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ADDING VALUE!

Annual Report 2014-15



Maral Overseas Limited

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CORPORATE INFORMATION

L. N. Jhunjhunwala

Chairman-Emeritus

BOARD OF DIRECTORS

Ravi Jhunjhunwala
Shekhar Agarwal
Shantanu Agarwal
D. N. Davar
Dr. Kamal Gupta
P. S. Dasgupta
Geeta Mathur*

Chairman
Managing Director & CEO
Director
Director
Director
Director
Director

KEY EXECUTIVES

- **Sarovar Unit**
Suresh Chand Maheshwari President
- **Noida Unit**
Naveen Maheshwari Senior Vice President

KEY MANAGERIAL PERSONNEL

Shekhar Agarwal Managing Director & CEO
Sweta Garg Company Secretary
P. S. Puri Chief Financial Officer

REGISTERED OFFICE

Maral Sarovar,
V. & P.O. Khalbujurg,
Tehsil Kasrawad,
Distt. Khargone - 451 660 (M.P.)

CORPORATE OFFICE

Bhilwara Towers,
A-12, Sector-1,
Noida - 201 301 (U.P.)
Website: www.maraloverseas.com

WORKS :

- **Sarovar Unit**
Maral Sarovar, V. & P.O. Khalbujurg,
Tehsil Kasrawad, Distt. Khargone - 451 660 (M.P.)
- **Noida Unit**
A-11, Hosiery Complex, Phase - II (Extension),
Noida - 201 305 (U.P.)

C-126, Sector-63, Noida - 201 307 (U.P.)

*Ceased to be a Director w.e.f. 29th July, 2015

AUDITORS

Doogar & Associates, New Delhi
Ashim & Associates, New Delhi

BANKERS

Axis Bank Ltd.
Bank of Baroda
Canara Bank
Central Bank of India
Export-Import Bank of India
State Bank of Bikaner & Jaipur
State Bank of Hyderabad
State Bank of India
State Bank of Patiala
The Jammu & Kashmir Bank Ltd.
Union Bank of India Ltd.
Yes Bank Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

The emergence of India looms large among the few economies, with propitious economic outlook, amidst the mood of pessimism and uncertainties that engulf a number of advanced and emerging Economies. Indian economy appears to have now gone past the persistent inflation, economic slowdown, slackening domestic demand, external account imbalances and oscillating value of the rupee. Institutions like IMF and the World Bank have presented an optimistic growth outlook for India for the year 2015 and beyond with a macro-economic stability and the actions of the Government, coupled with the improved business sentiments in the country.

India had reached a "sweet spot" of lower deficits and high medium-term growth trajectory which in turn would help to attain the fundamental objectives of "wiping every tear from every eye" of the poor and vulnerable section of the society, while affording opportunities for increasingly young, middle-class, and aspirational India to realize its limitless potential. However, the potential headwinds to such promising prospects, emanate from factors like inadequate support from the global economy saddled with subdued demand conditions, particularly in Europe and Japan, recent slowdown in China, and, on the domestic front, from possible spill-overs of below normal agricultural growth and challenges relating to the massive requirements of skill creation and infrastructural upgradation.

The economic scenario presented by the new series (with 2011-12 as base year) reveals that there was perceptible improvement in some of the macro-aggregates of the economy in 2013-14, which got strengthened in 2014-15. The growth rate in GDP at constant (2011-12) market prices in 2012-13 was 5.1 per cent, which increased to 6.9 percent in 2013-14 and it is expected to further increase to 7.4 per cent in 2014-15. Further, the decline in inflation by over 6 percentage points since late 2013 and also reduction of current account deficit which has shrivelled from a peak of 6.7 per cent of GDP in the third quarter of 2012-13 to an estimated one per cent in the coming fiscal year has made India an attractive investment destination well above most other countries.

India's textiles and clothing industry is one of the mainstays of the national economy. It is also one of the largest contributing sectors of India's exports contributing nearly 13.25% of the country's total exports basket. The textiles industry is labour intensive and is one of the largest employers. Textile industry has realized export earnings worth of 41.57 billion USD in 2013-14. The government has taken many initiatives for the development of the textile sector, and has stressed upon an economic vision based on increasing production, export and generating employment giving particular attention to generate productive employment opportunity for the youth, Inclusive and participative growth, Skill, Scale and Speed, Make in India brand, Zero defect - Zero Effect (on environment) and Adarsh Gram. Further, with a vision to create an export friendly economy the government introduced several initiatives such as Duty free entitlement to garment exporters for import of trimmings, embellishments and other specified items increased from 3% to 5%, 24/7 customs clearance facility at 13 airports and 14 sea ports resulting in faster clearance of import and export cargo and the proposal for imposing duty on branded items was dropped providing relief to the entire value chain.

The growth in the manufacturing sector was chiefly on account of robust growth in textiles, apparels and leather products, averaging 17.7 per cent during 2012-13 and 2013-14. Pursuant to vision, strategy and action plan for Indian textile and apparel sector submitted

by the expert committee to the Ministry of Textiles, the suggestions are to achieve scale across the value chain, attract investment in the sector, skill, quality and productivity, reforming labour laws, structural shift with increasing value addition in India, diversification of exports in terms of products and markets, promoting Innovation and R&D, new approach towards handloom and handicrafts, partnership with State Government and reengineering of existing schemes and policies. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade

Opportunities and Threats

The textile industry has two broad segments, namely handloom, handicrafts, sericulture, power looms in the unorganised sector and spinning, apparel and made ups in the organised sector. The sector has witnessed a spurt in investment during the last five years. Government has taken various initiatives to increase the investment in textile sector. Further, government has come up with a number of export promotion policies for the textiles sector.

Despite the textile sector showing positive growth in exports, the sector has seen a sharp decline in the growth of credit in 2014-15. The withdrawal of the interest subvention scheme has increased the finance cost for exports. Further, the shortage of skilled manpower is a major constraint which affects the growth of the textile industry. However to surmount the huge skill gap of workforce, the Ministry of Textiles has launched an Integrated Skill Development Scheme to impart employable skills in different segments. Moreover, the under developed and inadequate infrastructure remains to be a serious handicap affecting the development of textile industry. Concerted efforts are needed to improve social and physical infrastructure of textile centres including provision of adequate and un-interrupted power supply at competitive rates.

Businesses

Maral Overseas Limited (MOL) is one of the India's largest vertically integrated textile Companies. Its conviction in leadership through quality and best business practices enables the Company to emerge as a reliable supplier of world-class products in the global market. During the year under review, the price of cotton fluctuated dramatically with the withdrawal of China from the world market.

During the financial year ended the 31st March, 2015, the Company achieved a Turnover of ` 648.43 crore against ` 653.35 crore in the previous year ended the 31st March, 2014 and the operating profit of the Company was ` 72.22 crore against ` 87.90 crore in the previous year.

During the year under review, the Company's exports (FOB value) were to the tune of ` 360.20 crore and accounted for 55.55% of MOL's turnover. The yarn business accounted for 48.04 % (Previous year 48.10%) while knitted fabric and garment business accounted for 25.30% (23.64 %) and 17.15% (17.43%) respectively.

The Company tries to satisfy its customer in every possible manner. The Company has undertaken various modernization programme at its Spinning and Garment segment for the smooth operations of its activities. Further, with the expansion of Dye house, the Company is in the process of purchasing additional Knitting Machines which involves a total cost of ` 571 lacs. Further, the Company in order to obtain uninterrupted & reliable power had decided to purchase power through open access through a 33KVA Dedicated Feeder line.



RISK MANAGEMENT

Market Risk

Textile business is cyclical in nature and driven by vagaries of market conditions. Textile and apparels sector account for the robust growth in the manufacturing sector averaging 17.7 per cent during 2012-13 and 2013-14. The manufactured goods constitute the bulk of exports — over 63 per cent in recent years. Further, with the greater economic stability and the reformist intent coupled with the improved business sentiments in the country, there is an optimistic growth outlook. However, with the recent slowdown in China and possible spill over with the below normal agriculture growth the demand may be constrained.

Currency Risk

The industry also gets affected due to high volatility in the currency market. During the last one year, the rupee remained relatively stable vis-à-vis the currency of peer emerging countries. The rupee depreciated by 2.0 per cent from ₹ 61.01 per US dollar in March 2014 to ₹ 62.23 per US dollar in January 2015. However, the rupee has appreciated by 7.3 per cent, 16.1 per cent, and 13.6 per cent against the pound sterling, euro, and Japanese yen respectively between March 2014 and January 2015. The Company hedges currency risks by taking offsetting positions to the tune of export orders-in-hand in the currency market and thus eliminating the risks of forex fluctuations to a large extent.

Regulatory Risk

The regulatory policies of Government play a vital role in the functioning of the industry as a whole. The Government has increased the duty free entitlement for import of trimmings and embellishments used by the readymade textile garment sector for manufacture of garments for export from 3% to 5%. Further, certain policy changes were made during the recent years to incentivize the development of agro-processing sector which permit free export of cotton.

Internal Control Systems and their adequacy

The Company has adequate systems of internal control. The object of the internal control system is to add value and improve the operations and processes of the Company. The system is designed to ensure accuracy and promptness of reporting, compliance with all the regulatory laws, conservation of resources etc. The internal control systems are supported by an internal audit process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. The management duly considers and take appropriate actions on recommendations and observations made by the statutory and internal auditors. The Audit Committee regularly discusses the internal audit reports and takes appropriate actions wherever required. Further, risks according to their probability of occurrence have been classified as high, medium and low and efforts were made to mitigate the same to the maximum extent.

Human Resources

The Company recognises its employees as its most valuable assets and has built friendly and meritocratic culture to nurture its assets. To keep up with the legacy of nurturing the new talent and retaining the

existing talent various initiatives were taken by the Company. Your Company conducted various training and development programmes to enhance the quality and talent of its employees. The Company enjoys cordial and transparent relations with its employees and workers. Your Company has a strong dedicated work force of employees and they have shown commitment, competence and dedication in all areas of business. The Company had 2265 employees as on 31st March, 2015.

Corporate Social Responsibility

Corporate Social Responsibility (CSR) is core to our business. Your Company always strives to achieve the balance between environment, social imperatives and the need and expectations of stakeholders. Your Company treats it as a continuous journey process wherein the due importance is given to creating a healthy environment, creating new opportunities, maintaining ethical business standard. Apart from the contribution made through our innovative technology towards the society, your Company creates an awareness among their employees to create a user friendly environment. The aim of the Company is to make a difference to the life of the community we serve viz **Employees:** providing a transparent and competitive work environment which make them capable enough to survive in all business conditions with equal importance being given to health, promotions that ensure the better living conditions, providing education to children of its employees; **Shareholders:** presenting a true and fair view of the affairs of the Company which help them to review the position of the Company and then to take a wise decision accordingly; **Government:** abiding by all the laws and regulations of the land where the Company operates, fulfilling all the statutory obligations, timely payment of all the dues, contributing to the economy through exports; **Customers:** providing timely and quality products to the customers which in turn add value in the eyes of the customers, ensuring quick response to market change; **Investors:** presenting a true picture of the business which help them to repose an enduring trust on the business which in turn will help in the growth of the business of the Company; **Suppliers:** maintaining a trust worthy relationship by making timely payment and feedback to them; **Competitors:** indulging in the ethical and healthy competition for the betterment of the industry; **Society:** undertaking community development and area development programmes and creating job opportunities; **Environment:** ensuring the purchase of environment-friendly supplies, adopting the mantra of reuse and recycle, making the product and the process of production as environment friendly as possible, protecting the environment by planting trees and supporting the community around us.

Cautionary Statement

This report contains forward-looking statements based on beliefs of Company's management. The words 'anticipate', 'believe', 'estimate', 'forecast', 'expect', 'intend', 'plan', 'should', and 'project' are used to identify forward-looking statements. Such statements reflect the Company's current views with respect to the future events and are subject to risks and uncertainties. Many factors could cause the actual result to be materially different, including, amongst others, changes in the general economic and business conditions, changes in currency exchange rates and interest rates, lack of acceptance of new products or services, and changes in business strategy. Actual results may vary materially from those projected here. Readers are cautioned not to place undue reliance on the forward looking statements.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Twenty Sixth Annual Report of the Company and the audited financial statements for the year ended the 31st March, 2015.

Financial Results (₹ in crore)

	31.03.15 Current Year	31.03.14 Previous Year
Turnover	648.42	653.32
Profit/(Loss) before Tax	17.56	31.15
Less: Taxation	0.87	1.68
Profit / (Loss) after Tax	16.69	29.47
Add: Balance brought forward from previous year	(64.10)	(91.39)
	(47.41)	(61.92)
Appropriations:		
Contribution to CSR	0.10	-
Proposed Dividend on Preference Shares	1.87	1.87
Tax on Proposed Dividend	0.37	0.32
Balance carried to Balance Sheet	(49.75)	(64.11)

Number of meetings of the Board

Particulars of the meetings held during the year along with the details regarding the meetings attended by the directors form part of the Corporate Governance Report.

The composition of the Board and its committees has also been given in detail in the report on Corporate Governance.

Dividend

Your Directors recommend to the members, a preference dividend @ 8% p.a. i.e. ₹ 8/- per share on 18,85,400 Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each issued to various Banks/ Institutions and @ 3% p.a. i.e. ₹ 3/- per share on 12,00,000 Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each issued to persons forming part of promoter and promoter group as per the CDR package.

The aforesaid dividend on CRPS will absorb ₹ 224.19 lac (inclusive of distribution tax). A proposal for confirmation of the dividend on CRPS will be placed before the shareholders at the ensuing Annual General Meeting.

In view of carried forward losses, no dividend is recommended on Equity Shares.

Operations

Your Directors feel pleasure in informing the members that as a result of various improvement measures undertaken by the management in the past few years, your Company, during the year under review, recorded satisfactory turnover and profitability.

The Company achieved a Turnover of ₹ 648.42 crores for the year ended the 31st March, 2015 against ₹ 653.35 crores in the previous year, ended the 31st March, 2014. The Company achieved a net profit of ₹ 16.69 crores against ₹ 29.47 crores in the previous year.

During the period under review, your Company has been able to achieve production of 17877 MT of cotton yarn (17332 MT), 1526 MT of dyed yarn (1406 MT), 3625 MT of grey knitted fabric (3692 MT), 4804 MT of processed fabric (4737 MT) and 49.42 lac pieces of garments (53.35 lac pieces), without any expansion in capacity.

Industry Scenario

India's textiles and clothing industry is one of the mainstays of the national economy. It is also one of the important sectors in India's exports contributing nearly 13.25% to the country's total exports basket. The textiles industry is labour intensive and is one of the largest employers, employing nearly 35 million people.

Government of India has taken various initiatives for the development of the textiles sector i.e 13 new textiles parks were approved which is estimated to bring in private sector investment of about ₹ 3240 crore and generate direct employment for about 35,000 persons over the next three years. Further, with a vision to create friendly economy the government introduced several initiatives i.e. duty free entitlement to garment exporters, 24/7 customs clearance facility resulting in faster clearance of import and export cargo etc.

Over the past few years, India has achieved significant growth in cotton production. About a decade ago, India was barely self sufficient to meet its requirement of cotton from domestic production but is now poised to overtake China to become the world's biggest producer of cotton this year. During 2014-15, the area under cotton cultivation in India has furthered increased to a record level of 125 lakh hectares. India Cotton Federation (IFC) estimates a record harvest of 40 million bales during 2014-15, a growth of about 8% over 37.5 million bales in 2013-14.

Modernization and Expansion

Your Directors, in their previous report, informed the members about modernization plan to replace some equipment which were very old. Your Directors have pleasure in informing the members, that a modernization & expansion plan involving a capex of ₹ 40 crore has been completed during the year under review. This will result in improvement in quality and productivity leading to higher profitability.

Your Directors, in order to reduce the cost of power generation have approved the project for a 33 KVA Dedicated Feeder line for the supply of power directly from the Grid which involves a total cost of ₹ 103 lac. Further, in order to utilize the full Dye House capacity, your Directors have agreed to purchase additional knitting machines involving a total outlay of ₹ 571 lac. The purchase of additional machines will reduce overall production costs.

Your Directors feel pleasure in informing you that the Company has embarked upon a further modernization of the spinning unit and increase in capacity of Garment unit involving a capital outlay of ₹ 470 lac for Spinning Unit and ₹ 460 lac for Garment Unit to be funded through internal accruals and loans.

No material changes and commitments have occurred between the end of the financial year till the date of the report, which in turn affect the financial position of the Company.



Corporate Social Responsibility

Corporate Social Responsibility (CSR) is core to our business. Your Company always strived to achieve a balance between environment, social imperatives and the expectations of our stakeholders. It is a continuous journey wherein due importance is given to education especially to the girl child, creating a healthy environment, creating new opportunities and maintaining ethical business standard.

With the Corporate Social Responsibility now becoming a statutory obligation, your Directors had during the year under review, formally constituted a Corporate Social Responsibility Committee comprising of Shri P. S. Dasgupta, Shri Shekhar Agarwal and Shri Shantanu Agarwal. Your Directors, upon recommendation of the CSR Committee, adopted CSR Policy during the year and initiated its implementation.

During the year the Company has identified the activity concerning the promotion of education with special focus on girl child education. Further, the Company is in the process of enlarging the scope of CSR activities and other activities to be undertaken.

The detail of the CSR spend by the Company is enclosed as Annexure - I forming part of this report.

Annual Return

Pursuant to Section 92 of the Companies Act, 2013, read with Rule 12 of The Companies (Management and administration) Rules, 2014, the Annual Return is attached as Annexure – II.

Directors and Key Managerial Personnel

Your Directors in their previous report informed the members about the resignation of Shri L.N. Jhunjunwala, Chairman-Emeritus and the founder of the Company as well as the Group from the directorship of the Company. Your Directors had also informed the members that Shri L.N. Jhunjunwala upon the unanimous request of the Board of Directors had agreed to continue as Chairman –Emeritus. Your Directors are thankful to Shri L.N. Jhunjunwala for his continuous guidance to them and the Company.

As informed to the members in the previous report by your Directors, Dr. Kamal Gupta, Shri D.N. Davar and Shri P. S. Dasgupta, Independent Directors were appointed for a term of 5 years by the Shareholders at the last Annual General Meeting held on the 26th September, 2014.

Your Directors further inform the members that, during the year under review, Shri Shantanu Agarwal was appointed as a director of the Company. Smt. Geeta Mathur was appointed as an Additional Director in the category of Independent Director. Smt. Geeta Mathur brings with her vast experience in the field of Banking and Finance.

Your Directors take this opportunity to welcome Shri Shantanu Agarwal and Smt. Geeta Mathur on the Board of Directors. The proposal for confirmation of appointment of Smt. Geeta Mathur as an Additional Director as well as an Independent Director for a term of 5 years shall be put up before the ensuing Annual General Meeting.

Shri Shantanu Agarwal, Director retires by rotation and being eligible offers himself for reappointment.

Your Directors further inform the members that declaration has been

taken from the independent directors at the beginning of the financial year stating that they meet the criteria of independence as specified under sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

During the year, Shri Shekhar Agarwal, Managing Director & CEO of the Company, Ms. Sweta Garg, Company Secretary of the Company and Shri P. S. Puri, Chief Financial Officer of the Company were designated as Key Managerial Personnel.

Directors' Appointment and Remuneration Policy

Pursuant to the provision of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors on the recommendation of Nomination and Remuneration Committee has framed a policy for the appointment of Directors and Senior Management and their remuneration. The policy forms part of the Board Report and is annexed as Annexure - III.

Annual Evaluation by the Board

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing agreement, annual evaluation has been done by the Board of its own performance, its Committees and the individual Directors. The manner of evaluation is mentioned in the Nomination and Remuneration policy forming part of this Report.

Further, every independent director of the Company is familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Particulars of Loans, Guarantees or Investments

Details of loans, Guarantees and Investments are given in the notes to the Financial Statements at appropriate places.

Particulars of Contracts or Arrangements with Related Parties

All contracts / arrangements / transaction entered into by the Company during the financial year with the related parties are on arm's length basis and in the ordinary course of business. During the financial year, there was no material contract or arrangements entered into by the Company with any of the related party. Your Directors draw attention of the members to Note 2.8.8 to the financial statement which contain particulars with respect to related parties. The policy on dealing with the Related Party Transactions as approved by the Board of Directors is disclosed on the website of the Company under the following link:

http://maraloverseas.com/pdf/Policy_on_Related_Party_Transaction.pdf

Significant and Material Orders Passed by The Regulators or Courts

There are no significant and material orders passed by the regulators or courts.

Auditors Appointment

Statutory Auditors

The Company's Auditors M/s. Doogar & Associates (Firm Reg. No. 000561N) and M/s. Ashim & Associates (Firm Reg. No. 006064N),

who retire at the conclusion of the ensuing Annual General Meeting, are eligible for re-appointment. Further, they have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

The observations of the Auditors, if any, are explained wherever necessary, in the appropriate notes to the accounts. The Auditors' Report does not contain qualification, reservation or adverse remark.

Internal Auditors

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, the Company has appointed M/s. P.K. Deora & Co., Chartered Accountants (Firm Reg. No. 004167N) and M/s. KRA & Associates, Chartered Accountants (Firm Reg. No. 002352N) as the internal auditors of the Company.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Shri D.P. Gupta, Practicing Company Secretary holding Membership No. FCS 2411 and Certificate of Practice No. 1509 proprietor of M/s SGS, Company Secretaries, Delhi, as the Secretarial Auditor of the Company. The Secretarial Audit Report does not contain qualification, reservation or adverse remark.

The Report of Secretarial Audit is annexed as Annexure - IV.

Cost Auditor

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014 and Notification issued by Ministry of Corporate Affairs dated 31st December, 2014, textile Companies were required to get their cost records audited from the financial year commencing on or after 1st day of April, 2015. The Company has appointed M/s K. G. Goyal & Co. (Firm Reg. No. 000017) as the cost auditor of the Company for the Financial Year 2015-16.

Risk Management Policy

The Company has adopted a risk management policy which aims at creating and protecting shareholders' value by minimizing threats and weaknesses and identifying and maximizing opportunities. Pursuant to the policy, your Directors periodically review the risks associated with the business or threaten the prospects of the Company.

Corporate Governance

The Company has been practicing good Corporate Governance over a period of time and lays emphasis on transparency, accountability and integrity. Company conforms to the code of corporate governance as stipulated under the Listing Agreement which is also published on the website of the Company.

Report on Corporate Governance along with the Certificate of Auditors, M/s. Doogar & Associates (Firm Reg. No. 000561N) and M/s. Ashim & Associates, (Firm Reg. No. 006064N) Chartered Accountants, confirming compliance of conditions of Corporate Governance as

stipulated under Clause 49 of the Listing Agreement, forms part of the Annual Report.

Whistle Blower Policy

With the objective of pursuing the business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior and to encourage and protect the employees who wish to raise and report their genuine concerns about any unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct, the Company has adopted a Whistle Blower Policy. The Company has adopted a framework whereby the identity of the complainant is not disclosed. The policy has been disclosed on the website of the Company, the link of which is given hereunder:

http://www.maraloverseas.com/pdf/Whistle_Blower_Policy.pdf

Management Discussion and Analysis Report

Management Discussion and Analysis Report, as required by clause 49 of Listing Agreement, forms part of the Annual Report.

Internal Control Systems

The Audit Committee, in consultation with the Board, is responsible for establishing and maintaining adequate internal control systems in the operations of the Company to ensure that the information, which is provided to the management, is timely and reliable. The controls have been designed to provide a reasonable assurance of maintaining proper accounting controls for ensuring reliability of financial reporting, protecting assets from unauthorized use or losses, compliances with statutory regulations. The Company has continued its efforts to align all its processes and controls with global best practices. These systems ensure that transactions are executed in accordance with specified policies and resources are deployed prudently as per the business plan.

The annual business plan is presented to the Audit Committee at the beginning of every financial year and regular updates are presented on a quarterly basis to the Committee and the Board. The Action Taken Report of the previous meeting is presented in the ensuing meeting and members are regularly updated about the actions taken.

The Company's internal control systems comprise of compliance by in-house staff supplemented by internal audit checks by the internal auditors.

The internal auditors independently evaluate the adequacy of internal controls and periodically audit the majority of the transactions in value terms. Internal Auditors report directly to the Audit Committee of the Board.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The information required to be disclosed pursuant to Section 134(3) (m) of the Companies Act, 2013 read with the Rules, 8(3) of the Companies (Accounts) Rules, 2014 is given in Annexure – V forming part of this Report.



Particulars of Employees

The information pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the name along with the particulars drawing remuneration in excess of the limits of the employees is annexed as Annexure – VI.

Further, disclosures pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the relevant statement is annexed as Annexure - VII.

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors state that:

- in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same;
- appropriate Accounting Policies have been selected and applied consistently and they have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2015 and of the Profit and Loss of the Company for the year ended on that date;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions

of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- the Annual Accounts have been prepared on a going concern basis.
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Acknowledgements

Your Directors place on record the diligent efforts made by the employees at all levels in discharging their responsibilities. We would like to thank all our clients, vendors, bankers, other business associates, Central and State Government for their continued support and encouragement during the year and their confidence towards the management.

