

**Compliance under Clause 35A of the Listing Agreement – 25th Annual General Meeting of
Equity Shareholders of Maral Overseas Limited**

a.	Date of the AGM.	26 th September, 2014
b.	Total number of Shareholders on record date. Cut-off date for e-voting.	16,665 8th August, 2014
c.	Number of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group - Public	15 39
d.	Number of Shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group - Public	Not applicable

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 31 st March, 2014 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, 2014.	Ordinary	E-voting and Poll	Passed with requisite majority
3	To appoint a Director in place of Shri Ravi Jhunjunwala (DIN : 00060972) 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 Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Joint Auditors and to fix their remuneration.	Ordinary	E-voting and Poll	Passed with requisite majority
5	Appointment of Shri Shantanu Agarwal (DIN : 02314304), (who was appointed as Additional Director and who holds office upto the date of this Annual General Meeting) as Director of the Company, liable to retire by rotation.	Ordinary	E-voting and Poll	Passed with requisite majority
6	Appointment of Dr. Kamal Gupta (DIN: 00038490) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.	Ordinary	E-voting and Poll	Passed with requisite majority
7	Appointment of Shri D.N. Davar (DIN: 00002008) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.	Ordinary	E-voting and Poll	Passed with requisite majority
8	Appointment of Shri P.S. Dasgupta (DIN: 00012552) as Independent Director for one more term of 5 (five) consecutive years commencing from the ensuing AGM.	Ordinary	E-voting and Poll	Passed with requisite majority
9	Approval of the remuneration payable to M/s. K. G. Goyal & Co. Cost Auditor of the Company for the financial year 2014-15 (subject to applicability of Cost Audit on the Company).	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
25th Annual General Meeting held on 26th September, 2014.**

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	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	38158	0.37	38158	0	100.00	0
	Total	41508000	31142787	75.03	31142787	0	100.00	0
Resolution 2.	Promoters and Promoter Group	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	38158	0.37	38158	0	100.00	0
	Total	41508000	31142787	75.03	31142787	0	100.00	0
Resolution 3.	Promoters and Promoter Group	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	38158	0.37	38158	0	100.00	0
	Total	41508000	31142787	75.03	31142787	0	100.00	0
Resolution 4.	Promoters and Promoter Group	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	37958	0.37	37958	0	100.00	0
	Total	41508000	31142587	75.03	31142587	0	100.00	0
Resolution 5.	Promoters and Promoter Group	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	36558	0.37	36558	0	100.00	0
	Total	41508000	31141187	75.03	31141187	0	100.00	0



Resolution 6.	Promoters and Promoter Group	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	38158	0.37	38158	0	100.00	0
	Total	41508000	31142787	75.03	31142787	0	100.00	0
Resolution 7.	Promoters and Promoter Group	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	36558	0.37	36558	0	100.00	0
	Total	41508000	31141187	75.03	31141187	0	100.00	0
Resolution 8.	Promoters and Promoter Group	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	36058	0.37	36058	0	100.00	0
	Total	41508000	31140687	75.03	31140687	0	100.00	0
Resolution 9.	Promoters and Promoter Group	31109829	31104629	99.98	31104629	0	100.00	0
	Public -Institutional Holders	7200	0	0.00	0	0	0	0
	Public -Others	10390971	36558	0.37	36558	0	100.00	0
	Total	41508000	31141187	75.03	31141187	0	100.00	0

