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**PROCEEDINGS OF 28<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, THE 22<sup>ND</sup> DAY OF SEPTEMBER, 2017, AT 11:00 A.M AT THE REGISTERED OFFICE AT MARAL SAROVAR, V. & P.O. KHALBUJURG, TEHSIL KASRAWAD DISTT. KHARGONE- 451 660 MADHYA PRADESH.**

Shri P. S. Puri, a member of the Company was elected as Chairman for the meeting. Shri Atul Kumar Jain, Chief Financial Officer informed the Chairman that requisite number of members for constituting the quorum as per the Companies Act, 2013 were present in person. The Chairman called the Meeting to order. The Notice of the Meeting and the Auditors Report were taken as read with the permission of the Members.

The Chairman welcomed the members to the 28<sup>th</sup> Annual General Meeting of the Company. The Chairman, thereafter, addressed the members highlighting the salient features of the Company's operations relating to the year ended the 31<sup>st</sup> March, 2017. He then stated that with regard to the remote e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended vide Companies (Management and Administration) Amendment Rules 2015 and pursuant to the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to members remote e-voting facility from 19<sup>th</sup> September, 2017 (9.00 a.m.) to 21<sup>st</sup> September, 2017 (5.00 p.m.) to exercise their votes in respect of all resolutions mentioned in the Notice convening AGM. He further announced that Statutory Registers maintained as per the Companies Act were kept ready at the Meeting for inspection by the members.

He then initiated discussion and invited the queries on the accounts. The members raised certain queries which were adequately replied. Thereafter, the Chairman informed that the members, who did not cast their vote through remote e-voting and were present in person and/or through proxy at the AGM were provided the facility of voting through poll. Thereafter, the poll process was conducted in the presence of the scrutinizer(s) appointed for the Poll.

Thereafter, the Chairman put forward the resolutions relating to the following items, to be passed at the Meeting which were proposed and seconded by the members present:

**ORDINARY BUSINESS**

1. Adoption of Audited Financial Statements for the financial year ended the 31<sup>st</sup> March 2017 and the Report of Directors and Auditors thereon.
2. Re-appointment of Shri Shantanu Agarwal (DIN: 02314304) who retires by rotation and being eligible, offers himself for re-appointment.

*Maral Overseas Limited*



**Corporate Office :**  
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Tel. : +91-120-4390300 (EPABX)  
Fax : +91-120-4277841  
Website: www.maraloverseas.com  
GSTIN: 09AACCM0230B1Z8

**Regd. Office & Works :**  
Maral Sarovar, V. & P. O. Khalbujurg  
Tehsil Khasrawad, Distt. Khargone - 451 660, (M.P.)  
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GSTIN: 23AACCM0230B1Z1

**Corporate Identification No.:** L17124MP1989PLC008255



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3. Appointment of M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) as the Joint Statutory Auditors of the Company for a period of consecutive five year commencing from the conclusion of this meeting until the conclusion of 33<sup>rd</sup> Annual General Meeting subject to ratification in every subsequent Annual General Meeting and to fix their remuneration.
4. Appointment of M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N) as the Joint Statutory Auditors of the Company for a period of consecutive five year commencing from the conclusion of this meeting until the conclusion of 33<sup>rd</sup> Annual General Meeting subject to ratification in every subsequent Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

5. Adoption of new set of Articles of Association.
6. Creation of mortgage(s) and charge(s) under Section 180(1)(a) in addition to the existing mortgage(s), charge(s) and hypothecation(s) created on the assets of the Company in favour of State Bank of India in connection with Term Loan of Rs. 28.44 crore to part finance essential capital expenditure (capex) at Sarovar unit.
7. Creation of mortgage(s) and charge(s) under Section 180(1)(a) on such terms and conditions as may be decided by the Board up to an aggregate amount of Rs.500 crore.
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 ending the 31<sup>st</sup> March, 2018.

The Chairman thereafter announced that the voting results along with the consolidated scrutinizer report will be submitted to BSE Ltd and National Stock Exchange of India Ltd. and also be made available on the website of the Company and the website of NSDL.

The meeting concluded at 12:15 P.M.

There being no other business to discuss, the meeting ended with a vote of thanks to the Chair.

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