The directors also thank the investors for their continued faith in the Company.

For and on behalf of the Board

Ravi Jhunjhunwala
Chairman
DIN -00060972

Noida (U.P)
5th May, 2015

ANNEXURE - I TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2014-15

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to web-link to the CSR policy and projects or programmes.**

The brief outline of the Company's CSR policy is as under:

The Company recognizes CSR as a vital part of corporate activity and is therefore committing itself to a course of social responsibility in accordance with this CSR Policy for the sustainable development of society and business.

Identify, in partnership with public/ private / local communities, social projects where Company can make a positive contribution and implement sustainable Community Development Programs for the underprivileged.

Endeavor to make a positive contribution to the local Communities towards improving their living conditions by utilization of resources towards development of a sustainable society that is in harmony with the environment and local customs.

To promote social contribution activities to realize a better society and also encourage our employees to serve communities by volunteering and sharing their skills and expertise.

To disclose information openly and transparently in order to maintain and develop a relationship of trust with the Communities and act responsibly towards them through various means of communication.

The overview of projects or programmes undertaken and proposed to be undertaken are as under:

EDUCATION – promoting literacy & education with special focus on girl child education, support schools for all by providing appropriate school building & infrastructure whether by renovating, repairing existing or construction of new infrastructure, improvement in teaching standards, better continuity resulting in sustained interest of the child in education.

LIVING ENVIRONMENT - improve local infrastructure and access to sustainable energy and water supplies.

HEALTH -personal and community health support,

EMPLOYMENT – promoting employment enhancing vocational training in technical courses and creating opportunities for skill development in tailoring, embroidery & crochet work, other skills, which facilitate the youth either to gain employment or be self employed and thereby make the community members self-reliant.

Setting up or maintaining orphanages for the underprivileged children in rural and semi-rural areas.

Weblink:

http://www.maraloverseas.com/pdf/CSR_Policy.pdf

2. **The Composition of CSR Committee.**

Shri P.S. Dasgupta (Chairman)

Shri Shekhar Agarwal

Shri Shantanu Agarwal

3. **Average net profit of the Company for last three financial years.**

Average net profit: ₹ 1975.20 lac

4. **Prescribed CSR Expenditure (two per cent of the amount mentioned in item 3 above)**

The Company is required to spend ₹ 39.50 lac towards CSR



5. Details of CSR spent during the financial year;

(a) Total amount to be spent for the financial year;

₹ 39.50 lac

(b) Amount unspent, if any;

The amount of ₹ 29.40 lac remain unspent during the year.

(c) Manner in which the amount spent during the financial year is detailed below.

₹ In lac

Sr. No.	CSR Project or activities identified	Sector	Locations	Amount Outlay (Budget) project or Programs wise	Amount spent on the Project or Programs	Cumulative Expenditure upto reporting period i.e. FY 2014-15	Amount spent: Direct or through implementing agency
			District (State)				
1.	Promoting education with special focus on girl child education.	Literacy	Khargone (Madhya Pradesh)	10.10	10.10	10.10	IIMPACT, Charitable trust

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount in its Board report.

The amount of ₹ 29.40 lac remained unspent during the year. As it was the first year, the process of finalizing the CSR policy, identification of the CSR activity to be undertaken took time and in this process first half of the year had been completed. The Company then started with 20 learning centres for girl child education to assess the success of the program.

The Company is in the process of enlarging the scope of CSR activities and other activities to be undertaken. The effectiveness of this expenditure is under observation and the activity will expand gradually. Further, the amount which remain unspent for the financial year 2014-15, will be utilized in financial year 2015-16, along with the obligation of the amount which is to be spent for the financial year 2015-16.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the company.

CSR Committee confirms that the implementation and monitoring of CSR policy is in compliance with CSR objectives of the Company which are being met with definitive and clear objectives and dialogue with the stakeholders and sharing of knowledge and building of trust.

Sd/-

Shekhar Agarwal

Managing Director & CEO

DIN: 00066113

Sd/-

P. S. Dasgupta

Chairman, CSR Committee

DIN: 00012552

May 04, 2015

ANNEXURE - II TO DIRECTORS' REPORT**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31st March, 2015**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L17124MP1989PLC008255
- ii) Registration Date : 27th January, 1989
- iii) Name of the Company : MARAL OVERSEAS LIMITED
- iv) Category / Sub-Category of the Company : Public Company/Limited by shares
- v) Address of the Registered office and contact details : Maral Sarovar, V & P.O. Khalbujurg, Tehsil Kasrawad, Khargone, Madhya Pradesh - 451660
Phone No.91-07285-265401-405
Fax No.91-07285-265406
email : maral.investor @ Injbhilwara.com
- vi) Whether listed Company Yes/No. : YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : MCS Share Transfer Agent Limited
F-65, Okhla Industrial Area, Phase-I, New Delhi--110020
Phone No.: 011-41406149-52
Fax No.: 011-41709881
email : helpdeskdelhi@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company are given below:

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	COTTON YARN	5205	48.04
2	KNITTED FABRIC	6003	25.3
3	GARMENTS	6114	17.15

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
	N.A				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders		No. of Shares held at the beginning of the year - 01.04.2014				No. of Shares held at the end of the year - 31.03.2015				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
	a) Individual/HUF	28,18,273	0	28,18,273	6.79	28,17,773	0	28,17,773	6.79	0.00
	b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
	c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00



Category of Shareholders	No. of Shares held at the beginning of the year - 01.04.2014				No. of Shares held at the end of the year - 31.03.2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
d) Bodies Corporate	2,82,91,556	0	2,82,91,556	68.16	2,82,91,556	0	2,82,91,556	68.16	0.00
e) Bank /FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
SUB-TOTAL (A)(1)	3,11,09,829	0	3,11,09,829	74.95	3,11,09,329	0	3,11,09,329	74.95	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0	0.00
b) Other – Individuals	0	0	0	0.00	0	0	0	0	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0	0.00
e) Any Others	0	0	0	0.00	0	0	0	0	0.00
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter(A)= (A)(1) + (A) (2)	3,11,09,829	0	3,11,09,829	74.95	3,11,09,329	0	3,11,09,329	74.95	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	1,100	1,100	0.01	0	1,000	1,000	0.01	0.00
b) Banks / FI	0	300	300	0.00	0	300	300	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	5,800	5,800	0.01	0	5,800	5,800	0.01	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total(B)(1)	0	7,200	7,200	0.02	0	7,100	7,100	0.02	0.00
2. Non- Institutions									
a) Bodies Corporate									
i) Indian	17,88,326	2,502	17,90,828	4.31	22,58,596	2,402	22,60,998	5.45	-1.14
ii) Overseas	0	200	200	0.00	0	200	200	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ` 1 lakh	48,70,544	7,93,108	56,63,652	13.64	42,48,664	7,76,258	50,24,922	12.11	1.53
ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh	28,59,833	0	28,59,833	6.89	29,25,619	0	29,25,619	7.05	-0.16
c) Others									
i) NRI	59,916	800	60,716	0.15	80,633	800	81,433	0.19	-0.04
ii) Clearing Member	15,742	0	15,742	0.04	98,399	0	98,399	0.23	-0.19
Sub-Total (B) (2):-	95,94,361	7,96,610	1,03,90,971	25.03	96,11,911	7,79,660	1,03,91,571	25.03	0.00
Total Public Shareholding (B)=(B)(1) + (B)(2)	95,94,361	8,03,810	1,03,98,171	25.05	96,11,911	7,86,760	1,03,98,671	25.05	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	4,07,04,190	8,03,810	4,15,08,000	100.00	4,07,21,240	7,86,760	4,15,08,000	100.00	0.00

(ii) *Shareholding of Promoters*

Sl No.	Shareholder's Name	Shareholding at the beginning of the years - on 01.04.2014			Shareholding at the end of the year as - on 31.03.2015			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares*	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to Total Shares	
1	Agarwal Trademart Pvt. Limited	1,97,60,000	47.61	33.21	1,97,60,000	47.61	33.21	0
2	Essay Marketing Co. Ltd.	33,56,700	8.09	0.00	33,56,700	8.09	0.00	0
3	Jyoti Knits Pvt. Limited	19,78,200	4.77	0.00	19,78,200	4.77	0.00	0
4	Diplomat Leasing and Finance (P) Ltd.	11,35,500	2.74	0.00	11,35,500	2.74	0.00	0
5	Agarwal Finestate Pvt. Ltd	7,70,301	1.86	0.00	7,70,301	1.86	0.00	0
6	Mayur Knits Pvt. Ltd.	7,45,855	1.80	0.00	7,45,855	1.80	0.00	0
7	Raghav Knits and Textiles Pvt. Ltd.	5,45,000	1.31	0.00	5,45,000	1.31	0.00	0
8	Shri Shekhar Agarwal	7,55,573	1.82	1.82	7,55,573	1.82	1.82	0
9	Smt Shashi Agarwal	6,87,600	1.66	0.00	6,87,600	1.66	0.00	0
10	Shri Shantanu Agarwal	5,54,500	1.34	0.00	5,54,500	1.34	0.00	0
11	Miss Shuchi Agarwal	4,06,100	0.98	0.00	4,06,100	0.98	0.00	0
12	Shri Shekhar Agarwal HUF	4,03,800	0.97	0.97	4,03,800	0.97	0.97	0
13	Shri Shekhar Agarwal	2,750	0.01	0.00	2,750	0.01	0.00	0
14	Shri Shekhar Agarwal	2,750	0.01	0.00	2,750	0.01	0.00	0
15	Smt Alka Agarwal	4,200	0.01	0.00	4,200	0.01	0.00	0
16	Shri Uma Shankar Saraogi	1,000	0.00	0.00	500	0.00	0.00	0
	Total	3,11,09,829	74.95	36.00	3,11,09,329	74.95	36.00	

*The term "encumbrance" has the same meaning as assigned to it in regulation 28(3) of the SEBI (Substantial Acquisition of Share and Takeover) Regulation, 2011

(iii) *Change in Promoters' Shareholding*

Sl. No		Shareholding at the beginning of the year - 01.04.2014		Cumulative Shareholding during the year - 31.03.2015	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
	At the beginning of the year (01.04.2014)	3,11,09,829	74.95		
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase// decrease (e.g.allotment /transfer /bonus/Sweat equity etc):	#		#	
	At the End of the year-31.03.2015	3,11,09,329	74.95		



Acquisition of Shares by the Promoters Group

Sl No.	Shareholder's Name	Shareholding at the beginning of the years - 01.04.2014			Shareholding at the end of the year as - 31.03.2015			% of Total Shares of the Company
		No. of Shares	% of Total Shares of the Company	Date	Increase/ Decrease In Shareholding	Reason	No. of Shares	
1	Shri Uma Shankar Saraogi	1,000	0.00	01.04.2014				
				13.02.2015	-500	Transfer	500	0.00
		500	0.00	31.03.2015			500	0.00

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the Year (01.04.14 To 31.03.2015)	
		No of Shares at the Beginning (01-04-14)/ End of the Year (31.03.2015)	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
1	Arshia Trademart Private Limited	348832	0.84	01.04.2014	0	Nil Movement During The Year		
		348832	0.84	31.03.2015			348832	0.84
2	Santosh Sitaram Goenka	249501	0.6	01.04.2014				
				02.05.2014	12123	Transfer	261624	0.63
				16.05.2014	9407	Transfer	271031	0.65
				23.05.2014	20	Transfer	271051	0.65
				20.06.2014	-31570	Transfer	239481	0.58
				18.07.2014	3775	Transfer	243256	0.59
				22.08.2014	4414	Transfer	247670	0.60
				30.09.2014	-8732	Transfer	238938	0.58
				14.11.2014	5850	Transfer	244788	0.59
				06.02.2015	-21939	Transfer	222849	0.54
				20.02.2015	-15396	Transfer	207453	0.50
				27.02.2015	-41330	Transfer	166123	0.40
				06.03.2015	-43409	Transfer	122714	0.30
				13.03.2015	-27763	Transfer	94951	0.23
				20.03.2015	-1500	Transfer	93451	0.23
		93451	0.23	31.03.2015			93451	0.23
3	JDM Financial Services Limited	231416	0.56	01.04.2014	0	NIL movement during the year		
		231416	0.56	31.03.2015			231416	0.56

Sl. No.	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the Year (01.04.14 To 31.03.2015)	
		No of Shares at the Beginning (01-04-14)/ End of the Year (31.03.2015)	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
4	Nilima Upendra Mehta	141298	0.34	01.04.2014				
				13.06.2014	-9447	Transfer	131851	0.32
				20.06.2014	500	Transfer	132351	0.32
				12.09.2014	16298	Transfer	148649	0.36
				17.10.2014	6000	Transfer	154649	0.37
				17.10.2014	12120	Transfer	166769	0.40
				24.10.2014	50	Transfer	166819	0.40
				21.11.2014	9378	Transfer	176197	0.42
				09.01.2014	250	Transfer	176447	0.43
				16.01.2015	-120499	Transfer	55948	0.13
				06.02.2015	-11441	Transfer	44507	0.11
				13.02.2015	1000	Transfer	45507	0.11
				20.02.2015	12104	Transfer	57611	0.14
				27.02.2015	-11387	Transfer	46224	0.11
				06.03.2015	16479	Transfer	62703	0.15
				13.03.2015	5553	Transfer	68256	0.16
				20.03.2015	-32692	Transfer	35564	0.09
		35564	0.09	31.03.2015			35564	0.09
5	Jagdish Prasad Kasera	130000	0.31	01.04.2014	0	NIL movement during the year		
		130000	0.31	31.03.2015			130000	0.31
6	Sunita Santosh Goenka	95909	0.23	01.04.2014				
				25.04.2014	7723	Transfer	103632	0.25
				02.05.2014	7728	Transfer	111360	0.27
				23.05.2014	5521	Transfer	116881	0.28
				13.06.2014	-8308	Transfer	108573	0.26
				20.06.2014	-9353	Transfer	99220	0.24
				16.09.2014	600	Transfer	99820	0.24
				31.10.2014	2550	Transfer	102370	0.25
				14.11.2014	670	Transfer	103040	0.25
				06.02.2015	-5025	Transfer	98015	0.24
				13.02.2015	-11540	Transfer	86475	0.21
				20.02.2015	-3893	Transfer	82582	0.20
				27.02.2015	-21537	Transfer	61045	0.15
				06.03.2015	-701	Transfer	60344	0.15
				13.03.2015	-2901	Transfer	57443	0.14
		57443	0.14	31.03.2015			57443	0.14



Sl. No.	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the Year (01.04.14 To 31.03.2015)	
		No of Shares at the Beginning (01-04-14)/ End of the Year (31.03.2015)	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
7	Kanak Garg	90000	0.22	01.04.2014				
		90000	0.22	30.01.2015	-90000	Transfer	0	0
		0	0.00	31.03.2015			0	0
8	Jagdish Prasad Kasera	90000	0.22	01.04.2014	0	NIL movement during the year		
		90000	0.22	31.03.2015			90000	0.22
9	Swapnil Upendra Mehta	87968	0.21	01.04.2014	0	NIL movement during the year		
		87968	0.21	31.03.2015			87968	0.21
10	Anil Kumar Garg	86000	0.21	01.04.2014				
				01.08.2014	-17000	Transfer	69000	0.17
				08.08.2014	-9000	Transfer	60000	0.14
				07.11.2014	-20000	Transfer	40000	0.10
				16.01.2014	-3000	Transfer	37000	0.09
				23.01.2014	-27000	Transfer	10000	0.02
				30.01.2015	-10000	Transfer	0	0.00
		0	0	31.03.2015			0	0.00
11	Bonanza Portfolio Ltd	0	0	01.04.2014				
				09.05.2014	133277	Transfer	133277	0.32
				16.05.2014	15670	Transfer	148947	0.36
				23.05.2014	3899	Transfer	152846	0.37
				30.05.2014	1701	Transfer	154547	0.37
				06.06.2014	-84401	Transfer	70146	0.17
				13.06.2014	3493	Transfer	73639	0.18
				20.06.2014	3518	Transfer	77157	0.19
				30.06.2014	49821	Transfer	126978	0.31
				04.07.2014	5300	Transfer	132278	0.32
				11.07.2014	-3024	Transfer	129254	0.31
				18.07.2014	-1570	Transfer	127684	0.31
				22.08.2014	600	Transfer	128284	0.31
				29.08.2014	-4000	Transfer	124284	0.30
				05.09.2014	200	Transfer	124484	0.30
				12.09.2014	301	Transfer	124785	0.30
				16.09.2014	11397	Transfer	136182	0.33
				19.09.2014	1951	Transfer	138133	0.33
				30.09.2014	-13597	Transfer	124536	0.30
				10.10.2014	-10400	Transfer	114136	0.27

Sl. No.	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the Year (01.04.14 To 31.03.2015)	
		No of Shares at the Beginning (01-04-14)/ End of the Year (31.03.2015)	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
				17.10.2014	-2400	Transfer	111736	0.27
				24.10.2014	-1	Transfer	111735	0.27
				31.10.2014	-193	Transfer	111542	0.27
				07.11.2014	1300	Transfer	112842	0.27
				14.11.2014	-970	Transfer	111872	0.27
				12.12.2014	-650	Transfer	111222	0.27
				19.12.2014	6742	Transfer	117964	0.28
				31.12.2014	-8877	Transfer	109087	0.26
				09.01.2015	-2487	Transfer	106600	0.26
				23.01.2015	5100	Transfer	111700	0.27
				30.01.2015	85000	Transfer	196700	0.47
				06.02.2015	-3169	Transfer	193531	0.47
				20.02.2015	-1931	Transfer	191600	0.46
				27.02.2015	-34900	Transfer	156700	0.38
				06.03.2015	-17000	Transfer	139700	0.34
				13.03.2015	975	Transfer	140675	0.34
				20.03.2015	-200	Transfer	140475	0.34
		140175	0.34	31.03.2015	-300	Transfer	140175	0.34
12	Master Capital Services Ltd	0	0	01.04.2014				
				06.06.2014	91010	Transfer	91010	0.22
				13.06.2014	37544	Transfer	128554	0.31
				20.06.2014	-225	Transfer	128329	0.31
				30.06.2014	-3721	Transfer	124608	0.30
				04.07.2014	5292	Transfer	129900	0.31
				11.07.2014	13700	Transfer	143600	0.35
				18.07.2014	5220	Transfer	148820	0.36
				25.07.2014	42021	Transfer	190841	0.46
				01.08.2014	6951	Transfer	197792	0.48
				08.08.2014	11093	Transfer	208885	0.50
				15.08.2014	7742	Transfer	216627	0.52
				22.08.2014	3326	Transfer	219953	0.53
				29.08.2014	-3632	Transfer	216321	0.52
				05.09.2014	-5711	Transfer	210610	0.51
				12.09.2014	3136	Transfer	213746	0.51
				16.09.2014	5507	Transfer	219253	0.53
				30.09.2014	4279	Transfer	223532	0.54
				10.10.2014	1641	Transfer	225173	0.54
				17.10.2014	1001	Transfer	226174	0.54
				24.10.2014	3828	Transfer	230002	0.55



Sl. No.	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the Year (01.04.14 To 31.03.2015)	
		No of Shares at the Beginning (01-04-14)/ End of the Year (31.03.2015)	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
				31.10.2014	3099	Transfer	233101	0.56
				07.11.2014	-3676	Transfer	229425	0.55
				14.11.2014	-1945	Transfer	227480	0.55
				21.11.2014	607	Transfer	228087	0.55
				28.11.2014	4751	Transfer	232838	0.56
				05.12.2014	56934	Transfer	289772	0.70
				12.12.2014	2592	Transfer	292364	0.70
				19.12.2014	-1740	Transfer	290624	0.70
				31.12.2014	2722	Transfer	293346	0.71
				09.01.2015	400	Transfer	293746	0.71
				16.01.2015	-4192	Transfer	289554	0.70
				23.01.2015	-450	Transfer	289104	0.70
				30.01.2015	-6159	Transfer	282945	0.68
				06.02.2015	-16893	Transfer	266052	0.64
				13.02.2015	-10050	Transfer	256002	0.62
				20.02.2015	-2332	Transfer	253670	0.61
				27.02.2015	-31759	Transfer	221911	0.53
				06.03.2015	-50234	Transfer	171677	0.41
				13.03.2015	-100	Transfer	171577	0.41
				20.03.2015	-2560	Transfer	169017	0.41
		167017	0.40	31.03.2015	-2000	Transfer	167017	0.40
13	Motilal Oswal Securities Ltd - Derivatives Margin	0	0	01.04.2014				
				13.06.2014	56615	Transfer	56615	0.14
				20.06.2014	-1000	Transfer	55615	0.13
				11.07.2014	26	Transfer	55641	0.13
				25.07.2014	312	Transfer	55953	0.13
				01.08.2014	623	Transfer	56576	0.14
				08.08.2014	905	Transfer	57481	0.14
				15.08.2014	941	Transfer	58422	0.14
				22.08.2014	236	Transfer	58658	0.14
				29.08.2014	310	Transfer	58968	0.14
				24.10.2014	-32	Transfer	58936	0.14
				31.10.2014	-600	Transfer	58336	0.14
				28.11.2014	-7556	Transfer	50780	0.12
				19.12.2015	6670	Transfer	57450	0.14
				09.01.2015	-300	Transfer	57150	0.14
				16.01.2015	-300	Transfer	56850	0.14
				30.01.2015	42338	Transfer	99188	0.24
				06.02.2015	-29698	Transfer	69490	0.17

Sl. No.	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the Year (01.04.14 To 31.03.2015)	
		No of Shares at the Beginning (01-04-14)/ End of the Year (31.03.2015)	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
				20.02.2015	10800	Transfer	80290	0.19
		80290	0.19	31.03.2015			80290	0.19
14	Chetan Rasiklal Shah	0	0	01.04.2014				
				05.12.2014	100000	Transfer	100000	0.24
		100000	0.24	31.03.2015			100000	0.24
15	Kanchan Sunil Singhania	0	0	01.04.2014				
				06.02.2015	99828	Transfer	99828	0.24
				20.02.2015	5478	Transfer	105306	0.25
				27.02.2015	198	Transfer	105504	0.25
				06.03.2015	801	Transfer	106305	0.26
				20.03.2015	33045	Transfer	139350	0.34
		139350	0.34	31.03.2015			139350	0.34
16	Rajkumar Harlalka	0	0	01.04.2014				
				27.02.2015	74500	Transfer	74500	0.18
				06.03.2015	25500	Transfer	100000	0.24
		100000	0.24	31.03.2015			100000	0.24

(v) *Shareholding of Directors and Key Managerial Personnel*

Sl No.	Name For each of the Directors and Key Managerial Personnel	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the year 01.04.2014 to 31.03.2015	
		No. of Shares at the beginning 01.04.2014/ end of the year 31.03.2015	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
1	Shri Shekhar Agarwal	7,55,573	1.82	01.04.2014	0	Nil movement during the year		
	(Managing Director & CEO)(KMP)	7,55,573	1.82	31.03.2015			7,55,573	1.82
2	Shri Shantanu Agarwal	5,54,500	1.34	01.04.2014	0	Nil movement during the year		
	(Director)	5,54,500	1.34	31.03.2015			5,54,500	1.34
3	Shri D.N. Davar	1,000	0.00	01.04.2014	0	Nil movement during the year		
	(Director)	1,000	0.00	31.03.2015			1,000	0.00
4	Dr Kamal Gupta	1,000	0.00	01.04.2014	0	Nil movement during the year		
	(Director)	1,000	0.00	31.03.2015			1,000	0.00



SI No.	Name For each of the Directors and Key Managerial Personnel	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding during the year 01.04.2014 to 31.03.2015	
		No. of Shares at the beginning 01.04.2014/ end of the year 31.03.2015	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
5	Shri P.S. Dasgupta	0	0.00	01.04.2014	0	Nil movement/ holding during the year		
	(Director)	0	0	31.03.2015			0	0.00
6	Smt Geeta Mathur	0	0.00	01.04.2014		Nil movement/ holding during the year		
	(Director)	0	0	31.03.2015			0	0.00
7	Shri P.S. Puri	550	0.00	01.04.2014	0	Nil movement during the year		
	(Chief Financial Officer & KMP)	550	0.00	31.03.2015			550	0.00
8	Ms. Sweta Garg	0	0.00	01.04.2014	0	Nil movement/ holding during the year		
	(Company Secretary & KMP)	0	0	31.03.2015			0	0.00

V. Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lac)

SI No.		Secured Loans excluding deposit	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year (01.04.2014)				
	i) Principal Amounts	21,121.73	500.00	–	21,621.73
	ii) Interest due but not paid	2.51	–	–	2.51
	iii) Interest accrued but not due	106.30	–	–	106.30
	Total (i + ii + iii)	21,230.54	500.00	–	21,730.54
	Change in indebtedness during the financial year				
	. Addition	3,723.00	–	–	3,723.00
	. Reduction	5,260.41	–	–	5,260.41
	Net Change	-1,537.41	–	–	-1,537.41
2	Indebtedness at the end of the financial year (31.03.2015)				
	i) Principal Amounts	19,584.32	500.00	–	20,084.32
	ii) Interest due but not paid		–	–	0
	iii) Interest accrued but not due	119.43	27.02	–	146.45
	Total (i + ii + iii)	19,703.75	527.02	–	20,230.77

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lac)

Sl. No.	Particulars of Remuneration	Name of MD : Shri Shekhar Agarwal Managing Director & CEO	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	109.98	109.98
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4.51	4.51
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	–	–
2	Stock Option	–	–
3	Sweat Equity	–	–
4	Commission	42.00	42.00
	– as % of profit	–	–
	– others, specify	–	–
	Others, please specify	–	–
	Total* (A)	156.49	156.49
	Ceiling as per the Act		214.17

* Remuneration paid or payable to Managing Director is subject to the approval of the Company in general meeting, as required in terms of second proviso to Section 197(1) of the Companies Act, 2013.

