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DECLARATION OF VOTING RESULTS OF THE REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS AT THE 29TH ANNUAL GENERAL MEETING OF MARAL OVERSEAS LIMITED (“THE COMPANY”) HELD ON THURSDAY, SEPTEMBER 20, 2018 AT 11.00 A.M AT KHALBUJURG, TEHSIL KASRAWAD, DISTT KHARGONE-451660, MADHYA PRADESH.

The 29th Annual General Meeting (“AGM”) of the Company was held on Thursday, September 20, 2018 at 11.00 A.M at Khalbujurg, Tehsil Kasrawad, Distt Khargone-451660, Madhya Pradesh.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 (“LODR”), the Company has provided the facility of Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in the Notice of AGM dated August 3, 2018 electronically. The Remote E-Voting was open for three days from Monday, September 17, 2018 (9.00 A.M) till Wednesday, September 19, 2018 (5.00 P.M). In line with the provisions of the Companies Act, 2013 and the clarifications issued by the Ministry of Corporate Affairs, the voting at the venue of 29th AGM was conducted through Ballot Papers. The Board of Directors have appointed Mr. D.P. Gupta, Company Secretary in practice (Membership No. 2411) for scrutinizing the voting process through Remote E-Voting as well as Ballot Paper in a fair and transparent manner. The scrutinizer has submitted his consolidated report dated September 20, 2018 on the voting (Remote E-voting and Ballot Paper) on the resolution as set out in the notice of AGM.

The paid up capital of the Company as on the cut off date i.e. September 13, 2018 is ₹41,50,80,000.00 based on the scrutinizer’s report the result be declared as follows:

Resolu tion No.	Particulars of the Resolution	Resoluti on requires (ordinar y/ special)	Total no. Of votes casted	No. Of votes in favour	% of votes in favour	No. of votes against	% of votes again t	No. of inva lid vote s	Result
1	Adoption of Audited Financial Statements for the Financial year ended the 31 st March 2018 and the Report of Directors and Auditors thereon.	Ordinar y	3115752 8	31157528	100	0	0	0	Passed with requisite majority
2	Re-appointment of Shri Ravi Jhunjhunwala (DIN: 00060972) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinar y	3046992 8	30468928	99.9967	1000	0.0033	0	Passed with requisite majority
3	Approval of the remuneration payable to Shri Shekhar Agarwal (DIN 00066113) Managing Director of the Company for the financial year 2017-18 and for his remaining tenure upto 31 st March, 2019.	Special	2834995 5	28348955	99.9964	1000	0.0036	0	Passed with requisite majority

Maral Overseas Limited

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
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.)
Phones : +91-7285-265401-265405
Fax : +91-7285-265406
Website: www.lnjbhilwara.com
GSTIN: 23AACCM0230B1ZI

Corporate Identification No.: L17124MP1989PLC008255





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4	Approval for continuation of Shri Dharmendar Nath Davar an Independent Director from 1 st April, 2019 till the present term expiring on 25 th September, 2019.	Special	3115752 8	31157528	100	0	0	0	Passed with requisite majority
5	Approval for partial extension of period of Redemption of 12,00,000 3 % Cumulative Redeemable Preference Shares of Rs. 100 each issued to the Promoters which is due for redemption on 31 st March, 2019 i.e. 50% proportionately in two tranches in the year 31 st March, 2019 and 31 st March, 2020 respectively.	Special	2834995 5	28349955	100	0	0	0	Passed with requisite majority
6	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 st March, 2019.	Special	3115752 8	31157528	100	0	0	0	Passed with requisite majority

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of the AGM have been duly approved and passed by the shareholders with requisite majority.

Thanking You,

Yours Truly,

For Maral Overseas Limited

Shantanu Agarwal

Shantanu Agarwal

Director:-02314304

Chairman of the 29th AGM of Maral Overseas Limited



Date: September 21, 2018

Place: Noida

Maral Overseas Limited

Corporate Office :
Bhilwara Towers, A-12, Sector-1
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**Consolidated Scrutinizer's Report on Remote E-voting and
Voting through polling paper**

To,

The Chairman of
29th Annual General Meeting of
Maral Overseas Limited

Sub. : Consolidated Report of the Scrutinizer on Remote E-voting carried out during Monday, 17th September, 2018 (9:00 A.M.) to Wednesday, 19th September, 2018 (5:00 P.M.) and voting through poll conducted at 29th Annual General Meeting of Maral Overseas Limited held on Thursday, 20th September, 2018 at 11.00 A.M. at Maral Sarovar, V&P.o. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh 451660 pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2016 w.e.f 23rd September, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

I, D.P Gupta, Practising Company Secretary (Membership No. FCS 2411) was appointed as Scrutinizer by the Board of Directors of Maral Overseas Limited ("the Company") for the purpose of:

- (i) Scrutinizing the voting through remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as substituted by the Companies (Management and Administration) Amendment Rules, 2016 w.e.f 23.09.2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (ii) Scrutinizing the voting through poll in the fair and transparent manner under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 29th Annual General Meeting ("AGM") of the Members of the Company, held on 20th September, 2018 at **Maral Sarovar, V&P.o. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh 451660 at 11.00 A.M.**, and submit our report as under:



