

**Compliance under Clause 35A of the Listing Agreement – 26th Annual General Meeting of
Equity Shareholders of Maral Overseas Limited**

a.	Date of the AGM.	23 rd September, 2015
b.	Total number of Shareholders on record date. Cut-off date for e-voting.	16,585 16th September, 2015
c.	Number of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group	15
	- Public	40
d.	Number of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	None

Agenda-wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of voting / Poll	Result
1	Adoption of Audited Balance Sheet as at the 31st March, 2015 and Statement of Profit and Loss for the period ended on that date and the Report of Directors and Auditors thereon.	Ordinary	E-voting and Poll	Passed with requisite majority
2	To declare the Dividend on Cumulative Redeemable Preference Shares for the year ended 31st March, 2015.	Ordinary	E-voting and Poll	Passed with requisite majority
3	To appoint a Director in place of Shri Shantanu Agarwal (DIN : 02314304) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-voting and Poll	Passed with requisite majority
4	Appointment of M/s. Doogar & Associates, Chartered Accountants (Firm	Ordinary	E-voting and Poll	Passed with requisite



	Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Joint Auditors and to fix their remuneration.			majority
5	Special Resolution under Section 197 for payment of remuneration to Shri Shekhar Agarwal, Managing Director (DIN : 00066113) for the financial year 2014-15 and 2015-16.	Special	E-voting and Poll	Passed with requisite majority
6	Special Resolution under Section 180(1)(a) for creation of mortgage(s) and charges 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 Rs. 32 crore.	Special	E-voting and Poll	Passed with requisite majority
7	Special Resolution under Section 180(1)(a) for creation of Second Charge 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 aggregating Rs. 156.95 crore.	Special	E-voting and Poll	Passed with requisite majority
8	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 2015-16.	Ordinary	E-voting and Poll	Passed with requisite majority



**Details of reporting as per Clause 35A of the Listing Agreement based on result of voting at the
26th Annual General Meeting held on 23rd September, 2015.**

Particulars	Promoter/Public	No. of Shares held	No. of Votes polled	% of votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes Against	% of Votes in favour on votes polled	% of votes against on votes polled
		1	2	3= $[2/1]*100$	4	5	6= $[4/2]*100$	7= $[5/2]*100$
Resolution 1.	Promoters and Promoter Group	31109329	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7100	0	0.00	0	0	0	0
	Public -Others	10391571	82301	0.79	82301	0	100.00	0
	Total	41508000	31186930	75.13	31186930	0	100.00	0
Resolution 2.	Promoters and Promoter Group	31109329	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7100	0	0.00	0	0	0	0
	Public -Others	10391571	82301	0.79	82301	0	100.00	0
	Total	41508000	31186930	75.13	31186930	0	100.00	0
Resolution 3.	Promoters and Promoter Group	31109329	28291556	90.94	28291556	0	100.00	0
	Public -Institutional Holders	7100	0	0.00	0	0	0	0
	Public -Others	10391571	82301	0.79	82301	0	100.00	0
	Total	41508000	28373857	68.36	28373857	0	100.00	0
Resolution 4.	Promoters and Promoter Group	31109329	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7100	0	0.00	0	0	0	0
	Public -Others	10391571	80701	0.78	80676	25	99.97	0.03
	Total	41508000	31185330	75.13	31185305	25	100.00	0
Resolution 5.	Promoters and Promoter Group	31109329	28291556	90.94	28291556	0	100.00	0
	Public -Institutional Holders	7100	0	0.00	0	0	0	0
	Public -Others	10391571	82301	0.79	82276	25	99.97	0.03
	Total	41508000	28373857	68.36	28373832	25	100.00	0



Resolution 6.	Promoters and Promoter Group	31109329	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7100	0	0.00	0	0	0	0
	Public -Others	10391571	82301	0.79	82276	25	99.97	0.03
	Total	41508000	31186930	75.13	31186905	25	100.00	0
Resolution 7.	Promoters and Promoter Group	31109329	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7100	0	0.00	0	0	0	0
	Public -Others	10391571	82301	0.79	82276	25	99.97	0.03
	Total	41508000	31186930	75.13	31186905	25	100.00	0
Resolution 8.	Promoters and Promoter Group	31109329	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7100	0	0.00	0	0	0	0
	Public -Others	10391571	82301	0.79	82301	0	100.00	0
	Total	41508000	31186930	75.13	31186930	0	100.00	0