B. Remuneration to other directors:

(₹ in Lac)

Sl No.	Particulars of Remuneration	Name of Directors						Total Amount
1	Independent Directors	Dr. Kamal Gupta	Shri D.N. Davar	Shri P.S. Dasgupta	Smt Geeta Mathur	Shri Ravi Jhunjunwala	Shri Shatanu Agarwal	
	– Fee for attending board/committee meetings	6.90	5.90	5.10	1.50	–	–	19.40
	– Commission	–	–	–	–	–	–	–
	– Others, please specify	–	–	–	–	–	–	–
	Total (1)	6.90	5.90	5.10	1.50	–	–	19.40
2	Other Non-Executive Directors							
	– Fee for attending board/committee meetings	–	–	–	–	1.20	1.70	2.90
	– Commission	–	–	–	–	–	–	–
	– Others, please specify	–	–	–	–	–	–	–
	Total (2)	–	–	–	–	1.20	1.70	2.90
	Total (B)=(1+2)	6.90	5.90	5.10	1.50	1.20	1.70	22.30
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act							21.41



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB

(` in Lac)

	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	N.A.	4.94	71.00	75.94
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		–	5.34	5.34
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961		–	–	–
2	Stock Option		–	–	–
3	Sweat Equity		–	–	–
4	Commission		–	–	–
	– as % of profit		–	–	–
	– others, specify		–	–	–
	Others, please specify		–	–	–
	Total (C)		4.94	76.34	81.28

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors		NIL			
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

ANNEXURE - III TO DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, every Listed Company is required to constitute a Nomination and Remuneration Committee with at least three or more non-executive Directors, out of which not less than one half shall be independent directors. The Company has already a Remuneration Committee with three Non Executive Independent Directors. In order to align the same with the provisions of the Companies Act, 2013, and the Listing Agreement as amended from time to time, the Board of Directors at their meeting held on the 22nd April, 2014, renamed the "Remuneration Committee" as "Nomination and Remuneration Committee".

The Nomination and Remuneration Committee and its Policy being in compliance with the provisions of Section 178 of the Companies Act, 2013, read with the applicable Rules so also, Clause 49 of the Listing Agreement, applies to the Board of Directors, Key Managerial Personnel and the Senior management Personnel of the Company.

"Key Managerial Personnel" (KMP) means and comprise -

- Managing Director & Chief Executive Officer;
- Whole-time Director;
- Company Secretary;
- Chief Financial Officer;
- Such other Officer as may be prescribed.

Senior Management comprise the personnel of the Company who are members of its core management team, excluding the Board of Directors, so also, that would also include all members of management one level below the Executive Directors, including Functional Heads.

Role and Objective of Committee:

1. To Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
2. Identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down in the policy.
3. Recommend to the Board the appointment and removal of Directors and Senior Management.
4. Carry out evaluation of every Director's performance.
5. Formulate criteria for evaluation of Independent Directors and the Board.
6. Recommend to the Board a Policy, relating to the remuneration for the directors, key managerial personnel and Senior management.
7. To devise a policy on Board diversity.
8. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run Company successfully.
9. To ensure the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
10. To develop a Succession Plan for the Board and to review it regularly.
11. To perform such other functions as may be referred by the Board or be necessary in view of the Listing Agreement and the provisions of the Companies Act, 2013 and Rules made thereunder.

Membership :

1. The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive directors and at least half of them shall be independent.
2. Minimum two (2) members shall constitute a Quorum for a Committee meeting.
3. Membership of the Committee shall be disclosed in the Annual Report.
4. Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairman:

1. Chairman of the Committee shall be an Independent Director.
2. Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
3. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.



- Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

Frequency of Meetings:

The meeting of the Committee shall be held at such regular intervals as may be required.

Committee Member's Interests:

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Voting :

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall, for all purposes, be deemed to be a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Appointment of Directors/KMP/Senior Officials:

While recommending a candidate for appointment, the Committee shall have regard to:

- Assessing the appointee against a range of criteria which includes but not limited to qualifications, skills, experience, background and other qualities required to operate successfully;
- The experience and knowledge that the appointee brings to the role of KMP/Senior Officials, which, in turn, will enhance the skill sets and experience of the Board as a whole;
- The nature of existing positions held by the appointee including directorship and such other relationship and the impact of the same on the Company's welfare.

Letter of Appointment:

Each Independent Director is required to sign the duplicate copy of the letter of appointment issued by the Company, which contains the terms and conditions of his/her appointment.

Policy on Board Diversity:

The Nomination and Remuneration Committee shall ensure that the Board of Directors have the combination of Directors from different areas/ fields or as may be considered appropriate in the best interests of the Company. The Board shall have atleast one Board member who has accounting/financial management expertise.

Remuneration of Directors, Key Managerial Personnel and Senior Management:

The salaries of Directors, Key Management Personnel and other senior officials shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

1. Fixed Pay :

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The salary paid need to be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities to be usually reviewed on an annual basis.

2. Minimum Remuneration :

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provision for excess remuneration :

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it, unless permitted by the Central Government.

4. Increment :

Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board, which should be within the slabs approved by the Shareholders in the case of Managerial Person.

Remuneration to Non-Executive/Independent Director:

1. Remuneration/Commission:

The remuneration/commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the Rules made there under for the time being in force.

2. Sitting Fees:

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee(s) thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Other Provisions:

- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole Time Director, and its Manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.
- The Company, with the approval of the Shareholders and Central Government, may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V.
- The Company may, with the approval of the shareholders, authorise the payment of remuneration upto ten percent of the net profits of the Company to its any one or more Managing Director/Whole Time Director/Manager as permitted under the Act.
- The Company may pay remuneration to its Directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a Managing Director or Whole Time Director or Manager and three percent of the net profits in any other case.
- The Independent Directors shall not be entitled to any Stock Option.

Evaluation/ Assessment of Directors/ KMPs/Senior Officials of the Company

The evaluation/assessment of the Directors, KMPs and the senior Officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the Listing Agreement.

The following criteria may assist in determining how effective the performance of the Directors/KMPs/Senior Officials has been:

- Leadership & stewardship abilities.
- Assess policies, structures & procedures.
- Regular monitoring of corporate results against projections.
- Contributing to clearly define corporate objectives & plans.
- Obtain adequate, relevant & timely information.
- Review achievement of strategic and operational plans, objectives, budgets.
- Identify, monitor & mitigate significant corporate risks.
- Directly monitor & evaluate KMPs, senior officials.
- Review management's Succession Plan.
- Effective meetings.
- Clearly defining role & monitoring activities of Committees.
- Review of ethical conduct.

Evaluation following the aforesaid parameters, will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors relative to the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

DEVIATIONS FROM THIS POLICY:

Deviations on elements of this policy, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.



ANNEXURE - IV TO DIRECTORS' REPORT

FORM NO. MR - 3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
Maral Overseas Limited
Maral Sarovar, V & P.O. Khalbujurg
Tehsil Kasrawad, Khargone,
Madhya Pradesh - 451660
India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. MARAL OVERSEAS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March 2015** ("audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the regulation and bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External commercial Borrowing;
- (v) The following Regulation and guidelines prescribed under the securities and Exchange Board of India Act, 1992
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Share and takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (prohibition of Insider trading Regulations, 1992
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guideline, 1999 (Not applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008; (Not Applicable to the Company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009, (Not Applicable to the Company during the audit Period) and
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (Not applicable to the Company during the Audit Period).

We have also examined Compliance with the applicable clause of the following:

- (I) Securities Standards Issue by the Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period).
- (II) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable spherically to the Company:

(a) The Indian Boilers Act

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non –Executive Directors and Independent Directors The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is giving to all directors to schedule the Board Meeting , agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda item before the meeting and for meaningful participation at the meeting.

All decisions at Board Meeting and Committee meeting are carried out unanimously as recorded in the minutes of the meeting of the Board of directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For SGS ASSOCIATES
Company Secretaries

Place : New Delhi
Date : 5th May, 2015

D P Gupta
M No. FCS 2411
C P No. 1509

ANNEXURE - V TO DIRECTORS' REPORT

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER COMPANIES (ACCOUNTS) RULES, 2014

(A) Conservation of energy-

(i) The steps taken or impact on conservation of energy;

1. Some of the old technology machines replaced with latest technology high productive machines and lesser power consumption.
2. Oil fired boiler replaced with FBC coal fired boiler.
3. Replacement of old screw compressor with higher efficiency (Low power/CFM) Compressor.
4. Dynamic rinsing have been added in yarn Dyeing machine in order to reduce utility consumption and cycle time.
5. Control and monitoring of thermal losses.
6. Balancing of the capacity in all areas in order to reduce the specific utility consumption.
7. Use of low air pressure cleaning in place of high pressure line.

(ii) The steps taken by the company for utilizing alternate sources of energy;

No steps have been taken.

(iii) The capital investment on energy conservation equipment;

Investment made for the above energy conservation is ` 766.56 lac

(B) Technology absorption-

(i) The efforts made towards technology absorption;

We have installed Comber and Unilap in spinning department.

We have installed Compactor in process house.

We have added dynamic rinsing system in Yarn Dyeing machine.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution;

We have installed Comber and Unilap in spinning department. These machines are highly productive machine with reduced waste.

We have installed Compactor in process house. The compactor is highly productive and gives better quality output with less rejections.

We have added dynamic rinsing system in Yarn Dyeing machine. The utility consumption has reduced.

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)**

No technology imported.

(a) The details of technology imported : **N.A.**

(b) The year of import : **N.A.**

(c) Whether the technology been fully absorbed : **N.A.**

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof : **N.A.**

(iv) The expenditure incurred on Research and Development.

The Company has a central development department, which undertakes products development activities for new products. During the period under review, the Company focused on production of more value added Yarn and Fabric. Besides this, the Company has a strong focus on quality assurance.

(C) Foreign exchange earnings and Outgo - During the year, the Company has earned Foreign Exchange of ` 36019.92 lac at FOB Price against an Outgo of ` 5248.38 lac compared to the previous year's Foreign Exchange of ` 34124.23 lac and Outgo of ` 3537.26 lac.

ANNEXURE - VI TO DIRECTORS' REPORT

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

1. The percentage increase in remuneration of each director, Chief Financial Officer and Company Secretary during the financial year 2014-15.

S. No.	Name of Director# / KMP and Designation	Remuneration of Director/KMP for the financial year 2014-15 (₹ in lac)	% increase in remuneration in the financial year 2014-15
1	Shri Shekhar Agarwal Managing Director and CEO	156.49	(13.05%)
2	Shri P. S. Puri (CFO)	76.34	6.74%
3	Ms Sweta Garg (CS)	4.94	*

*Details not given as Ms. Sweta Garg was appointed w.e.f. 31st March, 2014.

2. The ratio of the remuneration of each director to the median remuneration of the employees of the Company# : The ratio of remuneration of Shri Shekhar Agarwal, Managing Director to the median remuneration of the employees of the Company for the financial year 2014-15 is 102.19.
3. The percentage increase in the median remuneration of employees in the financial year is 34.79%.
4. There were 2265 permanent employees on the rolls of the Company as on the 31st March, 2015.
5. Relationship between average increase in remuneration and Company performance: The salary of employees is increased to take care of the cost of living adjustment and the industry trends and area pattern. The increase in remuneration is also linked to organization performance, apart from individual's performance. The individual increment varied from 3.37% to 37.46%, based on individual performance.
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: Aggregate remuneration of Key Managerial Personnel (KMP) during the financial year 2014-15 is ` 237.76 lac. The profit before tax for the financial year 2014-15 is ` 1756.89 lac. The remuneration of KMP as a percentage of profit before tax is 13.53%.
7. Variations in the Market Capitalisation of the Company : The market capitalisation as on 31st March, 2015 was as follows:

	Capitalisation as on 31st March, 2015	Capitalisation as on 31st March, 2014	Variation	%
Variation in the market capitalisation of the Company (NSE)	10792 lac	7119 lac	3673	51.60
Variation in the market capitalisation of the Company (BSE)	10854 lac	7264 lac	3590	49.43

Price earnings ratio as at the closing date of the current financial year and previous financial year is as follows:

	P/E ratio as on 31st March, 2015	P/E ratio as on 31st March, 2014	Variation	%
At NSE	7.47	2.61	4.86	186.22
AT BSE	7.51	2.66	4.85	182.11

Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer :

The Company came out with an IPO in October, 1991 at issued price of ` 10/- each, cash at par. The market price of the share at Bombay Stock Exchange Ltd. as on 31st March 2015 was ` 26.15. The percentage change comes to 161.50%. The shares of the Company were listed on NSE Ltd. on the 8th February, 1995, at face value of ` 10/- each. The market price of the share at NSE Ltd. as on 31st March, 2015 was ` 26.00. The percentage change comes to 160.00%

- Average percentage increase made in the salaries of employees other than managerial personnel in the last financial year i.e 2014-15 was 18.82% whereas the decrease in the managerial remuneration for the same financial year was 13.05%.
- Comparison of the remuneration of the each Key Managerial Personnel against the performance of the Company.

S. No.	Name of Director# / KMP and Designation	Remuneration of Director/ KMP for the financial year 2014-15 (` in lac)	Profit Before Tax for the financial year 2014-15 (` In lac)	Remuneration (as % of profit before tax)
1	Shri Shekhar Agarwal Managing Director and CEO	156.49	1756.89	8.91
2	Shri P. S. Puri (CFO)	76.34		4.35
3	Ms Sweta Garg (CS)	4.94		0.28

- The key parameters for variable component of remuneration availed by the directors is as considered by the Board of Directors on the recommendation of Nomination and Remuneration Committee, which was further approved by the shareholders. The commission paid to Shri Shekhar Agarwal varies with the change in the net profit of the Company.
- The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : None.
- It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

Other directors are paid sitting fees for attending the meeting of the Board and Committees of the Board.

ANNEXURE - VII to Directors' Report

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A. Persons employed throughout the financial year & paid ` 60 Lacs P.A. or more.

S. No.	Name of Employee	Designation	Remuneration (In lac)	Qualification	Experience (Year)	Commencement of Employment	No. of Shares Held	Whether Permanent/ Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
1	Sh. Shekhar Agarwal	Managing Director & CEO	156.49	B.Tech. (ME) M.Sc (Chicago)	38 Years	27.01.1989	755573	Contractual	62	RSWM Ltd.	Vice Chairman & Managing Director	25
2	Sh. P. S. Puri	Chief Financial Officer	76.34	B.Com (Hons) F CA	43 Years	01.10.2012	550	Permanent	68	RSWM Ltd.	President Corporate Finance	16

Notes:

- Shri Shekhar Agarwal, Managing Director is relative of Shri Shantanu Agarwal, Director.
- None of the person was employed for the part of the year in receipt of remuneration aggregating to ` 5,00,000/- or more per month.
- None of the employees draw remuneration more than remuneration drawn by Managing Director and hold by themselves or along with their spouse and dependent children, not less than two per cent of the equity shares of the Company.



REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance

The Company adopts the best practices and highest standards of Corporate Governance through transparency in the information, highest standards of professionalism, honesty, ethical behavior, accountability to the shareholders, stakeholders, customers etc. The Company believes in adopting the best practices in the field of Corporate Governance without compromising the environment and health of society at large. Your Company continue to focus on strengths and strategies that will lead the Company to the path of success. The Board acknowledges its responsibilities towards the shareholders and stakeholders for creation and safeguarding their wealth at the same time provide the clear strategic direction to the Company to move ahead within the framework of law. It fundamentally believes that good Corporate Governance should be an internally driven need and is not to be looked upon as an issue of compliance dictated by statutory/regulatory requirements. The philosophy of the Company is to maintain the level of ethics in all its dealings in order to achieve its goal of building the trust of investors in the Company.

2. Board of Directors

During the year, the Board comprised of 7 directors consisting of Chairman, Managing Director, Non-Independent – Non-Executive Director and Four Independent Directors which were drawn from diverse fields / professions. The Chairman, the Managing Director and Non Executive Director are Promoter Directors. There is an optimum combination of Executive and Non- Executive Director, which is in conformity with Clause 49 of the Listing Agreement. During the year, Shri L. N. Jhunjhunwala resigned from the directorship of the Company with effect from 21st April, 2014 but upon univocal request of the Board agreed to continue as Chairman-Emeritus.

During the year, Shri Shantanu Agarwal was inducted on the Board with effect from 22nd April, 2014 as Non-Executive, Non-Independent Director. Further, Smt Geeta Mathur was inducted on the Board as Independent Director w.e.f. 5th November, 2014. With the induction of Smt. Geeta Mathur on the Board, the Company also fulfills the requirement of appointing a woman director on the Board of Directors of the Company. All, the Directors except the Managing Director and Independent Directors are liable to retire by rotation.

The name and categories of Directors on the Board, their attendance at the Board Meetings held during the year along with the number of Directorships, Memberships held in various Committees in other Companies during the financial year ended the 31st March, 2015, are given below:

Name	Title	Category	No. of Meetings		No. of other Directorships and Committee Membership/Chairmanship#		
			Held	Attended	Directorships*	Committee Memberships@	Committee Chairmanships
Shri L. N. Jhunjhunwala\$	<i>Chairman - Emeritus</i>	Promoter–Non-Executive	–	–	–	–	–
Shri Ravi Jhunjhunwala	<i>Chairman</i>	Promoter–Non- Executive	4	3	9	4	1
Shri Shekhar Agarwal	<i>Managing Director & CEO</i>	Promoter – Executive	4	4	5	3	–
Shri Shantanu Agarwal ^	<i>Director</i>	Promoter – Executive	4	4	–	–	–
Shri D. N. Davar	<i>Director</i>	Independent – Non- Executive	4	4	9	7	5
Dr. Kamal Gupta	<i>Director</i>	Independent – Non- Executive	4	4	6	8	3
Shri P.S. Dasgupta	<i>Director</i>	Independent – Non- Executive	4	4	8	7	2
Smt. Geeta Mathur **	<i>Director</i>	Independent – Non- Executive	2	2	9	6	2

* Excludes Directorships held in Private Limited Companies, Foreign Companies, Membership of Management Committee of various Chambers/Bodies/Section 8 Companies

\$ Resigned from the Directorship of the Company w.e.f 21st April, 2014

Includes Audit and Stakeholders Relationship Committees of public limited Companies.

@ Includes Committee Chairmanships.

^ Co-opted on the Board of Directors w.e.f. 22nd April, 2014.

** Co-opted on the Board of Directors as Independent Director with effect from 5th November, 2014.

None of the Directors is a member of more than 10 Board level committees and Chairman of 5 such committees across all the Public Companies in which he/she is a Director.

Independent Director means Director as mandates in Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013. All the independent directors have given the declaration of their independency at the beginning of the financial year or at their co-option on the Board.

The Board of Directors meets regularly throughout the financial year. The meetings of the Board of Directors during the financial year ended the 31st March, 2015 were held on the 22nd April, 2014, 25th July, 2014, 5th November, 2014 and the 28th January, 2015. The Board had met four times during the year, with a maximum time gap of one hundred and twenty days between two meetings.

Agenda papers containing all the necessary information are sent well in advance to all the directors of the Company so as to enable the directors to become aware of all the facts on timely basis.

The previous Annual General Meeting of the Company was held on the 26th September, 2014 and was attended by Dr. Kamal Gupta, Chairman of the Audit Committee

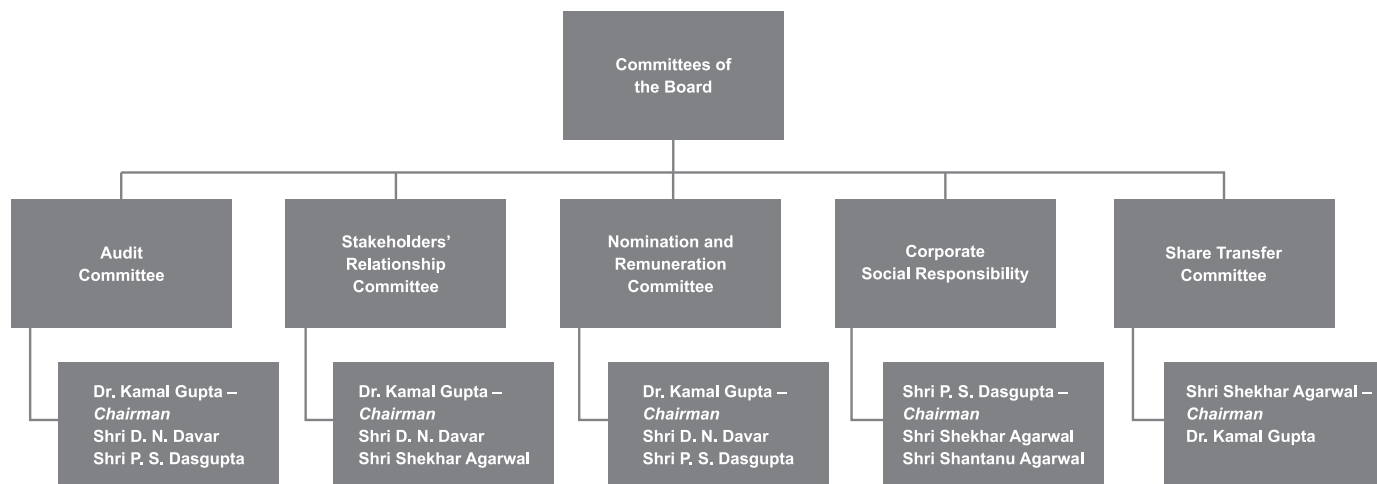
The information placed before the Board includes:

The Board has complete access to all information with the Company. The following information is regularly provided to the Board:

- Annual operating plans & budgets and any update thereof.
- Capital budgets and any updates thereof.
- Quarterly results for the Company and operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme, etc.
- Sale of material nature of investments, subsidiaries, assets, which is not in the normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996.

Committees of the Board

With a view to have a better Corporate Governance and accountability, the Board has constituted following committee viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Share Transfer Committee.





3. Audit Committee

The scope of activities of Audit Committee is as set out in Clause 49 of the Listing Agreement read with Section 177 of the Companies Act, 2013. The Audit Committee of members of the Board comprises of following three Directors as on the 31st March, 2015:

- 1) Dr. Kamal Gupta
- 2) Shri D. N. Davar
- 3) Shri P. S. Dasgupta

All the members of the Audit Committee are Non-Executive and Independent Directors. Dr. Kamal Gupta is the Chairman of the Audit Committee.

Dr. Kamal Gupta, Chairman of the Audit Committee, possesses high degree of accounting and financial management expertise and all members of the Committee have sound accounting and financial knowledge. The Chairman of the Audit Committee was present at the last AGM of the Company.

Ms. Sweta Garg, Company Secretary of the Company, was the Secretary of the Committee. Invitees to the Audit Committee include the Chief Coordinator- Internal Audit and the representative of the Statutory Auditors and Internal Auditors.

The functions of the Audit Committee include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual Financial Statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to Financial Statements.
 - Disclosure of any Related Party Transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

MOL has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters / letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the Chief internal auditor are reviewed by the Audit Committee.

Pursuant to its terms of reference, the Audit Committee is empowered to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant expertise, when considered necessary.

The Audit Committee of the Company met four times during the period under review. The meetings were held on the 22nd April, 2014, 25th July, 2014, 5th November, 2014 and the 28th January, 2015. The attendance of the Committee members at these meetings was as follows:

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Dr. Kamal Gupta	4	4
Shri D. N. Davar	4	4
Shri P.S. Dasgupta	4	4

The representative of statutory auditors and internal auditors regularly make presence in the Audit Committee meeting. The report of the internal auditors were discussed in the meeting and the Action Taking Report on the same is presented in the next meeting.

4. Stakeholders' Relationship Committee

As informed in the previous Annual Report, the erstwhile, Shareholders'/Investor Grievance Committee was renamed as Stakeholders' Relationship Committee during the year. The Company's Stakeholders' Relationship Committee comprised of following Directors as on the 31st March, 2015:

- 1) Dr. Kamal Gupta - Independent Director
- 2) Shri D. N. Davar - Independent Director
- 3) Shri Shekhar Agarwal - Managing Director

Dr. Kamal Gupta is the Chairman of this Committee. Ms. Sweta Garg, Company Secretary of the Company is Secretary of this Committee. The terms of reference of the Committee include redressal of Shareholders and Investors complaints relating to transfer and transmission of shares, non-receipt of Annual Reports, Dividend Warrants and to ensure expeditious share transfer process. The Committee also reviews the status of Investors' grievances and redressal mechanism.