1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by poll on the resolutions contained in the Notice to the 28th AGM of the Members of the Company.
2. Our responsibility as a Scrutinizer for the remote e-voting process and for voting through poll at the AGM is restricted to make a Scrutinizer's report of the votes cast in "Favour" or "Against" the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company and MCS SHARE TRANSFER AGENT LIMITED ("The RTA"), to provide voting through poll conducted at the 29th AGM.
3. Further for the above, I submit our report as under:
 - (a) In accordance with the notice of the 29th AGM sent to the Members, the remote e-voting period commenced on Monday, 17th September, 2018 at 9:00 A.M. upto Wednesday, 19th September, 2018 at 05:00 P.M. and was disabled for voting thereafter.
 - (b) The Members of the Company holding shares as on the "cut-off date" i.e. Wednesday, 13th September, 2018 were entitled to vote on the resolutions as contained in the Notice of the 29th Annual General Meeting.
 - (c) At the venue of the AGM, the facility to vote through polling papers had been provided to those members who were present in the AGM and have not exercised the option of remote e-voting.
 - (d) Empty ballot box was kept for polling and was locked in our presence with due identification marks placed by us.
 - (e) The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
 - (f) After counting the votes cast by the Members and proxy holders present at the 29th AGM, through polling paper, the votes cast through remote e-voting were unblocked on 20th September, 2018 at 11.00 A.M.
4. I have issued separate scrutinizer's reports dated 20th September, 2018 on the remote e-voting, voting by poll and this combined report (Remote e-voting and voting by Poll) on the resolutions as contained in the Notice of the AGM.



5. Thereafter, as per Rule 20 of the Rules, we submit herewith Consolidated Scrutinizers' Report on the results of remote e-voting together with that of voting by Poll, stating total votes cast, valid votes, invalid votes, votes in favour of the Resolutions (No. & %) and votes cast against the Resolutions (No. & %) as under:-

A. Resolution 1:-Adoption of Audited Financial statements for the year ended 31st March 2018 (Ordinary Resolution)

- (i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	31104314	99.83
Voting by ballot	33	53214	0.17
Total	58	31157528	100

- (ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting by ballot	0	0	-
Total	0	0	0

- (iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

B. Resolution 2:-To appoint a Director in place of Sh. Ravi Jhunhunwala (DIN Number 00060972), who being eligible, offers himself for re-appointment (Ordinary Resolution)

- (i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	23	30415714	99.83
Voting by ballot	33	53214	0.17
Total	56	30468928	100.00



Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1000	-
Voting by ballot	0	0	-
Total	1	1000	-

(ii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Note: votes abstained: Total Ballot papers-1, Votes -687600 IN REMOTE E VOTING.

C. Resolution 3; Payment of remuneration to Sh. Shekhar Agarwal (DIN No. 00066113) Managing Director for the financial year 2017-18 and for the remaining term up to 31st March 2019 (Special Resolution)

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	28295741	99.81
Voting by ballot	33	53214	0.19
Total	52	28348955	100.00

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1000	-
Voting by ballot	0	0	-
Total	1	1000	-

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Note: votes abstained: Total Ballot papers-5, Votes -2807573 IN REMOTE E VOTING.



D. Resolution 4:- To approve continuation of the term of appointment as independent Director of Sh. Dharmendra Nath Dawar (DIN No. 00002008) who will attain the age of 75 years, after 1st April 2019 till his remaining term up to 25th September 2019. (Special Resolution)

(iv) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	31104314	99.83
Voting by ballot	33	53214	0.17
Total	58	31157528	100.00

(v) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting by ballot	0	0	-
Total	0	0	-

(vi) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

E) Resolution 5:- Approval for partial extension of period of Redemption of 12,00,000 3 % Cumulative Redeemable Preference Shares of Rs. 100 each issued to the Promoters which is due for redemption on 31st March, 2019 i.e. 50% proportionately in two tranches in the year 31st March, 2019 and 31st March, 2020 respectively (Special Resolution)

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	20	28296741	99.81
Voting by ballot	33	53214	0.19
Total	53	28349955	100.00



(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting by ballot	0	0	-
Total	0	0	-

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Note: votes abstained: Total Ballot papers-5, Votes -2807573 IN REMOTE E VOTING.

F. Resolution 6:- To approve remuneration payable M/S K G Goyal & Company (Firm Registration No. 000017).Cost Accountants, (Ordinary Resolution)

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	25	31104314	99.83
Voting by ballot	33	53214	0.17
Total	58	31157528	100.00

(ii) Voted **against** of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting by ballot	0	0	-
Total	0	0	-

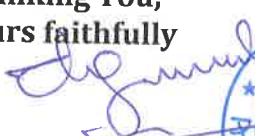
(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



6. The report has been issued at the request of the Company for submission to the Stock Exchanges, to be placed on the website of the Company and website of the RTA. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.
7. The relevant records relating to the poll including remote e-voting shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the 29th AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.



