

NAME	PLACE	DATE
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MARAL OVERSEAS LIMITED

CIN: L17124MP1989PLC008255

Registered Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451660, Madhya Pradesh

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NOTICE OF THE 33RD ANNUAL GENERAL MEETING, REMOTE E-VOTING / E-VOTING AND BOOK CLOSURE

In continuation of our Newspaper Advertisement dated 22nd July, 2022, NOTICE is hereby given that the **33rd Annual General Meeting ("AGM")** of Maral Overseas Limited ("the Company") will be held on **Thursday, the 25th day of August, 2022 at 02:00 P.M.** through Video Conferencing ("VC") /Other Audio-Visual Means ("OAVM") to transact the Ordinary and Special Businesses as set out in the Notice of the 33rd AGM without the physical presence of the members at the venue. The venue of the meeting shall be deemed to be Registered Office of the Company at Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone-451660 Madhya Pradesh.

In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 02/2022 dated May 05, 2022 (read together with Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2021 dated January, 13, 2021 Circular No.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020) and Circular No. 20/2020 dated 5th May, 2020 as also the various circulars issued by Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (read together with Circulars Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020) (collectively referred as "**Applicable Circulars**") permitted the holding of AGM by the Companies through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**") during the calendar year 2022, without the physical presence of the members. In compliance with these Applicable Circulars, the 33rd AGM of the Company shall be conducted through VC/OAVM without the physical presence of the members at the venue. In compliance with the Applicable Circulars, the Notice of the 33rd AGM and the Annual Report of the Company including audited financial statements for the financial year 2021-22 along with Director's Report, Auditor's Report and other documents required to be attached thereto, have been sent on **29th July, 2022** through electronic mode to the members of the Company whose email addresses are registered with the Company /Depository Participant(s). The requirements of sending physical copies of the Notice of 33rd AGM and Annual Report to the Members have been dispensed vide Applicable Circulars. The Notice of the 33rd AGM and the Annual Report of the Company are also available on the website of the Company at www.maraloverseas.com, on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL (agency for providing the Remote e-voting and e-voting during the AGM facility) i.e. www.evoting.nsdl.com.

Instructions for remote e-voting and e-voting during the AGM:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and the Applicable Circulars, the Company is providing facility of remote e-voting/as well as e-voting during the AGM to its Members to cast their votes electronically in respect of the business to be transacted at the AGM as set forth in the Notice of 33rd AGM provided by National Securities Depository Limited (NSDL) as the authorized agency. The manner of e-voting for shareholders holding shares in dematerialized mode, physical mode and for shareholders who have not registered their email addresses have been provided in the Notice of AGM. Login details for e-voting have been made available to the members on their registered email address.

The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, the 19th August, 2022 to Thursday, the 25th August, 2022 (both days inclusive)** for annual closing and for determining the entitlement of the shareholders to the dividend for the financial year 2021-22 as recommended by the Board of Directors of the Company, if declared by the members at the AGM. Members holding shares either in physical form or in dematerialized form, as on **the cut-off date of 18th August, 2022**, may cast their vote electronically. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on **cut-off date i.e. 18th August, 2022** only shall be entitled to avail the facility of remote e-voting as well as voting during the Annual General Meeting. The remote e-voting period commences on **Monday, the 22nd August, 2022 at 9:00 A.M.** and **end on Wednesday, the 24th August, 2022 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The remote e-voting shall not be allowed beyond the said date and time. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Thursday, 18th August, 2022**, i.e. the date prior to the commencement of book closure, will be paid the Dividend of Rs. 2.00 per Equity Share of the face value of Rs. 10/- each for the financial year 2021-22, as recommended by the Board, if declared at the 33rd AGM of the Company, within 30 days from the date of AGM.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut-off date i.e. 18th August, 2022**. A person whose name is recorded in the Register of Members/Beneficial owners as on the cut-off date shall only be entitled to avail the facility of remote e-voting/e-voting at the AGM and a person who is not a member as on the cut-off date should treat the Notice of AGM for information purpose only. 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. 18th August, 2022** he/she may obtain login id and password by sending a request over at evoting@nsdl.co.in mentioning demat account number/folio number, PAN, name and registered address. Such Members may cast their votes using the e-voting instructions, in the manner specified by the Company in the Notice of 33rd AGM. However, members who are already registered with NSDL for e-voting can use their existing User id and Password for casting their vote through remote e-voting/ e-voting during the AGM. The facility of e-voting shall be made available at the AGM and members attending the AGM, who have not already cast their vote, may cast their vote electronically on business (es) set forth in Notice of 33rd AGM. The members who have cast their vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote(s) again at the AGM.

Members, whose email address and banks details are not registered with the Company or with their respective Depository Participant/s, are requested to get their email address and banks details registered by following the steps as given below:

In case of Physical shareholding	Send a duly signed request letter in Form ISR-1 along with supporting documents to the RTA of the Company i.e. MCS Share Transfer Agent Limited (Unit : Maral Overseas Limited) , F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or scanned copy on email at helpdeskdelhi@mcsregistrars.com and provide the following details/documents for registering email address: a) Folio No., b) Name of shareholder, c) Email ID, d) Copy of PAN card (self-attested), e) Copy of Aadhar (self-attested) f) Copy of share certificate (front and back). Following additional details/documents need to be provided in case of updating Bank Account details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number, d) MICR Code Number, e) IFSC Code, and f) Copy of the cancelled cheque bearing the name of the first shareholder.
In case of Demat shareholding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

The Board of Directors of the Company has appointed Mr. Pranav Kumar, Practicing Company Secretary (Membership No. FCS 5013) of M/s Pranav Kumar & Associates, as Scrutinizer to scrutinize the e-voting procedure in a fair and transparent manner. The results shall be declared not later than forty-eight hours from conclusion of the meeting by posting the same on the website of the Company at www.maraloverseas.com, website of NSDL (agency for providing the Remote e-voting/ e-voting during the AGM facility) i.e. www.evoting.nsdl.com and by filing with the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. It shall also be displayed on the Notice Board at the Registered Office & Corporate Office of the Company. Subject to the requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. **25th August, 2022**.

Members may note that the Income Tax Act, 1961 ("**IT Act, 1961**"), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Dividend, if declared by the Shareholders at the AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 **on or before 16th August, 2022**. The shareholders are therefore requested to furnish the necessary documents/declarations to the Company at tds.maral22@lnjb.com /Company's RTA i.e. M/s. MCS Share Transfer Agent Limited to enable the Company in applying the appropriate TDS on Dividend payment. A separate email communication informing the shareholders regarding this change in the Income-Tax Act, 1961 as well as the relevant procedure to be adopted for submission of necessary declarations / documents by them to avail the applicable tax rate has been sent by the Company to the all shareholders on 11th July, 2022 and copy of the said communication is also available on the website of the Company at the following link https://www.maraloverseas.com/pdf/TDS_Communication.pdf

For more details, kindly refer the **note no. 26 of the Notice of AGM relating to Dividend TDS communication**.

In case of any queries, members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800-224- 430 or send a request at evoting@nsdl.co.in. In case of any grievance connected with facility for remote e-voting or e-voting, please contact to Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number +91 22 24994360.

By order of the Board
for Maral Overseas Limited

Sd/-
Virendra Kumar Garg
Company Secretary

Place: Noida (U.P.)
Date : 29th July, 2022

FCS-7321