The Committee met four times during the year under review ended the 31st March, 2015 on the 22nd April, 2014, 25th July, 2014, 5th November, 2014 and the 28th January, 2015.

Details of Stakeholders' Relationship Committee

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings Attended
Dr. Kamal Gupta	Independent –Non Executive Director	4	4
Shri D. N. Davar	Independent- Non Executive Director	4	4
Shri Shekhar Agarwal	Promoter-Executive	4	4

The Company received 4 Complaints during the year ended the 31st March, 2015 all of which were redressed/answered to the satisfaction of the shareholders. No Investor Grievance remained unattended /pending for more than 15 days. There were no complaints pending for disposal as on the 31st March, 2015. No request for dematerialization of Equity Shares of the Company was pending for approval as at the 31st March, 2015.



Details of Shareholders'/Investors' Queries and Grievances received and attended by the Company during the year ended the 31st March, 2015.

Sl. No.	Nature of Query/Complaint	Pending as on 1 st April, 2014	Received during the year	Addressed during the year	Pending as on 31 st March, 2015
1.	Transfer / Transmission / Issue of Duplicate Shares	Nil	Nil	Nil	Nil
2.	Non-receipt of Dividend, Non receipt of Refund Order & Non-receipt of Annual Report	Nil	4	4	Nil
3.	Dematerialization/Rematerialization of shares	Nil	Nil	Nil	Nil

The Company also has a Share Transfer Committee to look after requests for transfer/ transmission of equity shares, issue of duplicate share certificates, consolidation/split/ replacement of share certificates and for re-materialisation of shares. The Share Transfer Committee presently comprises of:

- 1) Shri Shekhar Agarwal
- 2) Dr. Kamal Gupta

The Share Transfer Committee of the Company meets as often as required under the chairmanship of Shri Shekhar Agarwal, Managing Director. All valid requests for share transfer received during the year have been acted upon by the Company within the stipulated time limit.

The Board of Directors has also delegated the authority to approve the share transfers to Shri Shekhar Agarwal, Managing Director and Shri P.S. Puri, Chief Financial Officer who attend and approve the share transfer requests on a fortnightly basis.

Pursuant to Clause 47(c) of the Listing Agreement with Stock Exchanges, certificate on half yearly basis, have been issued by a Company Secretary - in - practice for due compliance of share transfer formalities by the Company.

Reconciliation of Share Capital Audit

A qualified practising Chartered Accountant carries out a Reconciliation of Share Capital Audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CSDL) and the total issued and listed capital and places the report for the perusal of the Board.

5. Corporate Social Responsibility Committee.

In order to comply with the provisions of the Company Act, 2013 and the rules framed there under, the Company has constituted the Corporate Social Responsibility Committee comprising of Shri P.S. Dasgupta, Independent Director, Shri Shekhar Agarwal, Managing Director and Shri Shantanu Agarwal, Director with Shri P.S. Dasgupta acting as the Chairman of the committee.

The Corporate Social Responsibility Committee shall function as under:

- Formulate and recommend to the Board, the Corporate Social Responsibility Policy and the activities to be undertaken by the Company.
- Recommend the amount of expenditure to be incurred on the activities undertaken by the Company.
- Monitor the Corporate Social Responsibility policy from time to time.
- Carry out such other functions as are required or appropriate in discharging their duties.

The Committee met three times during the period under review. The meetings were held on the 25th July, 2014, 5th November, 2014 and the 28th January, 2015.

Name of the Member	No. of Meetings Held	No. of Meetings Attended
Shri P.S. Dasgupta	3	3
Shri Shekhar Agarwal	3	3
Shri Shantanu Agarwal	3	3

During the year under review, the Company has formulated the CSR policy wherein the activities mentioned under Schedule VII are covered. The CSR policy is updated on the website of the Company link of which is given below:
http://www.maraloverseas.com/pdf/CSR_Policy.pdf

6. Nomination & Remuneration Committee

As mentioned in the previous annual report, the erstwhile Remuneration Committee was renamed as Nomination and Remuneration Committee, during the year, to function in accordance with the provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement, which included the following:-

- Identify persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria and recommend to the Board their appointment and removal.

- Carry out the evaluation of directors performance.
- Formulate the criteria for determining qualification, positive attributes and independence of a director.
- Recommend to the Board a policy relating to the remuneration for the directors, KMP and other employees.
- Succession planning for the Board and Senior Management of the Company.
- Determining the appropriate size and composition of the Board.
- Carry out such other functions as are required or appropriate in discharging their duties.

The Nomination and Remuneration Committee comprised of following three Non-Executive Independent Directors as on the 31st March, 2015:

- 1) Dr. Kamal Gupta
- 2) Shri D.N. Davar
- 3) Shri P.S. Dasgupta

Dr. Kamal Gupta is the Chairman of this Committee.

Details of Nomination and Remuneration Committee

As on 31st March, 2015, the Composition of Nomination and Remuneration Committee is as follows:

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings Attended
Dr. Kamal Gupta	Independent Director	3	3
Shri D. N. Davar	Independent Director	3	3
Shri P.S. Dasgupta	Independent Director	3	3

Nomination and Remuneration Policy

Pursuant to Clause 49 of the Listing Agreement and relevant provisions of the Companies Act, 2013, the Company has framed a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management which is approved by the Board of Directors on the commendation of the Nomination and Remuneration Committee. The policy is in consonance with the existing industry practice and form part of Directors Report.

Letter of Appointment:

Each Independent Director is required to sign the duplicate copy of the letter of appointment issued by the Company, which contains the terms and conditions of his/her appointment.

Remuneration of Executive Directors, Key Managerial Personnel and Senior Management:

The appointment and remuneration of Executive Directors, Key Managerial Personnel and Senior Management is paid on monthly basis as approved by the Board on the recommendation of the Nomination and Remuneration committee and subject to the approval of the shareholders in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

Remuneration of Non-Executive/ Independent Director:

Non-Executive/Independent Director are paid sitting fees for attending the Board and Committee meetings.

Remuneration Paid or Payable to Directors as on 31st March, 2015

()

Name of Director	Category	Sitting Fee	Salaries, allowances and perquisites #	Commission	Total
Shri Ravi Jhunjunwala	Promoter-Non Executive	1,20,000	–	–	1,20,000
Shri Shekhar Agarwal*	Promoter-Executive	–	1,14,48,758	42,00,000	1,56,48,758
Shri Shantanu Agarwal	Promoter-Non Executive	1,70,000	–	–	1,70,000
Dr. Kamal Gupta	Independent-Non Executive	6,90,000	–	–	6,90,000
Shri D. N. Davar	Independent-Non Executive	5,90,000	–	–	5,90,000
Shri P.S Dasgupta	Independent-Non Executive	5,10,000	–	–	5,10,000
Smt. Geeta Mathur	Independent-Non Executive	1,50,000	–	–	1,50,000

Includes retirement benefits excluding leave encashment & gratuity.

* Shri Shekhar Agarwal, Managing Director holds 1.82 % of Equity Shares as on the 31st March, 2015 in the Company.



During the year ended the 31st March, 2015, the Company did not advance any loans to any of its Directors. The Company does not have any Stock Option Scheme.

Equity Shares and Convertible Instrument held by Non-Executive Directors as on the 31st March, 2015.

Name of Director	Category	Number of Shares held	Convertible Warrant
Shri Ravi Jhunjhunwala	Promoter- Non Executive	Nil	Nil
Shri Shantanu Agarwal	Promoter- Non Executive	5,54,500	Nil
Dr. Kamal Gupta	Independent- Non Executive	1,000	Nil
Shri D. N. Davar	Independent- Non Executive	1,000	Nil
Shri P.S. Dasgupta	Independent- Non Executive	Nil	Nil
Smt. Geeta Mathur	Independent- Non Executive	Nil	Nil

The Non-Executive Directors are paid sitting fee for attending the Board meetings as well as Committee meetings. There were no other pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.

7. Independent Directors Meeting.

Pursuant to the Code of Independent Directors and Clause 49 of the Listing Agreement, the meeting of the independent directors held on 28th January, 2015 without the attendance of non-independent directors and members of management to inter-alia:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarisation programme for Independent Directors

Pursuant to Clause 49 of the Listing Agreement, the Independent Director on being inducted on the Board, is familiarized by way of programme with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, interaction with the senior management which in turn will help them to understand the service and product offerings, markets, finance, human resources, technology, quality, facilities and risk management and business model of the Company.

The details of the familiarization programmes is disclosed on the website and a weblink is given hereunder:

http://www.maraloverseas.com/pdf/Familiarisation_Programmes.pdf

Performance evaluation of Independent Directors

Pursuant to the Code of Independent Directors and Clause 49 of the Listing Agreement, the performance evaluation of Independent Directors is to be done by the entire Board of Directors except the director who is being evaluated. The criteria for the evaluation of performance is laid down in the Nomination and Remuneration policy. The evaluation of the performance is being done on an annual basis. As on 31st March, 2015, the Company have the following Independent Directors Dr. Kamal Gupta, Shri D. N. Davar, Shri P.S. Dasgupta and Smt. Geeta Mathur.

8. Management Discussion and Analysis

The Management Discussion and Analysis Report forms part of the Annual Report.

During the financial year ended the 31st March, 2015, there were no material financial or commercial transactions by the Company with its Promoters, Directors, Management or relatives, etc. that may have potential conflict with the interests of the Company at large.

As required by Accounting Standards (AS)-18, the details of related party transactions are given in Note 2.8.8 to the Annual Accounts.

9. General Body Meetings

The details of the location and time of the Annual General Meetings held during the preceding 3 years are as follows:

ANNUAL GENERAL MEETINGS (AGM)

Date of AGM	Relevant Financial Year	Venue/Location where held	Time of Meeting	Special Resolution
21st December, 2012	2011-2012	Maral Sarovar, V& P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh – 451660	11.30 A.M	–

Date of AGM	Relevant Financial Year	Venue/Location where held	Time of Meeting	Special Resolution
30 th September, 2013	2012-2013	Maral Sarovar, V& P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh – 451660	11.00 A.M	Approval for the reappointment of Shri Shekhar Agarwal as Managing Director of the Company for a period starting from 1 st April, 2013 to 31 st March, 2016. Altered the Articles of Association for the purpose of conducting of Board or any committee meeting and for the purpose of quorum of such meetings, participation of Directors through video-conferencing or tele-conferencing or through electronic or any other media.
26 th September, 2014	2013-2014	Maral Sarovar, V& P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone Madhya Pradesh – 451660	11.00 A.M	–

During the year ended 31st March 2015, no resolution was required to be passed through Postal Ballot.

10. Disclosures:

(i) Basis of Related Party Transactions:

- During the period under review, there is no materially significant related party transactions with any of the related parties.
- The disclosure of transactions as required pursuant to the AS -18 has been made part of the Annual Report.
- The related party transactions are being done on an arm's length basis and in the ordinary course of business.

(ii) Non Compliance by the Company:

No penalties/strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority relating to capital markets during the last three years.

(iii) Whistle Blower Policy:

With the objective of pursuing the business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior and to encourage and protect the employees who wish to raise and report their genuine concerns about any unethical behavior, actual or suspected fraud or violation of Company's Code Of Conduct, the Company has adopted a Whistle Blower Policy. The Company has adopted a framework whereby the identity of the complainant is not disclosed.

(iv) Compliance with Mandatory and Non mandatory Requirements:

The Company is compliant with the applicable mandatory requirements of Clause 49 of the Listing Agreements. A certificate from Statutory Auditors to this effect is enclosed in the Annual Report.

(v) Disclosure of Accounting Treatment:

In preparation of financial statements a treatment different from that prescribed in an Accounting Standards has not been followed.

(vi) Board Disclosures – Risk Management:

The Company has a well-defined risk management framework in place. Under this framework, the Management identifies and monitors business risks on a continuous basis and initiates appropriate risk mitigation steps as and when deemed necessary. The Company has established procedures to periodically place before the Board the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate those risks through a properly defined framework.

11. Initiatives on Prevention of Insider Trading Practices

The Company has a policy prohibiting Insider Trading in conformity with applicable regulations of the Securities and Exchange Board of India (SEBI). The objective of this policy is to prevent purchase and sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Necessary procedures have been laid down for directors, officers and designated employees, for trading in the securities of the Company. To deal in securities, beyond specified limit, permission of compliance officer is required. The policy and the procedures are periodically communicated to the employees who are considered as insiders of the Company. Trading Window closure, are intimated to all the directors, designated employees and insiders, in advance, whenever required.

12. Code of Conduct

The Company Board has laid down a Code of Conduct for all Board members and Senior Management of the Company. During the year, the Code of Conduct was revised taking into account all regulatory changes. The Company is committed to conduct its business in accordance with the pertinent laws, rules and regulations and with the highest standards of business ethics. A copy of code of conduct has been placed on the Company's website www.maraloverseas.com. All members of the Board of Directors and Senior Management have confirmed compliance with the code of conduct for the year under review.



SHAREHOLDERS' INFORMATION

13. CEO/CFO certification

In terms of Clause 49 of the Listing Agreement, the certification of CEO/CFO on the financial statements for the year form part of this Annual Report.

14. Means of Communication

The effective communication of information is considered very essential component of Corporate Governance. The Company interact with their shareholders through various means of communication i.e. Print Media, Company's website, annual report etc. The quarterly and annual audited results are sent immediately to the Stock Exchanges after they are approved by the Board of Directors. The Company publishes its results in at least one prominent national and regional newspaper. The same are also displayed on Company's website at www.maraloverseas.com.

The Company has a designated an email-id maral.investor@lnjbhilwara.com

15. Shareholders

Remuneration of Managing Director

Shri Shekhar Agarwal (62)

Shri Shekhar Agarwal aged 62 years holds a degree in B.Tech (Mech.) from IIT Kanpur and M.Sc from Chicago. He is an industrialist with diversified business experience spanning over three decades.

The Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee approved the payment of remuneration upto 10% of the Net Profit of the Company to Shri Shekhar Agarwal, Managing Director, pursuant to second proviso to Section 197(1) of the Companies Act, 2013 for the financial year 2014-15 and 2015-16, subject to approval of the Shareholders at the ensuing Annual general Meeting of the Company.

Since his appointment as Managing Director, he has overseen the operations of the Company, setting up of Thermal Plant, expansion of spinning facilities and up-gradation of production processes etc. Under his able leadership the Company has registered encouraging financial performance.

He is also Chairman and Managing Director of Bhilwara Technical Textiles Limited. He is also Vice Chairman and Non-executive director on the Boards of RSWM Limited, HEG Limited and Director on the Board of Essay Marketing Company Limited and BSL Limited besides other Private Companies. He is also member on Board committees of various companies.

i. Re-Appointments of Non Independent Director

Two Non Independent Directors of your Company are liable to retire by rotation. Of these Directors, at least one-third retires every year and if eligible, propose themselves for the re-appointment. This year, Shri Shantanu Agarwal, is retiring by rotation and being eligible, offer himself for re-appointment in the Annual General Meeting.

Shri Shantanu Agarwal (28)

Shri Shantanu Agarwal is a Non-Executive Promoter Director of the Company. He holds a degree in B.S. in Electrical and Computer Engineering Carnegie Mellon University, USA: MBA from Wharton School of Business (University of Pennsylvania), USA. He joined the Board of the company on 22nd April, 2014. He is an industrialist with diversified business experience.

ii Appointment of Independent Directors

Pursuant to the provisions of Section 149 read with schedule IV of the Companies Act, 2013, and Clause 49 of the Listing Agreement entered with the Stock Exchanges, Dr. Kamal Gupta, Shri D.N. Davar and Shri P.S. Dasgupta were appointed as Independent Directors for one more term of 5 consecutive years commencing from the previous Annual General Meeting held on the 26th September, 2014.

Smt. Geeta Mathur was inducted on the Board of Directors of the Company as an additional Director (Independent) with effect from the 5th November, 2014. The Board of Directors upon recommendation of Nomination and Remuneration Committee appointed Smt. Geeta Mathur as Independent Director for the first term of five years commencing from the date of induction on the Board of Directors, subject to the approval by the Shareholders of the Company at the ensuing Annual General Meeting.

The brief profile of Smt Geeta Mathur, Independent Director proposed to be appointed as above is given below:

Smt. Geeta Mathur (49)

Smt. Geeta Mathur is an Independent Director of the Company. She is a graduate in Commerce and did her articles with Price Waterhouse while pursuing her CA and is a member of ICAI since 1989. Smt. Mathur is an experienced finance professional having worked as a banker both on the asset side and risk side and in large corporate treasuries and investor relations. She specialises in the area of project, corporate and structured finance, treasury, investor relations and strategic planning.

Details of Directorships Held in Other Companies

Directors Name	Name of the company in which Directorship held *	Committee Chairmanship	Committee Membership
Shri Shekhar Agarwal	BSL Limited	–	Audit Committee
	Bhilwara Technical Textiles Limited	–	–
	Essay Marketing Company Limited	–	–
	HEG Limited	–	Audit Committee
	RSWM Limited	–	Stakeholders Relationship Committee
Shri Shantanu Agarwal	–	–	–
Smt Geeta Mathur	Beetel Teletech Limited	–	Audit Committee
	IIFL Holdings Limited	–	–
	IIFL Wealth Management Limited	–	Audit Committee
	India Infoline Limited	–	Audit Committee
	NIIT Limited	Audit Committee	–
	Motherson Sumi Systems Limited	–	Audit Committee
	RSWM Limited	–	–
	Tata Communications Transformation Services Limited	Audit Committee	–
	Vardhman Acrylics Limited	–	–

* Excludes Directorships held in Private Limited Companies, Foreign Companies, Membership of Management Committee of various Chambers/Bodies/Section 8 Companies.

SHAREHOLDERS' INFORMATION

1. Annual General Meeting

Date	: 23 rd September, 2015
Day	: Wednesday
Time	: 11:00 A.M
Venue	: Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone -451 660, Madhya Pradesh

2. Financial Calendar

Financial year	: April, 2014 to March, 2015
Quarterly financial reporting	: Within 45 days from the end of each quarter except fourth quarter when audited annual results are published within 60 days

3. Dates of Book Closure : Thursday, the 17th September, 2015 to Wednesday, the 23rd September, 2015

4. Equity Dividend Payment Date : N.A.

5. Listing of Equity Shares on Stock Exchange

- 1) BSE Ltd- Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
 - 2) National Stock Exchange of India Ltd. (NSE)- Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051
- Listing fee as prescribed has been paid to the National Stock Exchange of India Limited and BSE Ltd. upto 31st March, 2016.*

6. Stock Code:

BSE Ltd. (BSE)	: 521018
National Stock Exchange of India Ltd. (NSE)	: MARALOVER

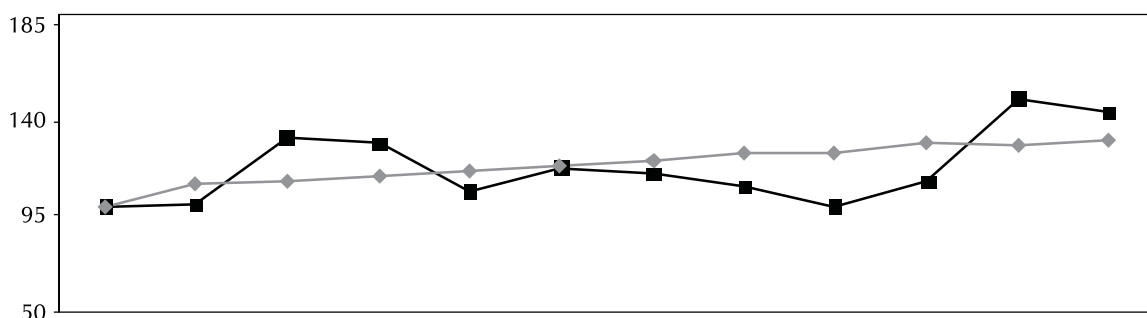


7. Stock Market Data:

Share Price of Maral Overseas Limited at BSE /NSE in 2014-15

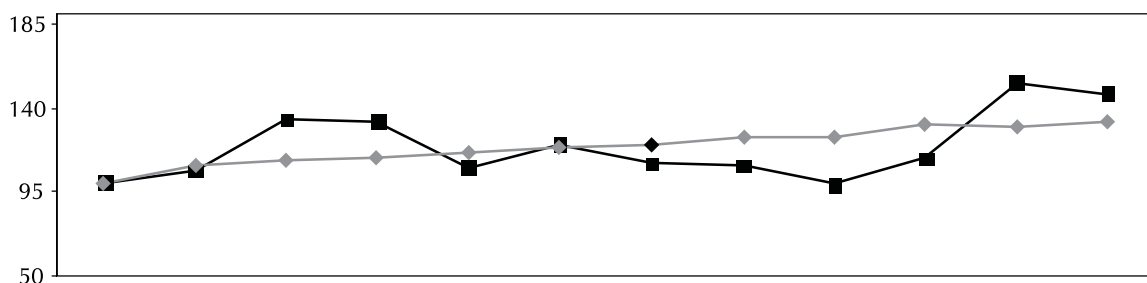
Months	BSE Ltd.			National Stock Exchange of India Ltd		
	High	Low	Volume	High	Low	Volume
Apr-14	22.80	16.80	3,77,630	22.50	17.00	5,54,584
May-14	23.00	18.05	2,90,493	23.95	17.60	4,34,361
June-14	30.25	21.10	7,51,831	30.25	20.25	11,81,990
July-14	29.70	21.60	2,49,940	29.95	22.10	4,96,280
Aug-14	24.40	21.00	1,51,712	24.55	20.75	2,66,695
Sep-14	26.95	21.80	1,63,919	27.20	22.10	3,30,145
Oct-14	26.35	21.90	96,143	24.85	20.75	93,832
Nov-14	24.80	20.15	3,60,035	24.80	20.40	3,46,017
Dec-14	22.75	17.00	1,30,765	22.45	16.60	1,59,856
Jan-15	25.50	18.25	1,91,376	25.60	17.70	5,25,066
Feb-15	34.45	20.10	10,70,838	34.60	21.15	16,81,035
Mar-15	32.95	25.60	2,75,971	32.50	23.25	6,21,093

Performance in comparison with BSE Sensex (Both series indexed to 100 as on April, 2014)



	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15
—■— MOL (High)	100.00	100.88	132.68	130.26	107.02	118.20	115.57	108.77	99.78	111.84	151.10	144.52
—◆— Sensex (High)	100.00	110.62	112.14	114.65	116.28	119.25	121.60	125.65	125.59	130.10	128.86	130.89

Source: BSE Ltd.



	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15
—■— MOL (High)	100.00	106.44	134.44	133.11	109.11	120.89	110.44	110.22	99.78	113.78	153.78	144.44
—◆— Nifty (High)	100.00	110.11	112.10	114.15	116.01	119.09	121.28	125.45	125.60	130.98	130.17	132.76

Source: National Stock Exchange of India Ltd.

8. Registrar and Transfer Agents:

M/s MCS Share Transfer Agent Limited is the Registrar & Share Transfer Agent of the Company. The Shareholders may contact M/s MCS Share Transfer Agent Limited for matters related to Share Transfers etc. at the following address:

MCS Share Transfer Agent Limited
F-65, Okhla Industrial Area, Phase I,
New Delhi – 110 020
Phone No (s) : 011-41406149-52,
Fax No : 011-41709881,
E-mail : helpdeskdelhi@mcsregistrars.com

9. Share Transfer System:

The matters related to Share Transfer and Transmission etc. are attended by the delegated authorities on fortnightly basis. Share transfers are registered and returned within 15 days from the date of receipt, if the documents are in order in all respects. The total number of shares transferred during the financial year ended the 31st March, 2015 were 5500 shares. As per the requirement of clause 47(c) of the Listing Agreement with the Stock Exchanges, the Company has obtained half-yearly certificates from Practicing Company Secretary for due compliance of share transfer formalities.

10. Distribution of Shareholding as on the 31st March, 2015.

No. of Equity shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1-500	14279	88.02	20,79,552	5.01
501-1000	892	5.50	7,66,544	1.85
1001-10000	895	5.52	26,01,784	6.27
10001 and above	134	0.82	3,59,61,721	86.64
Shares in Transit	23	0.14	98,399	0.23
Total	16223	100.00	4,15,08,000	100.00

11. Shareholding Pattern as on the 31st March, 2015

Category			No. of Shares held	Percentage of Shareholding
A.	Promoters & Promoter Group		3,11,09,329	74.95
B.	Public Shareholding			
	I	Banks	300	0.00
	II	Financial Institutions and Insurance Companies, Mutual Funds & UTI	1,000	0.01
	III	Foreign Institutional Investors	5,800	0.01
	IV	NRI's	81,433	0.19
	V	Bodies Corporate	22,60,998	5.45
	VI	Foreign Bodies Corporate	200	0.00
	VII	Individuals	79,50,541	19.16
	VIII	Clearing Members	98,399	0.23
	Total		4,15,08,000	100.00

12. Dematerialisation of Shares and Liquidity:**A. Equity Shares as on the 31st March, 2015**

S. No.	Description	No. of Share holders	No. of Shares	% of Equity
1.	Central Depository Services India Limited (CDSL)	2977	2,39,12,831	57.61
2.	National Securities Depository Limited (NSDL)	7028	1,68,08,409	40.49
3.	Physical	6218	7,86,760	1.90
	Total	16223	4,15,80,000	100.00

The ISIN number for Equity Shares of the Company in NSDL and CDSL is **INE882A01013**. 4,07,21,240 equity shares were dematerialized till 31st March, 2015 which is 98.10% of the total paid-up equity share capital of the Company. Trading in Shares of the Company is permitted in dematerialized form only.