Thanking You,
Yours faithfully


D.P Gupta
(Scrutinizer)
C.P. No.1509
M No. FCS 2411



Date: 20th September, 2018
Place: Maral Sarovar
Khalbujurg M. P. 451 660

Countersigned by the Chairman of the meeting

(SHANTANU AGARWAL)
[Chairman of the Meeting]

Compliance Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – 29th Annual General Meeting of Equity Shareholders of Maral Overseas Limited

Date of the AGM	20th September, 2018
Total number of shareholders on record date	16250
Cut-off date for e-voting.	13th September, 2018
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	40
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Agenda-wise

Item No.1	To receive, consider and adopt the Audited Financial Statements for the financial year ended the 31st March, 2018 and the Report of Directors and Auditors thereon.							
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	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
Promoters and Promoter Group	E-Voting	31108829	31099129	99.97	31099129	0	100.00	0.00
	Poll							
	Total	31108829	31099129	99.97	31099129	0	100.00	0.00
Public - Institutional Holders	E-Voting	9000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	9000	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	10390171	5185	0.05	5185	0	100.00	0.00
	Poll		53214	0.51	53214	0	100.00	0.00
	Total	10390171	58399	0.56	58399	0	100.00	0.00
Grand Total		41508000	31157528	75.06	31157528	0	100.00	0.00

Item No.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.							
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	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
Promoters and Promoter Group	E-Voting	31108829	30411529	97.76	30411529	0	100.00	0.00
	Poll							
	Total	31108829	30411529	97.76	30411529	0	100.00	0.00
Public - Institutional Holders	E-Voting	9000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total	9000	0	0.00	0	0	0.00	0
Public- Non Institutions	E-Voting	10390171	5185	0.05	4185	1000	80.71	19.29
	Poll		53214	0.51	53214	0	100.00	0.00
	Total	10390171	58399	0.56	57399	1000	98.29	1.71
Grand Total		41508000	30469928	73.41	30468928	1000	99.9967	0.0033

For Maral Overseas Ltd.


 Company Secretary
 

Item No.3	Approval of the remuneration payable to Shri Shekhar Agarwal (DIN 00066113) Managing Director of the Company for the financial year 2017-18 and for his remaining tenure upto 31st March, 2019.							
Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	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
Promoters and Promoter Group	E-Voting	31108829	28291556	90.94	28291556	0	100.00	0.00
	Poll							
	Total							
Public - Institutional Holders	E-Voting	9000	0	0.00	0	0	0.00	0.00
	Poll							
	Total							
Public- Non Institutions	E-Voting	10390171	5185	0.05	4185	1000	80.71	19.29
	Poll							
	Total							
Grand Total		41508000	28349955	68.30	28348955	1000	99.9965	0.0035

Item No.4	Approval for continuation of Shri Dharmendar Nath Davar an Independent Director from 1st April, 2019 till the present term expiring on 25th September, 2019.							
Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	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
Promoters and Promoter Group	E-Voting	31108829	31099129	99.97	31099129	0	100.00	0.00
	Poll							
	Total							
Public - Institutional Holders	E-Voting	9000	0	0.00	0	0	0.00	0.00
	Poll							
	Total							
Public- Non Institutions	E-Voting	10390171	5185	0.05	5185	0	100.00	0.00
	Poll							
	Total							
Grand Total		41508000	31157528	75.06	31157528	0	100.000	0.000

Item No.5	Approval for partial extension of period of Redemption of 12,00,000 3 % Cumulative Redeemable Preference Shares of Rs. 100 each issued to the Promoters which is due for redemption on 31st March, 2019 i.e. 50% proportionately in two tranches in the year 31st March, 2019 and 31st March, 2020 respectively.							
Resolution require: (Ordinary/Special)						Special		
Whether promoter/promoters group are interested in the agenda/resolution?						Yes		
Category	Mode of Voting	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
Promoters and Promoter Group	E-Voting	31108829	28291556	90.94	28291556	0	100.00	0.00
	Poll							
	Total							
Public - Institutional Holders	E-Voting	9000	0	0.00	0	0	0.00	0.00
	Poll							
	Total							
Public- Non Institutions	E-Voting	10390171	5185	0.05	5185	0	100.00	0.00
	Poll							
	Total							
Grand Total		41508000	28349955	68.30	28349955	0	100.000	0.000

For Maral Overseas Ltd.

[Signature]
Company Secretary



Item No.6		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 31st March, 2019.						
Resolution require: (Ordinary/Special)						Ordinary		
Whether promoter/promoters group are interested in the agenda/resolution?						No		
Category	Mode of Voting	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
Promoters and Promoter Group	E-Voting	31108829	31099129	99.97	31099129	0	100.00	0.00
	Poll		0					
	Total		31108829	31099129	99.97	31099129	0	100.00
Public - Institutionals Holders	E-Voting	9000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		9000	0	0.00	0	0	0.00
Public- Non Institutionals	E-Voting	10390171	5185	0.05	5185	0	100.00	0.00
	Poll		53214	0.51	53214	0	100.00	0.00
	Total		10390171	58399	0.56	58399	0	100.00
Grand Total		41508000	31157528	75.06	31157528	0	100.000	0.000



For Maral Overseas Ltd.


Company Secretary