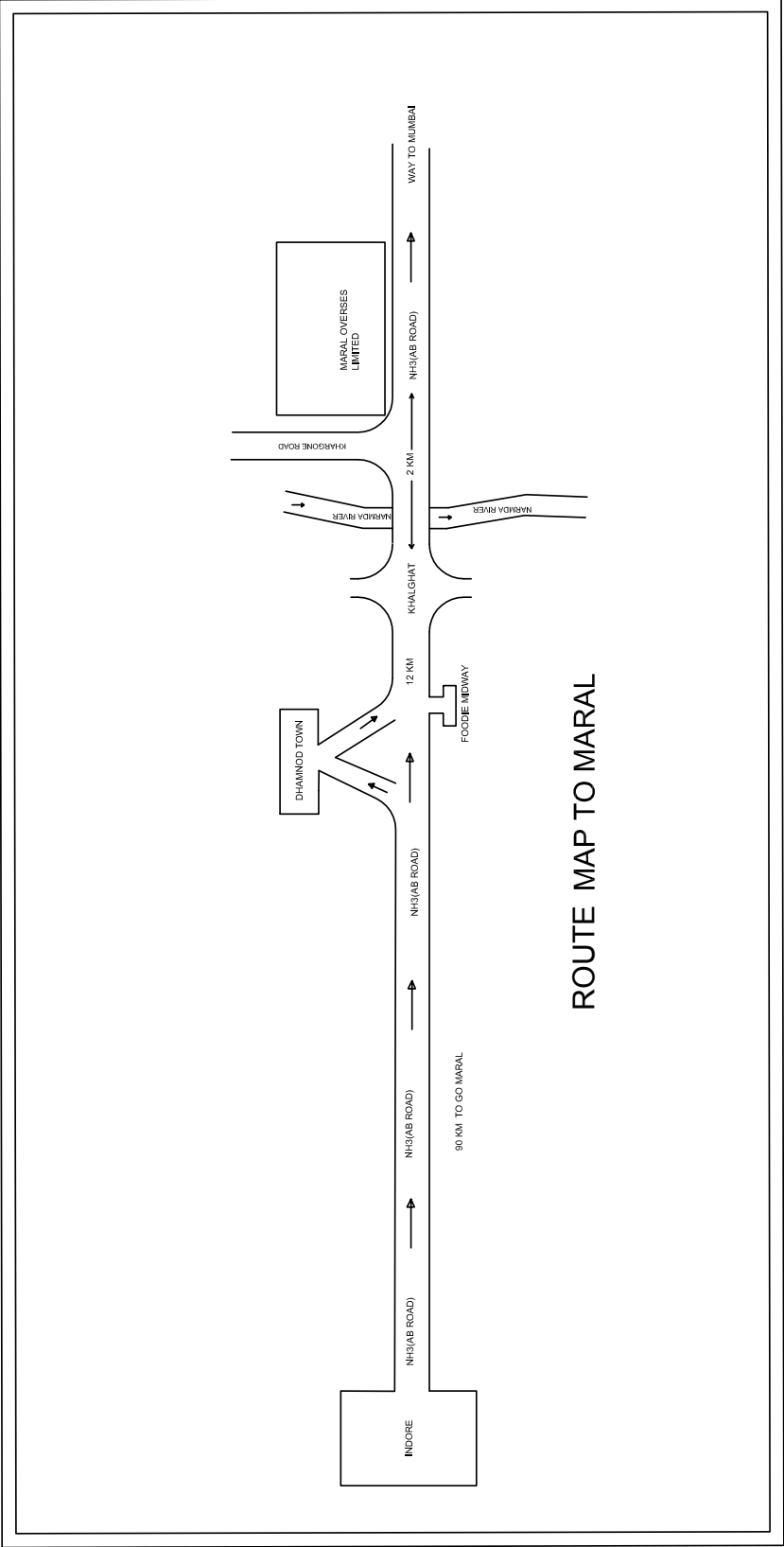
Sweta Garg
Company Secretary
ACS - 27175

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

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

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

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





Maral Overseas Limited

MARAL OVERSEAS LIMITED

CIN : L17124MP1989PLC008255

Regd. Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)

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

Corp. Off : Bhilwara Towers, A-12, Sector-1, Noida-201301(U.P), Phone : 91-120-4390300, (EPABX) Fax : +91-120-4277841

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

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

DP Id*

Folio No.

Client Id*

No. of Share(s) held

Name and address of the Shareholders :

I hereby record my presence at the 27th Annual General Meeting of the Company to be held on Thursday, September 29, 2016 at 11.00 a.m. at the Registered Office of the Company at Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)-451660.

* Applicable for investors holding Shares in electronic form

** Strike out whichever is not applicable

Signature of the Shareholder/Proxy/Representative**

Notes:

- Members are requested to produce this attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the meeting.



MARAL OVERSEAS LIMITED

CIN : L17124MP1989PLC008255

Regd. Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)

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

Corp. Off : Bhilwara Towers, A-12, Sector-1, Noida-201301(U.P), Phone : 91-120-4390300, (EPABX) Fax : +91-120-4277841

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

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies [Management and Administration] Rules, 2014]

Name of the Member(s): **E mail id:**

Registered Address: **Folio No/ *Client Id:**

..... **DP Id:**

I/We being the member(s) of shares of the above named Company hereby appoint:

1. Name : Address :

..... E-mail Id :

Signature, or failing him/her.

2. Name : Address :

..... E-mail Id :

Signature, or failing him/her.

3. Name : Address :

..... E-mail Id :

Signature

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 27th Annual General Meeting of the Company, to be held on Thursday, 29th September, 2016, at 11.00 a.m. at the Registered Office of the Company at Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated:

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions Numbers	Resolutions	For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Balance Sheet as at the 31 st March, 2016 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri Ravi Jhunjhunwala (DIN : 00060972) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Joint Auditors and to fix their remuneration.		
Special Business			
4.	Appointment of Smt Archana Capoor (DIN : 01204170) as Independent Director for first term of 5 (five) consecutive years upto 5th November, 2020.		
5.	Re-appointment of Shri Shekhar Agarwal (DIN :00066113) as Managing Director of the Company for a period of three years w.e.f. 1 st April, 2016.		
6	Special Resolution under Section 180(1)(a) for creation of mortgage(s) and charge(s) in addition to the existing mortgage(s), charge(s) and hypothecation(s) created on the assets of the Company in favour of: Central Bank of India (Central Bank) in connection with Term Loan of ₹ 12.80 crore to part finance essential capital expenditure (capex) for replacement/balancing/modernization of old machinery at Sarovar unit and Garment unit at Noida.		
7.	Approval of the remuneration payable to M/s.K. G. Goyal & Co. (Firm Reg No. 000017) Cost Auditor of the Company for the financial year ending 31 st March, 2017.		

Signed this _____ day of _____ 2016

Affix
Revenue
Stamp

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Notes :

1. The proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. ** It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 27th Annual General Meeting.