B. Cumulative Redeemable Preference Shares (CRPS)

The ISIN numbers for 18,85,400 8% Cumulative Redeemable Preference Shares of ₹ 100/- each of the Company in NSDL and CDSL is as follows:-

INE882A04017
INE882A04025
INE882A04033
INE882A04041

The Company has also issued 12,00,000 3 % Cumulative Redeemable Preference Shares of ₹ 100/- each, to the persons falling under promoters and promoter group in physical form.

13. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

14. Plant Locations:

- 1) Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone-451660, Madhya Pradesh.
- 2) A-11, Hosiery Complex, Phase-II (Extension), Noida- 201 305 (U.P.)
- 3) C-126, Sector-63, Noida-201307 U.P.

15. Address for Correspondence

Investor correspondence should be addressed to:

1. **Registrar & Share Transfer Agent**
MCS Share Transfer Agent Limited,
F-65, Okhla Industrial Area, Phase I,
New Delhi – 110 020
Phone No (s): 011-41406149-52, Fax No: 011-41709881,
E-mail : helpdeskdelhi@mcsregistrars.com
2. **Company Secretary**
Maral Overseas Limited,
Bhilwara Towers, A-12, Sector 1,
Noida- 201301(U.P.)
Phone No: 0120 -4390000, Fax No. : 0120-4277841
E-mail: maral.investor@lnjbhilwara.com

16. Other information to the Shareholders

Green Initiative

As a responsible Corporate citizen, the Company welcome the Green Initiative by sending the communications/documents including Notices for General Meeting and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP).

Shareholders who have not registered their e-mail addresses are requested to register/update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in case of physical form with the Company.

Internal Complaints Committee (ICC)

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which came into effect from the 9th of December, 2013, the Company has formulated a Internal Complaints Committee that will ensure a work environment free of all forms of sexual harassment- verbal, written, physical, visual or otherwise.

The Committee is formed as per the statute, it is headed by a women employee, the committee comprises of more than half representation of women, it has adequate independent representation of women from the social and legal fields. It lays down the whole procedure of filling complaint, enquiry, redressal of grievance and taking action against those who are found guilty by the Committee in a fairly transparent manner.

Information pursuant to Clause 5A of the Listing Agreement

The Company transferred 5100 Equity Shares in respect of 43 shareholders in the name of "Maral Overseas Limited – Unclaimed Suspense Account" on the 7th August, 2012 and these shares were subsequently dematerialized. Thereafter, the Company received claim from one shareholder comprising of 100 shares which was duly transferred in their respective name. As on the 31st March, 2015, 5000 shares are still lying in the Unclaimed Suspense Account.

INDEPENDENT AUDITORS' REPORT

**To the members of
Maral Overseas Limited****Report on the financial statements**

We have audited the accompanying financial statements of Maral Overseas Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a

true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on other legal and regulatory requirements

- 1 As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.8.2 to the financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal
Partner
Membership No.081810

Noida (U.P.)
5th May, 2015

For Ashim & Associates
Chartered Accountants
Firm Registration No.006064N

Ashim Agarwal
Partner
Membership No.084968

Annexure 'A' referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of Maral Overseas Limited

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a verification programme to ensure that all assets are verified at least once in every three years which, in our opinion, is reasonable having regard to the size of the Company and



the nature of its assets. The discrepancies noticed on verification were not material and have been properly dealt with in the books of accounts.

2. (a) The inventory, except material lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures for physical verification of inventory followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) In our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) to (b) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
5. The Company has not accepted any deposits from the public.
6. We have broadly reviewed the records, including the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of Company's products and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
7. (a) According to the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited during the year with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax,

service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (c) According to the information and explanations given to us and the records of the Company examined by us, the particulars of statutory dues of income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax and cess, which have not been deposited on account of a dispute are referred to in Annexure 'B'.
- (d) According to the records of the Company and as explained to us the Company did not have any dues on account of investor education and protection fund.
8. The accumulated losses of the Company at the end of the financial year are less than fifty percent of its net worth. The Company has not incurred cash losses in the current financial year and immediately preceding financial year.
9. Based on our audit procedures and as per the information and explanations given by the management and in view of the practice followed by the lenders, as explained in note 2.2.1 to these financial statements, we are of the opinion that the Company has not defaulted in repayment of dues to any financial institution or bank.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. In our opinion, and according to the information and explanations given to us, the term loans raised during the year by the Company have been applied for the purpose for which the said loans were obtained.
12. Based on the audit procedures performed and as per the information and explanations given by the management, no fraud on or by the Company has been noticed or reported during the year.

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal
Partner
Membership No.081810

Noida (U.P.)
5th May, 2015

For Ashim & Associates
Chartered Accountants
Firm Registration No.006064N

Ashim Agarwal
Partner
Membership No.084968

ANNEXURE 'B' TO AUDITORS' REPORT

Referred to in Paragraph 7 (c) of Annexure 'A' a statement on the matters specified in the Companies (Auditors' Report) Order, 2015 of Maral Overseas Limited for the year ended 31st March, 2015

Name of the Statute	Nature of Dues	Amount ` in lacs	Forum where the dispute is pending
Income Tax Act	AY 2001-02	8.75	Dy CIT (For rectification)
	AY 2002-03	45.00	CIT (Appeals) & Dy CIT (For rectification)
	AY 2003-04	27.64	CIT (Appeals)
	Ay 2009-10	320.00	CIT (Appeals)
Madhya Pradesh Parvesh Kar Adhiniyam	Entry Tax	53.60	M.P. Commercial Tax Appellate Board
Madhya Pradesh Electricity Duty (Amendment) Act, 2011	Electricity duty on power purchased through open access	64.47	Hon'ble High Court of Madhya Pradesh
Madhya Pradesh Upkar (Sanshodhan) Adhiniyam, 2012	Energy development cess on power purchased through open access	17.12	Hon'ble High Court of Madhya Pradesh
Madhya Pradesh Electricity Regulatory Commission	Duty on scrap sale	152.57	CESTAT
Central Excise Act	Duty rate on debonded goods	88.69	CESTAT
	Duty on shortage of cotton	5.47	CESTAT
	Denial of cenvat credit	49.90	CESTAT
	Duty & penalty	60.15	CESTAT
Customs Act	Duty on coal import	3.17	Asstt Comm (Customs)
	Duty on coal import	30.71	Jt Comm (Customs)

BALANCE SHEET AS AT 31ST MARCH, 2015

	Notes	As at 31.03.2015	As at 31.03.2014
` / Lacs			
Equity and Liabilities			
Shareholders' funds			
Share Capital	2.1.1	7,236.20	7,236.20
Reserves and Surplus	2.1.2	2,678.99	1,448.43
		9,915.19	8,684.63
Non-current liabilities			
Long Term Borrowings	2.2.1	11,060.59	11,175.81
Deferred Tax Liabilities (Net)	2.2.2	255.57	—
Other Long Term Liabilities	2.2.3	53.03	51.77
Long Term Provisions	2.2.4	215.87	167.78
		11,585.06	11,395.36
Current liabilities			
Short Term Borrowings	2.3.1	5,091.34	7,197.90
Trade Payables	2.3.2	2,181.44	2,563.23
Other Current Liabilities	2.3.3	6,698.73	5,983.67
Short Term Provisions	2.2.4	413.86	461.01
		14,385.37	16,205.81
Total		35,885.62	36,285.80
Assets			
Non current assets			
Fixed Assets			
Tangible Assets	2.4.1	17,111.09	16,408.78
Intangible Assets	2.4.2	34.61	58.61
Capital Work-in-Progress		288.00	79.95
Long-Term Loans and Advances	2.4.3	875.51	483.30
Other Non-Current Assets	2.4.4	133.64	125.07
		18,442.85	17,155.71
Current Assets			
Current Investments	2.5.1	12.77	12.77
Inventories	2.5.2	9,738.33	12,964.07
Trade Receivables	2.5.3	4,346.57	3,502.25
Cash and Bank Balances	2.5.4	698.42	297.68
Short Term Loans and Advances	2.4.3	729.95	595.77
Other Current Assets	2.4.4	1,916.73	1,757.55
		17,442.77	19,130.09
Total		35,885.62	36,285.80

Summary of significant accounting policies

1.1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors of
Maral Overseas LimitedFor Doogar & Associates
Chartered Accountants
Firm Registration No. 000561NFor Ashim & Associates
Chartered Accountants
Firm Registration No. 006064NRavi Jhunjhunwala
Chairman
DIN : 00060972Shekhar Agarwal
Managing Director
DIN : 00066113Mukesh Goyal
Partner
Membership No. 081810Ashim Agarwal
Partner
Membership No. 084968P. S. Puri
Chief Financial Officer
FCA - 013563Sweta Garg
Company Secretary
ACS - 27175Place: Noida (U.P.)
Date: 5th May, 2015

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Notes	For the year ended 31.03.2015	For the year ended 31.03.2014
Continuing operations			
Revenue from Operations	2.6.1		
Sale of Products		62,440.82	62,766.37
Sale of Services		4.76	53.14
Other Operating Revenues		2,417.16	2,538.70
		64,862.74	65,358.21
Less: Excise Duty		(19.79)	(23.20)
		64,842.95	65,335.01
Other Income	2.6.2	1,481.83	717.00
Total Revenue		66,324.78	66,052.01
Expenses:			
Cost of Materials Consumed	2.7.1	38,630.87	39,430.45
Purchases of Stock-in-Trade	2.7.2	723.78	448.78
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	2.7.3	338.85	(1,217.61)
Employee Benefits Expense	2.7.4	6,494.71	5,113.08
Finance Costs	2.7.5	1,924.85	1,863.62
Depreciation and Amortization Expense	2.7.6	3,539.67	3,810.85
Other Expenses	2.7.7	12,915.16	13,487.22
Total Expenses		64,567.89	62,936.39
Profit / (Loss) Before Tax		1,756.89	3,115.62
Tax Expense:			
Current Tax		368.00	168.54
MAT Credit Entitlement		(368.00)	-
MAT Credit Entitlement for Earlier Years		(132.21)	-
Tax Adjustments for Earlier Years		(36.34)	-
Deferred Tax		255.57	-
Profit / (Loss) for the year		1,669.87	2,947.08
Earnings per Equity Share (par value ` 10 each) :	2.8.1		
Basic		3.48	6.57
Diluted		1.17	1.80
Summary of significant accounting policies	1.1		
The accompanying notes are an integral part of the financial statements			

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal
Partner
Membership No. 081810

For Ashim & Associates
Chartered Accountants
Firm Registration No. 006064N

Ashim Agarwal
Partner
Membership No. 084968

Ravi Jhunjhunwala
Chairman
DIN : 00060972

P. S. Puri
Chief Financial Officer
FCA - 013563

For and on behalf of the Board of Directors of
Maral Overseas Limited

Shekhar Agarwal
Managing Director
DIN : 0006113

Sweta Garg
Company Secretary
ACS - 27175

Place: Noida (U.P.)
Date: 5th May, 2015

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2015

	For the Year Ended 31.03.2015	For the Year Ended 31.03.2014
		₹ / Lacs
A. Cash Flows from Operating Activities		
Net Profit / (Loss) Before Tax	1,756.89	3,115.62
Adjustments for:		
Depreciation & Amortisation	3,539.67	3,810.85
Contribution to CSR	(10.10)	-
Dividend Received	(1.16)	(1.30)
Interest Income	(77.18)	(97.16)
Interest Expense	1,856.65	1,809.24
Unrealised Foreign Exchange (Gain) / Loss	(87.36)	(112.15)
(Profit)/Loss On Sale/ Discarding Of Fixed Assets	226.33	714.64
Provision For Doubtful Debts And Advances	-	16.81
Amortisation of Expenses	-	3.41
Operating Profit before Working Capital Changes	7,203.74	9,259.96
Movements in Working Capital:		
Trade Receivables	(844.33)	129.27
Inventories	3,225.74	(4,185.21)
Loans & Advances	(3.35)	(51.27)
Other Assets	(311.59)	22.96
Liabilities	(387.48)	975.05
Provisions	45.26	93.96
Cash from / (used in) Operating Activities	8,927.99	6,244.72
Direct Taxes Paid (Net Of Refunds)	(404.42)	(109.04)
Net Cash from / (used in) Operating Activities	8,523.57	6,135.68
B. Cash flows from Investing Activities		
Purchase of Fixed Assets	(4,722.52)	(2,703.71)
Sale of Fixed Assets	91.73	176.33
Interest Received	72.71	103.31
Dividend Received	1.16	1.30
Net Cash from / (used in) Investing Activities	(4,556.92)	(2,422.77)



	For the Year Ended 31.03.2015	For the Year Ended 31.03.2014
C. Cash Flows from Financing Activities		
Receipts from Term Borrowings	3,723.00	1,662.61
Increase\ (Decrease) in Short Term Bank Borrowings	(2,106.56)	(550.38)
Repayment of Term Borrowings	(3,153.85)	(2,831.25)
Interest Cost	(1,848.27)	(1,809.84)
Dividend Paid (including tax thereon)	(218.58)	(260.70)
Net Cash from / (used in) Financing Activities	(3,604.26)	(3,789.56)
Net Increase / (Decrease) in Cash and Cash Equivalents	362.39	(76.65)
Opening Cash and Cash equivalents	280.65	357.30
Closing Cash and Cash equivalents	643.04	280.65

Notes**Components of Cash and Cash Equivalents**

Cash on Hand	34.39	24.18
Cheques on Hand	1.78	0.68
Balances with Banks		
In Current and Cash Credit Accounts	606.86	255.78
Post Office Saving Account	0.01	0.01
As per the Balance Sheet	643.04	280.65

Summary of significant accounting policies 1.1

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal
Partner
Membership No. 081810

For Ashim & Associates
Chartered Accountants
Firm Registration No. 006064N

Ashim Agarwal
Partner
Membership No. 084968

For and on behalf of the Board of Directors of
Maral Overseas Limited

Ravi Jhunjhunwala
Chairman
DIN : 00060972

P. S. Puri
Chief Financial Officer
FCA - 013563

Shekhar Agarwal
Managing Director
DIN : 00066113

Sweta Garg
Company Secretary
ACS - 27175

Place: Noida (U.P.)
Date: 5th May, 2015

SIGNIFICANT ACCOUNTING POLICIES

1 Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The financial statements have been prepared to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

1.1 Summary of significant accounting policies**a Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

b Revenue recognition

- i) Income is accounted for on accrual basis in accordance with Accounting Standard (AS) 9 - "Revenue Recognition".
- ii) Sale is recognised on dispatch to customer.
- iii) Insurance and other claims are recognised in accounts on lodgment to the extent these are measurable with reasonable certainty of acceptance. Excess/shortfall is adjusted in the year of receipt.

c Inventories

Inventories are valued at lower of cost, computed on a weighted average basis, and estimated net realisable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished goods and work-in-progress include costs of conversion and other costs in bringing the inventories to their present location and condition.

d Investments

Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management. The current investments are stated at lower of cost or quoted / fair value.

e Fixed & intangible assets

- i) Fixed assets are stated at historical cost less provision for impairment losses, if any, depreciation and amortization.
- ii) Borrowing costs eligible for capitalisation incurred, in respect of acquisition / construction of a qualifying asset, till the asset is substantially ready for use, are capitalised as part of the cost of that asset.
- iii) Pre-operative, trial run and incidental expenses relating to the projects are carried forward to be capitalised and apportioned to various assets on commissioning of the project.
- iv) Intangible assets are recognised on the basis of recognition criteria as set out in Accounting Standard (AS) 26 – "Intangible Assets".

f Depreciation & amortisation

Depreciation on tangible assets is provided on straight line method, except for vehicles which are depreciated on written down value method, over the useful lives of the assets estimated by Management. Also refer note 2.7.6

- i) For following class of assets, based on internal assessment and technical evaluation, the management has reassessed the useful lives as different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013. Management believes that the useful lives as given below, best represent the period over which these assets are expected to be used.

Plant and Machinery (General) (Triple shift operation) *	9.18 years
Plant and Machinery (Textile Made-ups) (Single shift operation)	9 years
Plant and Machinery (Thermal Power)	18 years
Vehicles	5 years

- * As per independent technical evaluation carried out, based on current usage, technology and efficiency parameters, useful life as derived from rates of depreciation for triple shift operation specified in Schedule XIV of the erstwhile Companies Act, 1956, is considered a fair representation of the estimated useful life in respect of plant and machinery installed in Spinning , Knitting, Dyeing, and Processing activities.



Residual value in respect of vehicles provided under Company employee benefit scheme is considered in accordance with terms of the said scheme and is higher than 5% of the original cost of the asset.

- ii) Leasehold land is amortised over the period of lease.
- iii) Free hold land and live stock are not depreciated.
- iv) Acquired software costs are amortised, on straight line method, over 6 years or estimated useful lives, whichever is lower

g Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount being the higher of the asset's net selling price and its value in use. Value in use is based on the present value of the estimated future cash flows relating to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (i.e. cash generating units).

Previously recognised impairment losses are reversed where the recoverable amount increases because of a favourable change in the estimates used to determine the recoverable amount since the last impairment was recognised. A reversal of an asset's impairment loss is limited to its carrying amount that would have been determined (net of depreciation or amortization), had no impairment loss been recognised in prior years.

h Foreign currency transactions

Foreign exchange transactions are recorded at the rates of exchange prevailing on the dates of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the Statement of profit and loss of the period.

Monetary assets and liabilities denominated in foreign currencies, which are outstanding as at the year end are translated at exchange rates prevailing on the last working day of the accounting year. The resultant exchange differences are recognized in the Statement of profit and loss.

Forward contracts are entered into to hedge the foreign currency risk of the underlying outstanding at the balance sheet date as well as future transactions in respect of which either firm commitments have been made or which are highly probable forecast transactions. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the period.

In relation to the forward contracts entered into to hedge the foreign currency risk of the underlying outstanding at the balance sheet date, the exchange difference is calculated and recorded in accordance with AS-11. The exchange difference on such a forward exchange contract is calculated as the difference between the foreign currency amount of the contract translated at the exchange rate at the reporting date, or the settlement date where the transaction is settled during the reporting period, and the corresponding foreign currency amount translated at the later of the date of inception of the forward exchange contract and the last reporting date. Such exchange differences are recognised in the Statement of profit and loss in the reporting period in which the exchange rates change.

Derivative financial instruments not covered by AS-11, relating to a firm commitment or a highly probable forecast transaction, which qualify for hedge accounting and where Company has met all the conditions of AS-30, are fair valued at balance sheet date and resultant exchange gain / loss accounted for in the balance sheet as per provisions of AS-30. This gain / loss would be recorded in Statement of profit and loss when the underlying transactions affect earnings. Other derivative instruments that relate to a firm commitment or a highly probable forecast transaction and that do not qualify for hedge accounting are recorded at fair value at the reporting date and the resultant exchange gain / loss credited / debited to Statement of profit and loss for the period.

i Government grants

Government grants, where reasonable certainty exists that the ultimate collection will be made, are recognized as follows:

- i) Grants of the nature of promoter's contribution are credited to Capital Reserve.
- ii) Grants related to specific depreciable fixed assets are deducted from gross values of the related fixed assets in arriving at their book value.
- iii) Grants related to revenue are recognised on a systematic basis in the Statement of profit and loss, either as income or deducted from related expenses, over the periods necessary to match them with their related costs.

j Miscellaneous expenditure

- i) Share issue expenses are amortised over a period of five years or earlier on annual appraisal.

k Employee benefits

The Company's employee benefits primarily cover provident fund, superannuation, gratuity and compensated absences.

Provident fund and Superannuation fund are defined contribution schemes and the Company has no further obligation beyond the contributions made to the fund. Contributions are charged to Statement of profit and loss in the year in which they accrue.

Gratuity liability is a defined benefit obligation and is recorded based on actuarial valuation made at the end of the year. The gratuity liability and net periodic gratuity cost is actuarially determined after considering discount rates, expected long term return on plan assets and increase in compensation levels. All actuarial gains and losses are immediately recorded to the Statement of profit and loss and are not deferred.

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised during the period when the employee renders the service. Accumulating compensated absences are provided for based on actuarial valuation.

I Tax on income

- i) Current corporate tax is provided on the results for the year after considering applicable tax rates and laws.
- ii) Deferred tax is provided on timing differences between tax and accounting treatments that originate in one period and are expected to be reversed or settled in subsequent periods. Deferred tax assets and liabilities are measured using the enacted / substantively enacted tax rates and laws for continuing operations.

Deferred tax assets, in the event of unabsorbed depreciation and carry forward losses under tax laws, that exceed the deferred tax liability, are recognized only where there is virtual certainty of realization. Deferred tax assets on other accounts are recognized only to the extent there is reasonable certainty of realization. The carrying amount of deferred tax assets is reviewed at each balance sheet date to reassess realization.

- iii) Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income Tax during the specified period.

m Provisions and contingent liabilities

Provisions are recognized for present obligations, of uncertain timing or amount, arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Where it is not probable that an outflow of resources embodying economic benefits will be required or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability unless the possibility of outflow of resources embodying economic benefits is remote.

Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events, are also disclosed as contingent liabilities unless the possibility of outflow of resources embodying economic benefits is remote.

n Earnings per share

Basic earnings per share is computed by dividing the net profit after tax for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o Cash and cash equivalents

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.



NOTES TO THE FINANCIAL STATEMENTS

2. Notes to the financial statements

2.1.1 Share Capital

₹ / Lacs

	As at 31.03.2015	As at 31.03.2014
Authorised		
4,40,00,000 (Previous year 4,40,00,000) Equity Shares of ₹ 10/- each	4,400.00	4,400.00
31,00,000 (Previous year 31,00,000) Cumulative Redeemable Preference Shares of ₹ 100/- each	3,100.00	3,100.00
	7,500.00	7,500.00
Issued, subscribed & fully paid-up		
41,508,000 (Previous year 4,15,08,000) Equity Shares of ₹ 10/- each	4,150.80	4,150.80
18,85,400 (Previous Year - 18,85,400) 8 per cent Cumulative Redeemable Preference Shares ('8%CRPS') of ₹ 100 each	1,885.40	1,885.40
12,00,000 (Previous Year - 12,00,000) 3 per cent Cumulative Redeemable Preference Shares ('3%CRPS') of ₹ 100 each	1,200.00	1,200.00
	7,236.20	7,236.20

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	2014-15		2013-14	
	No of Shares	₹ / Lacs	No of Shares	₹ / Lacs
Equity Shares				
At the beginning of the year	41,508,000	4,150.80	41,508,000	4,150.80
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	41,508,000	4,150.80	41,508,000	4,150.80
8 per cent Cumulative Redeemable Preference Shares				
At the beginning of the year	1,885,400	1,885.40	1,885,400	1,885.40
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	1,885,400	1,885.40	1,885,400	1,885.40
3 per cent Cumulative Redeemable Preference Shares				
At the beginning of the year	1,200,000	1,200.00	1,200,000	1,200.00
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
Outstanding at the end of the year	1,200,000	1,200.00	1,200,000	1,200.00

b) Terms/rights attached to Equity Shares

Company has only one class of equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The holder of equity shares is entitled to receive dividend only after distribution of dividend to the holders of preference shares.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Terms/rights attached to Preference Shares

Company has only one class of Cumulative Redeemable Preference Shares (CRPS) having a par value of ₹ 100/-. There are two series of CRPS, carrying differential dividend coupon rates.

First series of preference shares carrying a dividend coupon rate of 8%, allotted to the various banks and financial institutions, pursuant to the Corporate Debt Restructuring ('CDR') Package, are redeemable in four equal annual installments from 2016 to 2019. Second series of preference shares carrying a dividend coupon rate of 3%, allotted to promoters, against infusion of funds by them, pursuant to the Corporate Debt Restructuring ('CDR') Package, are redeemable on 31st March, 2019. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Each holder of preference shares is entitled to one vote per share only on resolutions placed before the Company which directly affect the rights attached to preference shares.

