

PROUD TO BE INDIAN
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September 26, 2014

THRU. COURIER

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C-1, Block - G,
Bandra-Kurla Complex,
Bandra (East),
MUMBAI - 400 051.

Fax # 022 2659 8237/38, 2659 8347/48 & 6641 8126

Re: Proceedings of 25th Annual General Meeting

Dear Sir,

Please find enclosed herewith proceedings of the 25th Annual General Meeting of the Members of the Company held on Friday, the 26th September, 2014 at Maral Sarovar, V & P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone, Madhya Pradesh.

Thanking you,

Yours faithfully,
For **MARAL OVERSEAS LIMITED**

SWETA GARG
COMPANY SECRETARY

Encl.: As above

Maral Overseas Limited

CIN:L17124MP1989PLC008255

Corporate Office :
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4390300 (EPABX)
Fax : +91-120-4277841, 4277842
Website: www.maraloverseas.com

Regd. Office & Works :
Maral Sarovar, V. & P. O. Khalbujurg,
Tehsil Khasrawad, Distt. Khargone (M.P.)
Phones : +91-7285-265401-265405
Fax : +91-7285-265406
Website: www.lnjbhilwara.com

PROCEEDINGS OF 25th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, THE 26TH DAY OF SEPTEMBER, 2014, AT 11:00 A.M AT THE REGISTERED OFFICE AT MARAL SAROVAR, V. & P.O. KHALBUJURG, TEHSIL KASRAWAD DISTT. KHARGONE - 451 660 MADHYA PRADESH.

Shri Ravi Jhunjhunwala, Chairman of the Company could not attend the meeting due to urgent work exigencies. Dr. Kamal Gupta, Independent Director and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee was elected as Chairman for the meeting.

Ms. Sweta Garg, Company Secretary informed the Chairman that requisite numbers of members for constituting the quorum as per the Companies Act, 2013 were present in person. The Auditor was also present at the Meeting. The Chairman called the Meeting to order. The Notice of the Meeting and the Auditors Report was taken as read with the permission of the Members.

The Chairman welcomed the members to the 25th Annual General Meeting of the Company. The Chairman, thereafter, addressed the Members highlighting the salient features of the Company's operations relating to the year ended the 31st March, 2014. He then stated that the e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and pursuant to the Listing Agreement had been duly completed on 20th September, 2014, and the scrutinizer for e-voting had submitted his report. He further announced that Statutory Registers maintained as per the Companies Act were kept ready at the Meeting for inspection by the Members.

He then initiated discussion and invited the queries on the accounts which were adequately replied. Thereafter, the Chairman ordered for a voting by poll for all the items mentioned in the Notice. He then appointed the scrutinizer(s) for the Poll. Thereafter, the poll process was conducted. After the poll, the Scrutinizers submitted their report to the Chairman. The Chairman after considering the consolidated report of the scrutinizer informed the meeting, that the Members of the Company have, by requisite majority, approved the following items by way of e-voting and poll:

1. Adoption of Audited Balance Sheet as at the 31st March, 2014, the Statement of Profit & Loss for the period ended on that date and the Reports of Board of Directors and Auditors thereon.
2. Declaration of Dividend on Cumulative Redeemable Preference Shares for the year ended the 31st March, 2014.
3. Re-appointment of Shri Ravi Jhunjhunwala (DIN : 00060972) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.



4. Re-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 fixation of their remuneration.
5. Appointment of Shri Shantanu Agarwal (DIN : 02314304), (who was appointed as Additional Director and who holds office upto the date of this Annual General Meeting) as Director of the Company, liable to retire by rotation.
6. Appointment of Dr. Kamal Gupta (DIN: 00038490) as an Independent Director of the Company from 26th September, 2014 up to 25th September, 2019.
7. Appointment of Shri D.N. Davar (DIN: 00002008) as Independent Director of the Company from 26th September, 2014 up to 25th September, 2019.
8. Appointment of Shri P.S. Dasgupta (DIN: 00012552) as Independent Director of the Company from 26th September, 2014 up to 25th September, 2019.
9. Approval of the remuneration payable to M/s. K. G. Goyal & Co. Cost Auditor of the Company for the financial year 2014-15 (subject to applicability of Cost Audit on the Company).

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