The holders of preference shares are entitled to a preferential right of repayment of capital on winding up vis-à-vis the holders of equity shares. The distribution will be in proportion to the number of shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company

	As at 31.03.2015		As at 31.03.2014	
	No of Shares Held	% holding	No of Shares Held	% holding
Equity shares of ₹ 10 each fully paid				
Agarwal Trademart Private Limited	19,760,000	47.61	19,760,000	47.61
Essay Marketing Company Limited	3,356,700	8.09	3,356,700	8.09
8 per cent CRPS of ₹ 100 each fully paid				
IDBI Bank Limited	94,600	5.02	94,600	5.02
Indusind Bank Limited	130,900	6.94	130,900	6.94
J & K Bank Limited	143,000	7.58	143,000	7.58
Yes Bank Limited	144,100	7.64	144,100	7.64
State Bank Of Hyderabad	103,400	5.48	103,400	5.48
Export-Import Bank Of India	328,900	17.44	328,900	17.44
Central Bank Of India	425,700	22.58	425,700	22.58
Axis Bank Limited	337,700	17.91	337,700	17.91
State Bank Of India	108,900	5.78	108,900	5.78
3 per cent CRPS of ₹ 100 each fully paid				
Apeksha Vyapaar Private Limited	475,000	39.58	475,000	39.58
Ultramarine Impex Private Limited.	200,000	16.67	200,000	16.67
Sita Nirman Private Limited	200,000	16.67	200,000	16.67
Pawanputra Trading Private Limited	200,000	16.67	200,000	16.67
Shantanu Agarwal	125,000	10.41	125,000	10.41

The aforesaid disclosure is based upon percentages computed separately for each class & series of shares outstanding, as at the balance sheet date. As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

- e) The Company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash nor has allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the Balance Sheet date.
- f) The CDR package grants a right to the various banks and financial institutions to convert 20% of their debt outstanding beyond seven years from the date of CDR Letter i.e March 26, 2009 into equity shares, as per SEBI guidelines / loan covenants, whichever is applicable.



2.1.2 Reserves and Surplus

₹ / Lacs

	As at 31.03.2015	As at 31.03.2014
Capital reserve		
Balance as per the last financial statements	123.47	123.47
Add: Additions during the year	—	—
Closing balance	123.47	123.47
Capital redemption reserve		
Balance as per the last financial statements	2,000.00	2,000.00
Add: Additions during the year	—	—
Closing balance	2,000.00	2,000.00
Securities premium account		
Balance as per the last financial statements	2,590.07	2,590.07
Add: Additions during the year	—	—
Closing balance	2,590.07	2,590.07
Hedging reserve		
Balance as per the last financial statements	229.96	6.60
Add: Additions during the year	24.94	229.96
Less: Reclassified to statement of profit and loss during the year	(229.96)	(6.60)
Closing balance	24.94	229.96
General reserve		
Balance as per the last financial statements	2,915.55	2,915.55
Add: Transfer from statement of profit and loss	—	—
Closing balance	2,915.55	2,915.55
Surplus / (deficit) in the statement of profit and loss		
Balance as per the last financial statements	(6,410.62)	(9,139.12)
Add: Amount transferred from statement of profit and loss	1,669.87	2,947.08
	(4,740.75)	(6,192.04)
Appropriations:		
Contribution to CSR (refer note below)	10.10	—
Proposed dividend on preference shares	186.83	186.83
Tax on dividend	37.36	31.75
Closing balance	(4,975.04)	(6,410.62)
	2,678.99	1,448.43

a) Information with regards to dividend is as follows

	Year Ended 31.03.2015		Year Ended 31.03.2014	
	Total ₹ / Lacs	Per share ₹	Total ₹ / Lacs	Per share ₹
Dividends proposed to be distributed to preference shareholders				
8 per cent Cumulative Redeemable Preference Shares	150.83	8.00	150.83	8.00
3 per cent Cumulative Redeemable Preference Shares	36.00	3.00	36.00	3.00

b) Corporate Social Responsibility (CSR)

₹ / Lacs

	Year Ended 31.03.2015
2% of average net profits over the last three years	39.50
Amount expended on CSR activities during the year	10.10
Pending obligations towards expenditure on CSR	29.40

2.2.1 Long Term Borrowings

₹ / Lacs

	Non-current portion		Current maturities	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Term loans				
From banks (secured)	8,909.78	8,328.35	3,141.70	2,615.31
From financial institutions (secured)	1,565.31	2,099.60	628.34	467.51
Others				
From bank - forex derivative loss loan (secured)	85.50	247.86	162.35	165.21
Loans and advances from related parties (unsecured)	500.00	500.00	—	—
	11,060.59	11,175.81	3,932.39	3,248.02
The above amount includes				
Secured borrowings	10,560.59	10,675.81	3,932.39	3,248.02
Unsecured borrowings	500.00	500.00	—	—
Amount disclosed under the head "other current liabilities" (Refer note 2.3.3)	—	—	(3,932.39)	(3,248.02)
	11,060.59	11,175.81		

Notes:

- a. Term loans from both banks & financial institutions are secured by first mortgage and charge created / to be created on all the present and future immovable & movable properties (other than current assets) of the Company, ranking pari-passu, and second pari-passu charge on current assets of the Company.

Forex derivative loss loan is secured by way of residual charge on the fixed assets and current assets of the Company.

Term loans from both banks (except term loan from Central Bank of India ₹ 2163 lacs and Union Bank of India ₹ 3200 lacs) & financial institutions along with working capital facilities from banks, are secured by pledge of stipulated promoter's equity shareholding, constituting 36% of the present equity capital, in favour of the lenders on pari-passu basis.

- b. Maturity profiles of secured loans are as set out below: ₹ / lacs

Lending Institution	Outstanding as at 31.3.2015	Maturity Profile					
		2015-16	2016-17	2017-18	2018-19	2019-20	2020-21
Term loans from banks							
Project term loans (1)	6,057.68	1,868.96	1,952.06	1,952.06	284.60		
Project term loans (2)	5,362.66	641.60	801.60	961.60	1,281.60	1,196.26	480.00
Working capital term loans (1)	631.14	631.14					
	12,051.47						
Term loans from financial institutions							
Project term loans (1)	2,193.65	628.34	734.65	734.65	96.01	—	—
Forex derivative loss loan (3)	247.85	162.35	85.50				

1. Carry a fixed rate of interest of 11.75% to be reset on an annual basis.
2. Carry floating interest rate of Base Rate + 1.50%.
3. Carry a fixed rate of interest of 9.25%.

All secured loans are repayable in quarterly installments.

- c) Unsecured loan from related party, carries a fixed rate of interest of 8% and is repayable on 31st March, 2019.
- d) The Company's financial restructuring package was approved under the Corporate Debt Restructuring mechanism (CDR) by the CDR Empowered group vide their letter dated March 26, 2009 ('CDR letter') and subsequent approvals from the various financial institutions and banks received.

The CDR scheme included inter alia reduction of interest rate on loans, rescheduling of loan repayments, conversion of interest payable into funded interest term loan, conversion of certain portion of the working capital into term loan and conversion of part



term loan into preference shares. The restructuring package also stipulated conditions to be complied with by the Company and its promoters relating inter alia to disposal of surplus assets, fresh infusion of additional equity by promoters, arrangement for additional infusion of term loan and working capital from existing lenders and bringing in funds by promoters to bridge shortfall of funding if any. The Company is confident that all the conditions as stipulated will be complied within agreement with the CDR Monitoring Committee.

- e) Some of the lenders follow the practice to recover suo motto, payment of both principal as well as interest from the working capital facility advanced by them, where applicable, or from the current account under instructions from the Company. It is regarded as accepted practice that the due date for payment shall be the date next following the date when interest is charged. Any delay on part of the lender to recover payment, either in line with past practice or specific instructions given in this regard by the Company, is not attributable to default on part of the Company. Accordingly, there is no continuing default in repayment of the principal loan and interest amounts.

2.2.2 Deferred Tax (Net)

₹ / Lacs

	As at 31.03.2015	As at 31.03.2014
Deferred tax liabilities		
Depreciation	1,007.09	1,262.59
Deferred tax assets		
Employee benefits	139.68	121.81
Unabsorbed depreciation	513.67	1,115.91
Others	98.17	24.87
Net deferred tax	255.57	—

Based on schedule of reversal of timing differences of Deferred Tax Liabilities, historical pre-tax earnings and projections for future taxable income over the periods in which the Deferred Tax Assets are deductible, management believes it is more likely than not that the Deferred Tax Assets would be realized

2.2.3 Other Long Term Liabilities

₹ / Lacs

	As at 31.03.2015	As at 31.03.2014
Others		
Deposits under staff scheme for fixed assets	53.03	51.77
	53.03	51.77

2.2.4 Provisions

₹ / Lacs

	Long-term		Short-term	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Provision for employee benefits				
Gratuity (Refer note 2.8.7)			98.93	92.73
Superannuation			61.38	53.31
Compensated absences	215.87	167.78	27.41	44.54
Others				
Proposed dividend on preference shares			186.83	186.83
Provision				
For tax on proposed dividend			37.36	31.75
For current tax (net of advance tax)				49.93
For wealth tax			1.95	1.92
	215.87	167.78	413.86	461.01

2.3.1 Short Term Borrowings

` / Lacs

	As at 31.03.2015	As at 31.03.2014
<i>Secured</i>		
Loans repayable on demand		
Working capital facilities from banks	5,091.34	7,197.90
	5,091.34	7,197.90

Loans repayable on demand, comprise of working capital facilities from banks and are secured by way of hypothecation first charge, ranking pari-passu, on stocks of raw material, stock in process, finished goods, book debts / receivables and all current assets stored in the Company's factory premises, at all plants and / or elsewhere including those in transit covered by documents of title thereto, local and export usance bills and second pari-passu charge on the entire movable and immovable assets of the Company (fixed assets), both present and future.

Loans repayable on demand from banks, along with term loans from both banks (except term loan from Central Bank of India ` 2163 lacs and Union Bank of India ` 3200 lacs) & financial institutions are secured by pledge of stipulated promoter's equity shareholding, constituting 36% of the present equity capital, in favour of the lenders on pari-passu basis.

2.3.2 Trade Payables

` / Lacs

	As at 31.03.2015	As at 31.03.2014
Trade payables	2,181.44	2,563.23
	2,181.44	2,563.23

The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the Company, on the basis of information and records available with them. This information has been relied upon by the auditors. Disclosure as required under Section 22 of the Act, is as under. Disclosure in respect of interest due on delayed payment has been determined only in respect of payments made after the receipt of information, with regards to filing of memorandum, from the respective suppliers.

` / Lacs

S. No.	Particulars	As at 31.03.2015	As at 31.03.2014
(i)	Principal amount remaining unpaid as at end of the year	110.96	37.85
(ii)	Interest due on above	—	—
1	Total of (i) & (ii)	110.96	37.85
2	Interest paid on delayed payment of principal, paid along with such interest during the year	—	—
3	Interest due on delayed payment of principal, paid without such interest during the year	—	—
4	Interest accrued but not due, in respect of delayed payments of principal due as at end of the year	—	—
5	Total interest due and payable together with that from prior year(s)	—	—

2.3.3 Other current liabilities

` / Lacs

	As at 31.03.2015	As at 31.03.2014
Current maturities of long-term borrowings (Refer note 2.2.1)	3,932.39	3,248.02
Interest accrued but not due on borrowings	146.46	106.30
Interest accrued and due on borrowings	—	2.51
Others		
Advance from customers	365.74	409.83
Creditors for capital goods	106.80	
Employee related liabilities	475.60	398.84
Statutory dues payable	119.66	105.34
Contested demands (net of payments)	235.63	220.84
Rebate & claims	865.94	925.77
Others	450.51	566.22
	6,698.73	5,983.67



2.4.1 Tangible Assets

₹ / Lacs

	Land		Buildings	Plant & Equipment	Office Equipment	Furniture & Fixtures	Vehicles	Live Stock	Total
	Freehold	Leasehold							
Gross Block									
At 1st April, 2013	42.43	36.60	6,605.46	36,035.96	76.37	225.62	279.92	5.63	43,307.99
Additions				2,667.52	25.51	5.09	101.53		2,799.65
Disposals			74.12	4,794.77	15.61	76.77	39.59		5,000.86
At 31st March, 2014	42.43	36.60	6,531.34	33,908.71	86.27	153.94	341.86	5.63	41,106.78
Additions		367.91	180.69	3,756.43	81.33	73.62	69.54	2.45	4,531.97
Disposals				1,249.39	0.71	0.92	38.45	1.05	1,290.52
At 31st March, 2015	42.43	404.51	6,712.03	36,415.75	166.89	226.64	372.95	7.03	44,348.23
Depreciation									
At 1st April, 2013		5.94	2,338.71	22,037.01	37.41	179.82	130.73		24,729.62
Charge for the year		0.37	189.64	3,537.51	3.70	9.03	48.59		3,788.84
Disposals			33.05	3,765.77	10.13	69.95	30.40		3,909.30
At 31st March, 2014		6.31	2,495.30	21,808.75	30.98	118.90	148.92		24,609.16
Charge for the year		3.10	278.59	3,090.66	34.46	15.04	82.05		3,503.90
Disposals				940.68	0.56	0.75	22.77		964.76
At 31st March, 2015		9.41	2,773.89	23,958.73	64.88	133.19	208.20		27,148.30
Impairment Loss									
At 1st April, 2013				122.31					122.31
Charge for the year									
Disposals				33.47					33.47
At 31st March, 2014				88.84					88.84
Charge for the year									
Disposals									
At 31st March, 2015				88.84					88.84
Net Block									
At 31st March, 2014	42.43	30.29	4,036.04	12,011.12	55.29	35.04	192.94	5.63	16,408.78
At 31st March, 2015	42.43	395.10	3,938.14	12,368.18	102.01	93.45	164.75	7.03	17,111.09

- Buildings include ₹ 0.02 lacs representing cost of unquoted fully paid shares held in co-operative housing society.
- Buildings include certain portion given on operating lease. It is not practicable to give separate disclosure of gross block, depreciation charge for the year, accumulated depreciation and net block in respect of the same.
- Opening balance of gross block, depreciation and net block are adjusted for reclassification of asset categories inter se. These do not have any impact on the aggregate depreciation charge / provision.

2.4.2 Intangible Assets

₹ / Lacs

	Computer Software	Total
Gross Block		
At 1st April, 2013	653.08	653.08
Additions	0.09	0.09
Disposals	0.52	0.52

` / Lacs

	Computer Software	Total
At 31st March, 2014	652.65	652.65
Additions	11.77	11.77
Disposals		
At 31st March, 2015	664.42	664.42
Depreciation		
At 1st April, 2013	572.55	572.55
Charge for the year	22.01	22.01
Disposals	0.52	0.52
At 31st March, 2014	594.04	594.04
Charge for the year	35.77	35.77
Disposals		
At 31st March, 2015	629.81	629.81
Net Block		
At 31st March, 2014	58.61	58.61
At 31st March, 2015	34.61	34.61

2.4.3 Loans & Advances

` / Lacs

	Long-term		Short-term	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
<i>Unsecured, considered good unless stated otherwise</i>				
Capital advances	52.70	157.12		
Security deposits	189.75	210.72		
Other loans and advances				
Advances for goods / services				
Unsecured, considered good			144.45	170.51
Doubtful			3.44	3.44
Excise rebates / refunds receivable				
Unsecured, considered good			155.48	25.11
Doubtful			32.95	67.38
Balances with statutory authorities			237.27	181.20
Loans and advances to employees	21.15	26.59	64.05	81.63
Prepaid expenses			128.69	126.16
Other receivables				11.16
MAT Credit Entitlement	500.21			
Direct taxes refundable (net of provisions)	111.70	88.87		
	633.06	115.46	766.33	666.59
Provision for doubtful advances			(36.38)	(70.82)
	633.06	115.46	729.95	595.77
	875.51	483.30	729.95	595.77



- a) In respect of MAT credit entitlement, management, based on present profitability trend as well as future profit projections, is of the view that there is convincing evidence for utilization of MAT credit assets in future periods.
- b) Direct taxes refundable represent amounts recoverable from the Income Tax Department for various assessment years. In respect of disputed demands, Company has filed appeals which are pending at various levels and for assessment years where the issues have been decided in favour of the Company, Company is in the process of reconciling / adjusting the same with the department. Necessary value adjustments shall be made on final settlement by the department.

2.4.4 Other Assets

₹ / Lacs

	Non-current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Others				
Export benefits receivable			1,149.71	1,018.27
Subsidies receivable			459.07	214.75
Fixed assets held for sale (at lower of cost and net realizable value)			177.02	169.32
Other receivables	9.01	9.48	18.63	13.09
Mark-to-market gain on forward contracts			112.30	342.12
Non-current bank balances (Refer note 2.5.4)	124.63	115.59		
	133.64	125.07	1,916.73	1,757.55

After commissioning of captive thermal power plant in the year 2007, the HFO fuelled Wartsila Power Generators were retained as standby. Company during previous year decided for their disposal. Realisable value of the generators ₹ 166.25 Lac has been shown under "Assets Held For Sale", pending their final disposal

2.5.1 Current Investments

₹ / Lacs

	As at 31.03.2015	As at 31.03.2014
(Valued at lower of cost and fair value, unless stated otherwise)		
Investments in equity instruments		
Quoted		
BPL Engineering Limited		
7,700 (Previous year 7,700) equity shares of ₹ 10 each fully paid (#) (*)	—	—
State Bank of Bikaner & Jaipur		
8,100 (Previous year 8,100) equity shares of ₹ 10 each fully paid	12.77	12.77
	12.77	12.77
Aggregate amount of quoted investments	12.77	12.77
Market value of quoted investments	47.96	26.67
Aggregate amount of unquoted investments	—	—
Aggregate provision for diminution in value of investments (#)	5.78	5.78

* As per information available in public domain, shares of BPL Engineering Limited are suspended from trading on the National Stock Exchange of India Limited.

2.5.2 Inventories (Valued at Lower of Cost and Net Realizable Value)

₹ / Lacs

	As at 31.03.2015	As at 31.03.2014
Raw materials (refer note 2.7.1)	6,065.86	8,890.19
Finished goods (refer note 2.7.3)	1,822.76	2,212.55
[Includes material in transit ₹ 38.19 lacs; 2014: ₹ 68.86 lacs]		
Work-in-progress (refer note 2.7.3)	1,256.08	1,198.23
Stores and spares	106.75	66.24
Others		
Packing materials	30.38	14.28
Fuels	420.63	539.80
[Includes material in transit ₹ 77.28 lacs; 2014: ₹ 102.72 lacs]		
Waste	35.87	42.78
	9,738.33	12,964.07

2.5.3 Trade Receivables

₹ / Lacs

	As at 31.03.2015	As at 31.03.2014
<i>Unsecured, considered good unless stated otherwise</i>		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	2.53	0.74
Doubtful		0.44
	2.53	1.18
Provision for doubtful receivables		
	(A) 2.53	1.18
Other receivables		
Unsecured, considered good	4,344.04	3,501.07
Doubtful		
	4,344.04	3,501.07
Provision for doubtful receivables		
	(B) 4,344.04	3,501.07
Total (A + B)	4,346.57	3,502.25

Trade receivables, outstanding for a period exceeding six months from the date they are due for payment, considered doubtful, include Nil (Previous year ₹ 0.44 lacs) where the buyers have withheld payments on account of quality claims. Necessary provisions for these claims have been made pending final settlement.

2.5.4 Cash and Bank Balances

₹ / Lacs

	Non-current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Cash and cash equivalents				
Balances with banks				
In current and cash credit accounts			606.86	255.78
Cheques on hand			1.78	0.68
Cash on hand (including foreign currency notes)			34.39	24.18
Others				
Post Office Saving Account			0.01	0.01
			643.04	280.65



₹ / Lacs

	Non-current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Other Bank Balances				
Held as margin money	124.04	115.03	54.87	16.52
Under lien with government departments	0.59	0.56		
Balances in savings account (employees' security)			0.01	0.01
Other deposits			0.50	0.50
	124.63	115.59	55.38	17.03
Amount disclosed under the head "other non current assets" (Refer note 2.4.4)	(124.63)	(115.59)		
			698.42	297.68
Deposits with original maturity for 12 months and more	124.63	115.59	55.37	0.50

2.6.1 Revenue from Operations

₹ / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Sale of products		
Manufactured goods		
Yarn	30,328.71	30,891.00
Fabric	16,402.71	15,442.58
Garments / Made-ups	11,119.25	11,386.08
Cotton / other waste	3,768.83	4,512.49
Traded goods		
Yarn	821.32	534.22
	62,440.82	62,766.37
Sale of services		
Job charges	4.76	53.14
	4.76	53.14
Other operating revenues		
Sale of surplus captive power	3.47	1.37
Sale of scrap	195.92	275.73
Export incentives	2,217.77	2,261.60
	2,417.16	2,538.70
	64,862.74	65,358.21
Less: Excise duty	(19.79)	(23.20)
	64,842.95	65,335.01

2.6.2 Other Income

₹ / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Interest income	77.18	97.16
Dividend on current investments	1.16	1.30
Other non-operating income		
Exchange gain, net	955.91	299.11
Profit on sale of fixed assets	30.82	78.62
Miscellaneous income	416.76	240.81
	1,481.83	717.00

2.7.1 Cost of Material Consumed

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Raw material consumed		
Cotton	27,677.09	28,310.81
Other fibers	80.33	370.22
Dyes & Chemicals	2,103.18	2,050.66
Embellishments	1,049.12	1,022.91
	30,909.72	31,754.60
Purchases (for consumption)		
Yarn	5,584.20	5,234.58
Fabric	1,318.75	1,674.20
	6,902.95	6,908.78
Other materials consumed		
Packing materials	818.20	767.07
	818.20	767.07
	38,630.87	39,430.45

The above consumption figures are disclosed on the basis of derived figures and are after adjusting excesses and shortages ascertained on physical count, unserviceable items, etc.

Breakup of raw material inventory is as under:

` / Lacs

	As at 31.03.2015	As at 31.03.2014
Cotton	5,840.54	8,666.13
Other fibers	39.23	79.64
Dyes & Chemicals	107.31	94.79
Embellishments	78.78	49.63
	6,065.86	8,890.19

2.7.2 Purchases of Stock-in-Trade

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Purchases (for trading)		
Yarn	723.78	448.78
	723.78	448.78

2.7.3 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014	(Increase) / Decrease
Inventories (At close)			
Finished Goods	1,822.76	2,212.55	389.79
Work-in-progress	1,256.08	1,198.23	(57.85)
Waste	35.87	42.78	6.91
	3,114.71	3,453.56	338.85



	Year Ended 31.03.2015	Year Ended 31.03.2014	(Increase) / Decrease
Inventories (At opening)			
Finished Goods	2,212.55	1,285.26	(927.29)
Work-in-progress	1,198.23	899.63	(298.60)
Waste	42.78	51.06	8.28
	3,453.56	2,235.95	(1,217.61)
	338.85	(1,217.61)	

Breakup of Finished Goods is as under:

` / Lacs

	As at 31.03.2015	As at 31.03.2014
Finished goods		
Yarn	1,099.56	1,046.32
Fabric	679.84	1,045.09
Textile made-ups	43.36	121.14
	1,822.76	2,212.55

Breakup of Work in Progress is as under:

` / Lacs

	As at 31.03.2015	As at 31.03.2014
Work-in-progress		
Spinning & yarn dyeing	447.35	552.10
Knitting & processing	448.89	405.27
Textile made-ups	359.84	240.86
	1,256.08	1,198.23

2.7.4 Employee Benefit Expense

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Salaries and wages	5,814.71	4,569.36
Contribution to provident and other funds	509.70	388.25
Staff welfare expenses	170.30	155.47
	6,494.71	5,113.08

Note : Employee benefit expenses include remuneration paid / payable to Managing Director ` 156.49 lacs , which is subject to approval of the Company in general meeting, as required in terms of second proviso to Section 197 (1) of the Companies Act, 2013

2.7.5 Finance Costs

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Interest expense	1,846.75	1,808.69
Interest expense on statutory payments	9.90	0.55
Other borrowing costs	68.20	54.38
	1,924.85	1,863.62

Note : Finance borrowing costs capitalized during the year ` 29.27 Lacs (previous year Nil)

2.7.6 Depreciation and Amortization Expense

₹ / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Depreciation of tangible assets	3,503.90	3,788.84
Amortization of intangible assets	35.77	22.01
	3,539.67	3,810.85

Note:

Pursuant to the notification of Schedule II of the Companies Act 2013, by the Ministry of Corporate Affairs effective 1st April, 2014, the management reassessed the useful life of assets with effect from 1st April, 2014.

Based on internal assessment and independent technical evaluation carried out by an external valuer, the management reassessed the useful lives for certain class of assets as different from the useful lives prescribed under Part C of Schedule II of the Companies Act, 2013. Management believes that the useful lives as given below, best represents the period over which management expects to use these assets.

(In years)

Asset	Useful life as per Companies Act, 2013	Revised Useful Life
Plant and Machinery (General)	15 (Single shift)	9.18 (Triple shift)
Plant and Machinery (Textile made-ups)	15 (Single shift)	9 (Single shift)
Plant and Machinery (Thermal Power)	40	18
Vehicles	8 - 10	5
Acquired Software	As per AS-26	6 years or useful life whichever is lower

Residual value in respect of vehicles provided under Company employee benefit scheme is considered in accordance with terms of the said scheme and is higher than 5% of the original cost of the asset

- Accordingly, the carrying amount as at 1st April, 2014 is being depreciated over the revised remaining useful life of the asset.
- In accordance with the option provided in transitional provisions in Schedule II of the Companies Act, 2013, where the remaining useful life of an asset is Nil as at 1st April, 2014, the remaining carrying value, after retaining residual value, has been charged off to Statement of Profit and Loss for the year.
- Had the Company continued with the previously assessed useful lives, charge for depreciation for the year would have been lower by ₹ 551.95 lacs on assets held as at 1st April, 2014 and the profit before tax would have been higher by such amount.

2.7.7 Other Expenses

₹ / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Consumption of stores and spare parts	1,232.94	1,305.52
Job work costs	2,747.24	2,588.58
Power & fuel	4,524.45	4,165.97
Repairs and maintenance		
Plant & machinery	159.68	162.88
Buildings	64.33	83.98
Others	161.97	115.17
Insurance	96.17	94.44
Rent	259.52	193.59
Rates and taxes, excluding taxes on income	110.80	104.05



	Year Ended 31.03.2015	Year Ended 31.03.2014
Prior period adjustments	7.33	13.69
Freight & forwarding	1,285.88	1,138.06
Commission to selling agents	429.61	629.26
Other selling expenses	408.70	963.09
Provision for doubtful debts and advances		16.81
Excise duty (Inc adjustment on stocks)	(0.37)	0.24
Loss on sale / discard of fixed assets	257.15	793.26
Other expenses	1,169.76	1,115.22
Amortisation of expenses		3.41
	12,915.16	13,487.22

Note:

- a. Other expenses include following payments to the statutory auditors (excluding service tax) / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
As auditor		
Statutory audit	18.00	18.00
Limited review	1.50	1.50
Tax audit	1.00	1.00
Certification etc	0.84	1.32
Reimbursement of expenses	1.60	1.18

2.8.1 Earnings Per Share

	2014-2015		2013-2014	
	Basic	Diluted	Basic	Diluted
Numerator / in Lacs				
Net Income / (Loss) for the year	1,669.86	1,669.86	2,947.08	2,947.08
Less: Dividend on Cumulative Redeemable Preference Shares & Tax thereon	224.19	224.19	218.58	218.58
Add: Interest (Net of Tax)		676.50		802.07
Net Earnings / (Loss) for Per Share Calculation	1,445.67	2,122.17	2,728.50	3,530.57
Denominator				
Weighted Average Number of Equity Shares	41,508,000	41,508,000	41,508,000	41,508,000
Dilutive Potential Equity Shares		139,401,728		165,991,243
Total Average Equivalent Shares		180,909,728		207,499,243
Net Earnings / (Loss) Per Share	3.48	1.17	6.57	1.70
Nominal Value Per Share	10	10	10	10

Potential equity options may arise in the event of default in payment due on loan funds. Potential options also exist in the form of right of CDR lenders to convert 20% of their debt outstanding beyond seven years from the date of CDR Letter into equity capital, more fully explained in Note 2.1.1.

2.8.2 Contingent Liabilities not provided for in respect of :

` / Lacs

	As at 31.03.2015	As at 31.03.2014
a) Claims against the Company not acknowledged as debts	14.04	13.00
b) Income tax matters in dispute	392.64	72.64
c) Excise / customs / service tax matters in dispute	400.21	311.04
d) Non Solar renewable energy obligations	–	108.50
e) Pending litigations		
Miscellaneous labour cases involving claims for reinstatement, back wages etc	71.51	60.17

Based on legal advice, discussions with the solicitors, etc., the management believes that there is fair chance of decisions in the Company's favour in respect of all the items listed at (a) to (e) above and hence no provision is considered necessary against the same. The management believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position and results of operations.

2.8.3 Obligations and Commitments Outstanding:

` / Lacs

	As at 31.03.2015	As at 31.03.2014
a) Estimated value of contracts remaining to be executed on capital account and not provided for (net of advances)	49.36	2,087.57
b) Bills discounted with banks	3,431.16	3,158.11
c) Export obligations under the Export Promotion Capital Goods Scheme, remaining to be fulfilled within the specified period	64.17	3,778.63

2.8.4 Derivative Instruments and Unhedged Foreign Currency Exposure

a) Foreign Currency Forward Contracts Outstanding as at the Balance Sheet date

` / Lacs

Category	Purpose	Currency	As At 31.3.2015	As At 31.3.2014
Sell	Hedging	USD	117.54	110.12
	Hedging	Euro	9.00	7.00

b) Particulars of Unhedged Foreign Currency Exposure as at the Balance Sheet date

Amount in lacs

Particulars	Currency	As at 31.3.2015		As at 31.3.2014	
		Amount in foreign currency	Amount in INR	Amount in foreign currency	Amount in INR
Commission payable	USD	2.73	170.66	2.77	166.17
	Euro	0.03	2.20	0.04	3.21
Advance from customer	USD	0.99	61.74	1.95	116.71
	Euro			0.03	2.76
Import creditors	USD	1.77	110.41	0.28	16.51
	Euro	0.75	50.21		
	GBP	0.04	4.11	0.03	2.87
	JPY	2.42	1.26		
	CHF	0.02	1.00		



- 2.8.5 a) Response to letters sent by the Company requesting confirmation of balances has been insignificant. In the management's opinion, adjustments on reconciliation of the balances, if any required, will not be material in relation to the financial statements of the Company and the same will be adjusted in the financial statements as and when the confirmations are received and reconciliations completed.
- b) Inventories, loans & advances, trade receivables and other current / non-current assets are reviewed annually and in the opinion of the management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the Balance Sheet.

2.8.6 Lease Commitments

The Company leases space for office and other facilities under various operating leases along with options that permit renewals for additional periods. Future minimum commitments in respect of the operating leases that have remaining non-cancelable terms are set out below.

₹ / Lacs

	Year Ended 31.3.2015	Year Ended 31.3.2014
Within one year	78.00	78.00
One year to five years	65.00	143.00

2.8.7 Employee Benefit Obligations

Defined Contribution Plans

The Company makes contributions towards provident fund and superannuation fund, to defined contribution retirement benefit plans for qualifying employees. The provident fund plan is operated by the Regional Provident Fund Commissioner and the superannuation fund is administered by the Trustees of the 'Maral Overseas Limited Senior Executive Superannuation Fund'. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

The contributions payable to these plans by the Company are at rates specified in the rules of the schemes. The amounts recognized as expense for defined contribution plans are as follows:

₹ / Lacs

	Year Ended 31.3.2015	Year Ended 31.3.2014
Provident fund	315.47	226.61
Superannuation fund	59.10	51.79

Defined Benefit Plan

The Company makes annual contributions to the Employees' Group Gratuity-cum-Life Insurance Scheme of ICICI Prudential Life Insurance Company Limited, a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary (last drawn salary) payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of the defined benefit obligation and the related current service cost were measured using the Projected Unit Credit Method with actuarial valuations being carried out at each balance sheet date.

The Amounts Recognized in the Statement of Profit and Loss are as follows:

₹ / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Current Service Cost	73.92	56.83
Interest Cost	52.08	40.35
Expected Return on Plan Assets	(52.00)	(43.81)
Recognized Net Actuarial (Gain) / Loss	51.90	39.35
Total Included in 'Employee Benefit Expense'	125.91	92.73
Actual Return on Plan Assets	125.91	46.04

The Amounts Recognized in the Balance Sheet are as follows:

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Present Value of Obligation	808.47	612.72
Fair Value of Plan Assets	709.54	519.99
Net Liability	98.93	92.73
Amounts in Balance Sheet		
Liability	98.93	92.73
Asset		
Net Liability	98.93	92.73

Reconciliation of Benefit Obligations & Plan Assets for the Period

Changes in present value of defined benefit obligation

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Obligations at period beginning	612.72	504.43
Current service cost	73.92	56.83
Interest cost	52.08	40.35
Benefits paid from plan assets	(3.16)	(30.48)
Benefits paid directly	(26.98)	
Actuarial (gain) / loss	99.89	41.58
Obligations at period end	808.47	612.72

Changes in the Fair Value of Plan Assets

` / Lacs

	Year ended 31.03.2015	Year ended 31.03.2014
Plan assets at period beginning, at fair value	519.99	438.11
Expected return on plan assets	52.00	43.81
Actuarial (gain) / loss	47.98	2.23
Contributions by employer	92.73	66.32
Benefits paid / payable	(3.16)	(30.48)
Plan assets at period end, at fair value	709.54	519.99

The Major categories of Plan Assets as a percentage of Total Plan Assets are as follows:

	As At 31.03.2015	As At 31.03.2014
Insurer managed funds	100%	100%
Others	-	-



The Assumptions Used in Accounting for the Gratuity Plan are set out as below:

	Year ended 31.03.2015	Year ended 31.03.2014
Discount rate	8.00%	8.50%
Expected rate of return on plan assets	10.00%	10.00%
Future salary increase rate	5.50%	6.00%
Employee turnover		
Up to 30 Years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00

₹ / Lacs

	As At 31.03.2015	As At 31.03.2014
Expected contribution to the fund over next one year	98.93	92.73

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

The Company evaluates these assumptions annually based on its long-term plans of growth and industry standards.

The discount rate is based on prevailing market yields of Indian government bonds, as at the balance sheet date, consistent with the currency and estimated term of the post employment benefit obligations.

The expected rate of return on plan assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

Amounts for the Current and Previous four periods are as follows:

Defined benefit gratuity plans ₹ / Lacs

	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2013	Period ended 31.03.2012	Period ended 31.03.2011
Defined benefit obligation	808.47	612.72	504.43	420.08	349.17
Plan assets	709.54	519.99	438.11	350.09	293.32
Surplus / (deficit)	(98.93)	(92.73)	(66.32)	(69.99)	(55.85)
Experience adjustments on plan liabilities	(74.06)	(41.19)	(22.58)	(21.13)	(15.42)
Experience adjustments on plan assets	47.98	2.23	6.04	(8.19)	(9.66)

2.8.8 Related Party Disclosures

Following information regarding related parties has been determined on the basis of criteria specified in AS-18 "Related Party Disclosures".

a) Related parties with whom transactions have taken place

i) Key Management Personnel

- Shri Ravi Jhunjunwala, Chairman
- Shri Shekhar Agarwal, Managing Director

ii) Relatives of Key Management Personnel

- Smt Shashi Agarwal
- Shri Shantanu Agarwal
- Shekhar Agarwal (HUF)

- iii) Enterprises in respect of which the reporting enterprise is an associate
 - M/s Agarwal Trademart Private Limited
 - M/s BMD Private Limited
- iv) Enterprises owned or significantly influenced by key management personnel or their relatives
 - M/s RSWM Limited
 - M/s HEG Limited
 - M/s BSL Limited
 - M/s Cheslind Textiles Limited (Amalgamated with M/s RSWM Limited)

b) Transactions with Related Parties:

` Lacs

	2014-15	2013-14
i) For the parties referred to in item (i) above		
Sitting fees paid to		
– Shri Ravi Jhunjhunwala, Chairman	1.20	0.80
Remuneration paid to		
– Shri Shekhar Agarwal, Managing Director		
Salary, allowances and perquisites	99.90	88.45
Contribution to PF and superannuation	14.59	12.96
Commission	42.00	78.57
Remuneration does not include provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole		
ii) For the parties referred to in item (ii) above		
Rent paid to		
– Smt Shashi Agarwal	2.25	2.25
– Shri Shantanu Agarwal	2.25	2.25
– Shekhar Agarwal (HUF)	1.50	1.50
iii) For the parties referred to in item (iii) above		
Unsecured loan 'Due to'		
– Agarwal Trademart Private Limited	500.00	500.00
Outstanding 'Due to'		
– Agarwal Trademart Private Limited	27.02	–
Interest paid		
– Agarwal Trademart Private Limited	40.00	40.00
Job charges received		
– BMD Private Limited	0.58	0.13
Reimbursement of expenses recovered		
– BMD Private Limited	0.22	0.52
Reimbursement of expenses paid		
– BMD Private Limited	0.98	–



	2014-15	2013-14
iv) For the parties referred to in item (iv) above		
Sale of materials		
– RSWM Limited	1,061.64	1058.20
– BSL Limited	2.19	0.92
Purchase of materials		
– RSWM Limited	311.20	549.76
– BSL Limited	7.49	7.93
Outstanding 'Due to'		
– RSWM Limited	87.82	70.49
– BSL Limited		0.41
Rent paid		
– RSWM Limited	60.02	60.02
Job charges received		
– RSWM Limited	0.22	0.18
Reimbursement of expenses paid		
– RSWM Limited	55.13	62.36
– HEG Limited	2.64	2.37
– BSL Limited	1.56	2.11
Reimbursement of expenses recovered		
– RSWM Limited	5.66	6.46
Sale of Fixed Assets		
– Cheslind Textiles Limited	-	7.14

2.8.9 Segment Information

The Company is currently organized into three business operating segments: Yarn, Fabric and Textile Made-ups. The Company's business segments offer different products and require different technology and marketing strategies.

Yarn includes bought out yarn as well as production of cotton yarn over a wide range of counts, which besides being sold, is also used for further value addition in fabric. It also includes surplus captive & standby power. Fabric includes both bought out fabric as well as the value added activities relating to knitting, dyeing and processing. Textile Made-ups, comprise of made-ups made for renowned international brands.

The accounting principles used in preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments and are as set out in the note on significant accounting policies.

Transfer prices for inter segment revenues are generally set on an arm's length basis and are eliminated in consolidation.

Revenue and direct expenses in relation to segments are categorized based on items that are individually identifiable or allocable on a reasonable basis to that segment. Revenue and expenses, besides financial costs and taxes that are not allocated to operating segments, are included under "inter segment & unallocated items".

Assets and liabilities represent assets (both tangible and intangible) employed in operations and liabilities owed to third parties that are individually identifiable or allocable on a reasonable basis to that segment. Assets and liabilities excluded from allocation to operating segments, are included under "inter segment & unallocated items". Capital expenditure includes expenditure incurred during the period on acquisition of segment fixed assets.

The Company's secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of customers while the other geographic information is specified by location of the assets. North America comprises the United States of America, Canada and Mexico; Europe includes continental Europe (both the east and west), Ireland and the United Kingdom; Africa includes Mauritius; Asian continent has been segregated into the Middle East & Gulf countries while the rest of Asia, other than India has been covered under Far East & South East Asia; Rest of the World comprises all other places except those mentioned above and India.

a) Business Segments

` / Lacs

Year ended 31.03.2015	Yarn*	Fabric	Textile Made-ups	Inter Segment & Unallocated Items	Consolidated Total
Sales					
External	35,815.61	16,871.49	12,155.85		64,842.95
Inter Segment	11,387.98	4,913.89		(16,301.87)	
Total Revenue	47,203.59	21,785.38	12,155.85	(16,301.87)	64,842.95
Segment Result	2,008.87	1,593.44	439.19		4,041.50
Other Income				1.16	1.16
Unallocated Expense				(419.17)	(419.17)
Financial Costs				(1,866.60)	(1,866.60)
Taxes				(87.03)	(87.03)
Net Profit					1,669.86
Assets	26,439.64	4,385.59	3,147.04	1,913.35	35,885.62
Liabilities	2,686.34	1,514.07	1,051.13	634.57	5,886.11
Capital Employed	23,753.30	2,871.52	2,095.91	1,278.78	29,999.51
Capital Expenditure					
Tangible Assets	2,820.08	983.90	727.99		4,531.97
Intangible Assets	0.23		11.54		11.77
Non Cash Expense					
Depreciation & Amortisation	2,585.86	756.58	197.23		3,539.67
Impairment Losses					
Other Non Cash Expense					

* Includes Captive & Standby Power

` / Lacs

Year ended 31.03.2014	Yarn*	Fabric	Textile Made-ups	Inter Segment & Unallocated Items	Consolidated Total
Sales					
External	36,957.05	16,010.03	12,367.93		65,335.01
Inter Segment	12,214.13	5,863.06		(18,077.19)	
Total Revenue	49,171.18	21,873.09	12,367.93	(18,077.19)	65,335.01
Segment Result	3,391.46	809.12	977.72		5,178.30
Other Income				1.30	1.30
Unallocated Expense				(256.20)	(256.20)
Financial Costs				(1,807.78)	(1,807.78)
Taxes				(168.54)	(168.54)
Net Profit					2,947.08
Assets	29,214.96	4,333.63	2,003.92	733.29	36,285.80
Liabilities	2,941.66	1,718.96	933.17	385.65	5,979.44
Capital Employed	26,273.30	2,614.67	1,070.75	347.64	30,306.36
Capital Expenditure					
Tangible Assets	2,514.46	127.37	157.82		2,799.65
Intangible Assets	0.09				0.09
Non Cash Expense					
Depreciation & Amortisation	3,148.24	494.64	167.97		3,810.85
Impairment Losses					
Other Non Cash Expense				3.41	3.41

* Includes Captive & Standby Power



b) Geographical Segments

` / Lacs

Year ended 31.03.2015	North America	Europe	Gulf & Middle East	Far East & South East Asia	Africa	Rest of the World	India*	Total
Revenue								
Sales to external customers	1,028.49	10,381.73	4,323.41	18,504.59	1,986.19	145.23	28,473.31	64,842.95
Other segment information								
Segment assets	139.62	741.10	266.87	2,002.56	51.83	35.79	30,734.50	33,972.27
Unallocated assets							1,913.35	1,913.35
Total assets:								
Capital expenditure								
Tangible fixed assets							4,531.97	4,531.97
Intangible assets							11.77	11.77

* Includes surplus captive & standby power

` / Lacs

Year ended 31.03.2014	North America	Europe	Gulf & Middle East	Far East & South East Asia	Africa	Rest of the World	India*	Total
Revenue								
Sales to external customers	1,692.49	9,875.77	4,326.74	19,829.48	1,098.40	243.03	28,269.10	65,335.01
Other segment information								
Segment assets	118.37	399.72	49.79	1,474.15		67.27	33,443.22	35,552.52
Unallocated assets							733.29	733.29
Total assets:								
Capital expenditure								
Tangible fixed assets							2,799.65	2,799.65
Intangible assets							0.09	0.09

* Includes surplus captive & standby power

2.8.10 Value of Imports calculated on CIF basis in respect of :

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Raw materials (including purchases for consumption)	2,537.09	1,341.82
Stores & spare parts	331.16	373.82
Capital goods	2,082.79	1,107.49

2.8.11 Expenditure in Foreign Currency

` / Lacs

	Year Ended 31.03.2015	Year Ended 31.03.2014
Travelling	45.69	36.67
Commission & Claims	217.48	640.70
Professional & Consultation	28.68	24.64
Other matters	5.49	12.12

2.8.12 Details of Imported and Indigenous Raw Material, Stores & Spare Parts Consumed

	Year Ended 31.03.2015		Year Ended 31.03.2014	
	` / Lacs	%	` / Lacs	%
Raw materials (including purchases for consumption)				
Imported	2,265.50	5.99%	1,535.58	3.97%
Indigenous	35,547.17	94.01%	37,127.80	96.03%
Stores & spare parts				
Imported	73.88	5.99%	62.75	4.81%
Indigenous	1,159.06	94.01%	1,242.77	95.19%

2.8.13 Earnings in Foreign Currency

	` / Lacs	
	Year Ended 31.03.2015	Year Ended 31.03.2014
FOB value of Exports	36,019.92	34,124.23
Others (Freight, Insurance, Claims etc.)	365.06	591.94

2.8.14 Previous period's figures have been regrouped and recast wherever considered necessary.

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Mukesh Goyal
Partner
Membership No. 081810

Place: Noida (U.P.)
Date: 5th May, 2015

For Ashim & Associates
Chartered Accountants
Firm Registration No. 006064N

Ashim Agarwal
Partner
Membership No. 084968

For and on behalf of the Board of Directors of
Maral Overseas Limited

Ravi Jhunjhunwala
Chairman
DIN : 00060972

P. S. Puri
Chief Financial Officer
FCA - 013563

Shekhar Agarwal
Managing Director
DIN : 00066113

Sweta Garg
Company Secretary
ACS - 27175



FINANCIAL INDICATORS

₹ / Lacs

S. No.	DESCRIPTION	2008-2009 (18 months)	2009-10 (6 months)	2010-11	2011-12	2012-2013	2013-2014	2014-15
1	Net Turnover	51,862.61	19,962.05	51,039.01	53,591.27	55889.23	65335.01	64842.95
2	PBIDT	2,943.36	2,589.62	5,948.98	4,399.68	6573.81	8790.09	7221.41
3	Interest							
	– Long Term	2,132.08	783.14	1,503.39	1,448.23	1267.14	1129.14	998.04
	– Short Term	1,832.56	468.83	825.45	1,239.81	999.78	734.48	926.81
	– Total	3,964.64	1,251.97	2,328.84	2,688.04	2266.92	1863.62	1924.85
4	Depreciation	3,125.42	978.73	2,333.47	1,906.95	1889.36	3810.85	3539.67
5	PBT	(4,146.70)	358.92	1,286.67	(195.31)	2417.53	3115.62	1756.89
6	Provision for Income Tax	40.22	9.14	–	–	–	168.54	87.03
7	PAT	(4,186.92)	349.78	1,286.67	(195.31)	2417.53	2947.08	1669.86
8	EPS (Weighted Avg.)	(19.24)	0.69	2.60	(0.99)	5.30	6.57	3.48
9	Equity Capital	2,175.80	4,150.80	4,150.80	4,150.80	4150.80	4150.80	4150.80
10	Preference Capital	1,885.40	2,685.40	3,085.40	3,085.40	3085.40	3085.40	3085.40
11	Return on Net Worth (%) (PAT/Net Worth)	(302.23)	14.28	32.74	(5.48)	42.20	33.93	16.84
12	Interest Cover (PBIDT-Tax)/ Interest	0.73	2.06	2.55	1.64	2.90	4.63	3.71
13	Debt - Equity	17.79	9.32	5.25	4.95	2.72	1.66	1.51
14	Return on Sales	(8.07)	1.75	2.52	(0.36)	4.33	4.51	2.58
1	Total Capital Employed	30,264.93	30,104.51	32,862.18	24,753.88	27348.68	32548.30	33412.27
2	Net Worth	1,385.33	2,448.88	3,929.73	3,562.53	5729.36	8684.63	9915.19
3	Total Debt	28,879.60	27,655.63	28,932.45	24,302.86	23340.74	21621.73	20084.32
4	Term Debt	24,644.80	22,818.54	20,650.16	17,636.33	15592.46	14423.83	14992.98
5	Gross Fixed Assets	44,800.81	44,704.42	45,175.42	43,606.08	43961.07	41759.44	45012.65

QUANTITATIVE DATA

YEAR	Grey YARN MT	Dyed YARN MT	FABRIC MT	PROCESSED FABRIC MT	GARMENT LAC PCS
PRODUCTION					
2008-2009 (18 months)	23010.47	1471.15	3686.70	4565.86	52.01
2009-2010 (6 months)	8451.99	548.16	1348.03	2043.34	17.99
2010-2011	16561.79	1116.58	3049.56	3991.99	36.63
2011-2012	16003.76	1107.81	3457.12	4084.66	45.44
2012-2013	16851.56	1299.68	3591.89	4103.13	43.65
2013-2014	17331.72	1406.67	3692.21	4737.42	53.35
2014-2015	17877.18	1526.00	3625.32	4804.93	49.43
SALES					
2008-2009 (18 months)	18384.48	985.69	158.06	3439.54	53.61
2009-2010 (6 months)	6827.47	365.76	57.95	1585.88	18.14
2010-2011	13070.94	800.24	79.71	3295.97	39.36
2011-2012	11909.53	835.71	84.79	3121.89	45.87
2012-2013	12615.57	975.67	64.09	3132.32	43.34
2013-2014	12601.93	941.74	57.62	3721.07	53.52
2014-2015	13560.34	1054.96	49.73	3991.63	49.90

FINANCIAL STATISTICS

CAPITAL ACCOUNT

(₹ / Lacs)

YEAR	CAPITAL	RESERVES	NET WORTH
2008-2009	6,036.20	(4,632.02)	1,385.33
2009-2010	6,836.20	(4,373.69)	2,448.88
2010-2011	7,236.20	(3,296.25)	3,929.73
2011-2012	7,236.20	(3,666.86)	3,562.53
2012-2013	7,236.20	(1,503.43)	5,729.36
2013-2014	7,236.20	1,448.43	8,684.63
2014-2015	7,236.20	2,678.99	9,915.19

REVENUE ACCOUNT

(₹ / Lacs)

YEAR	NET SALES	OPERATING COST			PBDT	INTEREST	DEPRECIATION	PBT	TAX	PAT
		RAW MATERIAL	PACKING COST	VALUE ADDED						
2008-2009 (18 months)	51,862.61	34,532.19	708.74	16,621.68	2,943.36	3,964.64	3,125.42	(4,146.70)	40.22	(4,186.92)
2009-2010 (6 months)	19,962.05	13,200.65	278.73	6,482.67	2,589.62	1,251.97	978.73	358.92	9.14	349.78
2010-2011	51,039.01	32,415.73	593.09	18,030.19	5,948.98	2,328.84	2,333.47	1,286.67	–	1,286.67
2011-2012	53,591.27	34,428.97	646.83	18,515.47	4,399.68	2,688.04	1,906.95	(195.31)	–	(195.31)
2012-2013	55,889.23	32,480.13	718.61	22,690.49	6,573.81	2,266.92	1,889.36	2,417.53	–	2,417.53
2013-2014	65,335.01	39,112.15	767.07	25,455.79	8,790.09	1,863.62	3,810.85	3,115.62	168.54	2,947.08
2014-2015	64,842.95	38,536.45	818.20	25,488.30	7,221.41	1,924.85	3,539.67	1,756.89	87.03	1,669.86



CERTIFICATE OF COMPLIANCE FROM AUDITORS AS STIPULATED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

**To the Members of
Maral Overseas Limited**

We have examined the compliance of conditions of Corporate Governance by Maral Overseas Limited, for the year ended on the 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountant of India and was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affair of the Company.

For Doogar & Associates
Chartered Accountants
Firm Registration No.000561N

For Ashim & Associates
Chartered Accountants
Firm Registration No.006064N

Mukesh Goyal
Partner
Membership No. 081810

Ashim Agarwal
Partner
Membership No.084968

Place : Noida (U.P.)
Dated : 5th May, 2015

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Shekhar Agarwal, Managing Director & Chief Executive Officer and P.S. Puri, Chief Financial Officer, of Maral Overseas Limited, hereby certify to the Board that:

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by Maral Overseas Limited during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting in Maral Overseas Limited and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.
- (e) We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).
- (f) We further declare that all Board members and designated Senior Management have affirmed compliance with the Code of Conduct for the current year.

Place : Noida (U.P.)
Dated: 5th May, 2015

Shekhar Agarwal
Managing Director &
Chief Executive Officer
DIN : 00066113

P. S. Puri
Chief Financial Officer
FCA-013563

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Notes

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MARAL OVERSEAS LIMITED

CIN: L17124MP1989PLC008255

Regd. Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone - 451 660, Madhya Pradesh

Phone : +91-07285-265401-265405 Fax :+91-07285-265406

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P)

Phone:+91-120-4390300 (EBABX), Fax:+91-120-4277841

E-mail: maral.investor@lnjbhilwara.com, Website: www.maraloverseas.com

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of the Company will be held on Wednesday, the 23rd day of September, 2015 at 11.00 a.m. at the Registered Office of the Company at Maral Sarovar, V. & P. O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone, Madhya Pradesh – 451 660 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.
2. To declare the Dividend on Cumulative Redeemable Preference Shares for the year ended 31st March, 2015.
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.
4. To appoint M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) as Joint Auditors from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting, and to fix their remuneration.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 197 read with schedule V and other applicable provisions, of the Companies Act, 2013 and the rules made thereunder and such other regulatory approvals as may be applicable (including any statutory modification from time to time), the consent of the members of the Company be and is hereby accorded for payment of remuneration to Shri Shekhar Agarwal, Managing Director (DIN : 00066113) for the financial year 2014-15 and 2015-16, (which had already been approved by the shareholders at the Annual General Meeting held on the 30th September, 2013) within the limit of 10% of net profit of the Company for the respective financial years determined in accordance with Section 198 of the Companies Act, 2013.”

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company for creation of such mortgage(s) and charge(s) in addition to the existing mortgage(s) and charge(s) and hypothecation(s) created by the Company as the Board may direct on

the assets of the Company, both present and future and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of :

- Union Bank of India in connection with Term Loan of ₹ 32.00 crore under Technology Upgradation Fund Scheme (TUFs).

together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and other monies payable by the Company to Union Bank of India under the Loan Agreements entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with Union Bank of India the documents for creating the aforesaid mortgage(s) and/or charge(s) and to do all such acts and things as may be necessary for giving effect to the above resolution.”

7. To consider and if thought fit, to pass, with or without modifications, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company for creation of Second Charge subject to the First Charge of the Term Lenders on all the immovable and movable properties of the Company, wheresoever situated, present and future, and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of the consortium Banks viz. Bank of Baroda, State Bank of India, State Bank of Patiala, State Bank of Hyderabad, State Bank of Bikaner & Jaipur, Canara Bank, Central Bank of India and Union Bank of India for granting to the Company Working Capital Facilities to the extent of ₹ 156.95 crore or to any enhancements in the limits in future from time to time.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with Bank of Baroda (Lead Bank) on behalf of the consortium member Banks the documents for creating the aforesaid mortgage(s) and/or charge(s) and to do all such acts and things as may be necessary for giving effect to the above resolution.”

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s K. G. Goyal &

Co. Cost Accountants, (Firm Reg No. 000017) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2016, be paid the remuneration of ₹ 90,000/- (Rupees Ninety Thousand only) plus service tax and out of pocket expenses that may be incurred by them during the course of audit."

By order of the Board
For Maral Overseas Limited

Place : Noida (U. P.)
Date : 4th August, 2015

Sweta Garg
Company Secretary
ACS - 27175

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.** A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company, a duly certified Board Resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 17th September, 2015 to Wednesday, the 23rd September, 2015 (both days inclusive).
5. The relevant documents accompanying the Notice are open for inspection to the members at the Registered Office of the Company during the normal business hours of the Company up to the date of the Meeting.
6. The dividend on Cumulative Redeemable Preference Shares as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration by the members in the AGM.
7. Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.
8. In case of Joint holders attending the meeting, only such joint holder whose name appears earlier in the order of names will be entitled to vote.
9. Members are requested to:
 - (i) Quote their folio number/client ID in all correspondence with the Company.
 - (ii) Notify immediately to the Company all changes with respect to their bank details, mandate, nomination, Power of Attorney and Change of Address. Members holding shares in electronic form

should send their requests regarding the same to their respective Depository Participants.

10. Members who are holding Company's shares in electronic form are required to bring details of their Depository Account such as Client ID and DP ID Numbers for identification.
11. Members seeking any information/clarification with regard to accounts and audit are requested to write to the Company in advance and their queries should reach the Registered Office of the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information/clarification ready.
12. Members holding shares in physical form are requested to furnish their email ID through e-mail at maral.investor@lnjbhilwara.com and/or send letter to us quoting their Folio No. and e-mail ID to enable us to serve any document, notice, communication, annual reports etc. through e-mail. For members who have not registered their email addresses, physical copies of the Annual Report 2015 are being sent by the permitted mode. Members holding shares in demat form may get their email ID updated with their respective Depository Participants. We request the members to continue to support the Green Initiative introduced by MCA and make it a success.
13. The Annual Report of the Company will also be available on the website of the Company, www.maraloverseas.com.
14. Members holding shares in physical form are requested to dematerialize their holdings in their own interest.
15. In case of transfer of Shares, transferee is requested to furnish a copy of the of PAN card to the RTA for registration of transfer of shares in physical form.
16. The details under Clause 49 of the Listing Agreement with the Stock Exchanges forms integral part of the notice.
17. 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 substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Pursuant to Listing Agreement, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The member may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).

The instructions for remote e-voting are as under :

- (a) In case the Member receives an email from NSDL (for members whose email IDs are registered with the Company/DP):
 - (i) Open the e-mail and then open the PDF file namely "MOL remote e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for remote e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on **Shareholder-Login**.
 - (iv) Put user ID and password as initial password/PIN provided in the PDF file.
 - (v) The password change menu will appear on your screen. Change to a new password of your choice with minimum

8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,* etc). Please take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting appears. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “REVEN” (Remote E-Voting Event Number) of Maral Overseas Limited
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (ix) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) Institutional shareholders (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at sgsdel@gmail.com with a copy marked to evoting@nsdl.co.in.

- (b) In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants):

- (i) Initial password is provided in the attached sheet on the ‘Process and manner for e-voting’.

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN
–	–	–

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
- (c) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (d) The remote e-voting period commences at 9.00 a.m. on Sunday, the 20th September, 2015 and will end at 5.00 p.m. on Tuesday, the 22nd September, 2015. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (e) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cut-off date i.e. 16th September, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper. The voting rights of Members shall be in proportion to their share of the paid

up equity share capital of the Company as on the cut-off date of 16th September, 2015.

- (f) 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. 16th September, 2015, he/she may write to M/s MCS Share Transfer Agent Ltd. on the e-mail ID: helpdeskdelhi@mcsregistrars.com or admin@mcsdel.com or mcssta@rediffmail.com or evoting@nsdl.co.in. After receipt of the above credentials, please follow the instructions for e-voting to cast the vote. If the member is already registered with NSDL remote e-voting platform then he can use his/her existing User ID and Password for casting the vote through remote e-voting.
- (g) Shri D. P. Gupta, Practicing Company Secretary (Membership No. FCS 2411), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- (h) The Scrutinizer, after scrutinizing the votes cast at the meeting, will not later than three days of conclusion of the Meeting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the results of the voting forthwith. The scrutinizer shall unblock the votes in the presence of atleast two witnesses not in the employment of the Company.
- (i) Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 23rd September, 2015.
- (j) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.maraloverseas.com and on the website of NSDL and communicated to the BSE Limited and National Stock Exchange of India Limited for placing the same on their respective website.
- (k) Members who are not casting their vote electronically, may cast their vote at the Annual General meeting by means of ballot.
- (l) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (m) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Shareholders available at the Downloads Section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

By order of the Board
For Maral Overseas Limited

Date : 4th August, 2015
Place : Noida (U. P.)

Sweta Garg
Company Secretary
ACS - 27175

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5

The members are aware that Shri Shekhar Agarwal (DIN : 00066113), Managing Director was appointed as Managing Director of the Company w.e.f 1st April, 2013 for a period of three years upto 31st March, 2016 by special resolution passed at the Annual General Meeting of the Company held on 30th September, 2013 and remuneration payable to him during the period was also approved.

In accordance with provisions of Section 197 of the Companies Act, 2013, the remuneration payable to any one Managing Director may exceed 5% of the Net Profit of the Company computed in the manner as laid down in Section 198 of the Companies Act, 2013 with the approval of the Company in the General Meeting but shall be within the limit of 10% of the net profits computed as stated hereinabove.

The remuneration paid/payable to Shri Shekhar Agarwal for the financial year 2014-15 falls within the limit of 10% of the net profit of the Company. Further, the remuneration payable to Shri Shekhar Agarwal for the financial year 2015-16 is proposed to be paid within the said limit of 10% of the net profit of the Company for that year, as computed in the manner prescribed in Section 198 of the Companies Act, 2013.

Shri Shekhar Agarwal aged 62 years holds a degree in B.Tech (Mech.) from IIT Kanpur and M.Sc from Chicago. He is an industrialist with diversified business experience spanning over three decades. Since his appointment as Managing Director, he has overseen the operations of the Company, setting up of Thermal Power Plant, expansion of spinning facilities and up-gradation of production processes etc. Under his able leadership the Company has registered encouraging financial performance.

Except Shri Shekhar Agarwal and Shri Shantanu Agarwal, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the proposed resolution. The Board commends the Special Resolution as set out in item No. 5 for approval of the members.

ITEM NO. 6

The Company had approached Union Bank of India (Union Bank) for financial assistance under Technology Upgradation Fund Scheme (TUFs) in the form of Rupee Term Loan of ₹ 32.00 crore to part finance expenditure towards essential capital expenditure (capex) towards replacement / balancing/modernization of old machinery at Sarovar Unit as approved by CDR Cell. The referred financial assistance from the lender is to be secured by mortgage/charge of the assets of the Company, both present and future.

Section 180(1)(a) of the Companies Act, 2013, provides inter-alia that the Board of Directors of the Company shall not, without the consent of members of the Company in general meeting by a Special Resolution sell, lease or otherwise dispose off the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking. Since the mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of Union Bank may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013.

Copy of sanction letter received from the lender and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during normal business hours upto the date of meeting.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution. The Board commends the Special Resolution as set out in item No. 6 for approval of members.

ITEM NO. 7

The Company is availing working capital facilities from the consortium of banks viz. Bank of Baroda, State Bank of India, State Bank of Patiala, State Bank of Hyderabad, State Bank of Bikaner and Jaipur, Canara Bank, Central Bank of India and Union Bank of India aggregating ₹ 156.95 crore (Rupees One Hundred Fifty Six crore and Ninety Five lac). The terms and conditions of availment of the working capital limits from Banks stipulate a second charge on all the fixed assets of the Company in favour of the Banks. Accordingly, the Company wishes to create a second charge in their favour.

Section 180(1)(a) of the Companies Act, 2013, provides inter-alia that the Board of Directors of the Company shall not, without the consent of members of the Company in general meeting by a Special Resolution sell, lease or otherwise dispose off the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking. Since the creation of second charge by the Company on its fixed assets may be regarded as disposal of Company's properties/undertaking, it is necessary for the Company's members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013.

Copies of sanction letters received from these Banks and copies of relevant documents/correspondence are open for inspection at the Registered Office of the Company during normal business hours upto the date of meeting.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution. The Board commends the Special Resolution as set out in item No. 7 for approval of members.

ITEM No. 8

The Board of Directors of the Company had approved the appointment and remuneration of M/s K. G. Goyal & Co., Cost Accountants, upon the recommendation of Audit Committee to conduct the Cost Audit of the Cost records of the Company for the financial year ending 31st March, 2016, in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors & Key Managerial Personnel of the Company including their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution. The Board commends the Ordinary Resolution as set out in item No. 8 for approval of members.

By order of the Board
For Maral Overseas Limited

Date: 4th August, 2015
Place: Noida (U. P.)

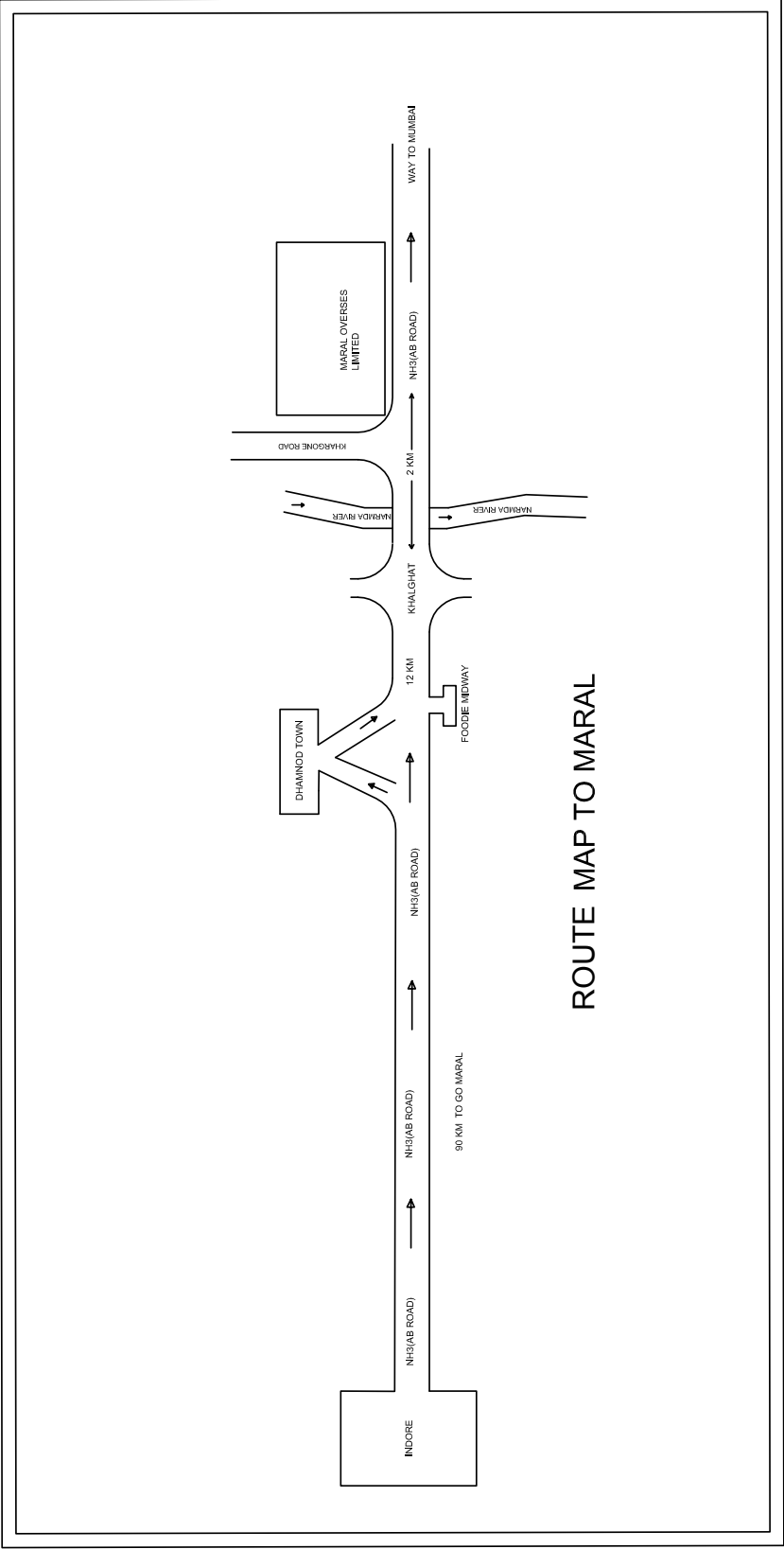
Sweta Garg
Company Secretary
ACS - 27175

(ANNEXURE TO NOTICE DATED 4TH AUGUST, 2015)

DETAILS OF THE DIRECTORS PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Name of Director	Shri Shekhar Agarwal	Shri Shantanu Agarwal
Category	Promoter – Executive	Promoter – Non-Executive
Interse relationship	Father of Shri Shantanu Agarwal	Son of Shri Shekhar Agarwal
Date of Birth	09.10.1952	19.01.1986
Date of Appointment	27.01.1989	22.04.2014
Qualification	B. Tech (Mech)-IIT Kanpur, M.Sc. -(Chicago)	B.S. in Electrical and Computer Engineering- Carnegie Mellon University, USA; MBA from Wharton school of business (University of Pennsylvania), USA.
Expertise in specific functional areas	Industrialist with rich experience of Textile Industry.	Industrialist with diversified business experience
List of Other Public Companies in which Directorships held #	1. Bhilwara Technical Textiles Ltd. 2. BSL Ltd. 3. Essay Marketing Co. Ltd. 4. HEG Ltd. 5. RSWM Ltd.	NIL
Chairman/Member of the Committee of the Board of Directors of the Company	Stakeholder Relationship Committee – Member	NIL
Chairman/Member of the Committees of Directors of other Companies:		
a Audit Committee	1. BSL Ltd. – Member 2. HEG Ltd. – Member	NIL
b Stakeholders' Relationship Committee	RSWM Ltd. – Member	NIL
No. of Equity Shares held in the Company	7,55,573	5,54,500

#Excludes Directorships in Private Limited Companies, Foreign Companies, Membership of Management Committee of various chambers/Bodies and Section 8 Companies.





Maral Overseas Limited

MARAL OVERSEAS LIMITED

CIN : L17124MP1989PLC008255

Regd. Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)

Phone : +91-07285-265401-265405 Fax : +91-07285-265406

Corp. Off : Bhilwara Towers, A-12, Sector-1, Noida-201301(U.P), Phone : 91-120-4390300, (EBABX) Fax : +91-120-4277841

E-mail : maral.investor@lnjbhilwara.com, Website : www.maraloverseas.com

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

DP Id*

Folio No.

Client Id*

No. of Share(s) held

Name and address of the Shareholders :

I hereby record my presence at the 26th Annual General Meeting of the Company to be held on Wednesday, September 23, 2015 at 11.00 a.m. at the Registered Office of the Company at Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)-451660.

* Applicable for investors holding Shares in electronic form

** Strike out whichever is not applicable

Signature of the Shareholder/Proxy/Representative**

Notes:

1. Members are requested to produce this attendance slip, duly signed in accordance with their specimen signatures registered with the Company, for admission to the meeting.



MARAL OVERSEAS LIMITED

CIN : L17124MP1989PLC008255

Regd. Office: Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.)

Phone : +91-07285-265401-265405 Fax : +91-07285-265406

Corp. Off : Bhilwara Towers, A-12, Sector-1, Noida-201301(U.P), Phone : 91-120-4390300, (EBABX) Fax : +91-120-4277841

E-mail : maral.investor@lnjbhilwara.com, Website : www.maraloverseas.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies [Management and Administration] Rules, 2014]

Name of the Member(s): **E mail id:**

Registered Address: **Folio No/ *Client Id:**

..... **DP Id:**

I/We being the member(s) of shares of the above named Company hereby appoint:

1. Name : Address :

..... E-mail Id :

Signature, or failing him/her.

2. Name : Address :

..... E-mail Id :

Signature, or failing him/her.

3. Name : Address :

..... E-mail Id :

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday, 23rd September, 2015, at 11.00 a.m. at the Registered Office of the Company at Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated :

** I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions Numbers	Resolutions	For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2015 and Statement of Profit & Loss for the period ended on that date and the Report of Directors and Auditors thereon.		
2	To declare the Dividend on Cumulative Redeemable Preference Shares for the year ended 31st March, 2015.		
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.		
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.		
Special Business			
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.		
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 ₹ 32 crore.		
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 of ₹156.95 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 2015-16.		

Signed this _____ day of _____ 2015

Affix
Revenue
Stamp

Signature of Shareholder _____

Signature of Proxy holder(s) _____

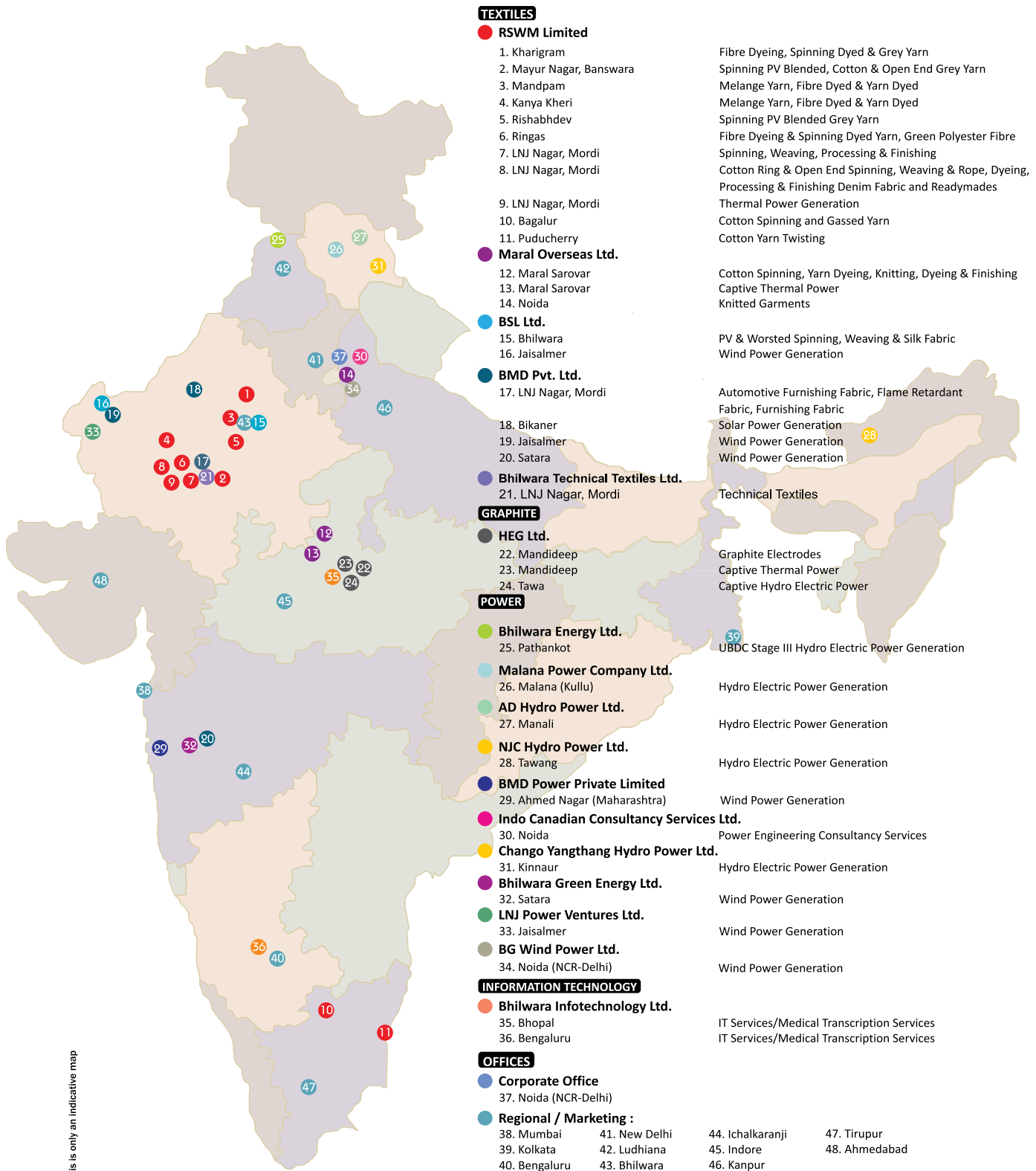
Notes :

1. The proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. ** it is optional to indicate your preference . If you leave the 'for' or 'against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 26th Annual General Meeting.

NATIONWIDE NETWORK



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL





Maral Overseas Limited

Registered Office:

Maral Sarovar, Village & P.O. Khalbujurg,
Tehsil Kasrawad, Distt. Khargone - 451 660,
Madhya Pradesh

CIN : L17124MP1989PLC008255