PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL

MOL/
September 26, 2017

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

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report of the Company duly approved and adopted by the Members of the Company in their Meeting held on 22nd September, 2017.

Thanking you,

Yours faithfully,
For **MARAL OVERSEAS LIMITED**

ATUL KUMAR JAIN
CHIEF FINANCIAL OFFICER
Encl.: As above

Maral Overseas Limited









RIGHT **QUALITY**
HIGH **PERFORMANCE**

ANNUAL REPORT 2016-17

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CORPORATE INFORMATION

L. N. Jhunjhunwala — **Chairman-Emeritus**

BOARD OF DIRECTORS

Ravi Jhunjhunwala	Chairman
Shekhar Agarwal	Managing Director
D. N. Davar	Director
Dr. Kamal Gupta	Director
P. S. Dasgupta	Director
Shantanu Agarwal	Director
Archana Capoor	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.)

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 India
Union Bank of India

MANAGEMENT DISCUSSION AND ANALYSIS

MANAGEMENT DISCUSSION AND ANALYSIS

Against the backdrop of robust macro-economic stability, the year has been marked by several historic economic policy developments. On the domestic front, a constitutional amendment paved the way for the long-awaited and transformational goods and services tax while demonetisation of the large currency notes signaled a regime shift to punitively raise the costs of illicit activities. These actions would allow growth to return in 2017-18, following a temporary decline in 2016-17. Further, in order to overcome major challenges ahead, societal shifts in ideas and narratives will be needed thereby expanding employment opportunities and accelerating growth. Moreover, various new initiatives were undertaken as a part of economic reforms of the Government i.e. the merger of railway budget with the general budget to allow for holistic planning and budgeting of transport infrastructure, advancing of the budget cycle by close-to-a-month, passage of the Insolvency and Bankruptcy Code 2016, formalization of the Monetary Policy Committee and instituting inflation targeting, changes in FDI policy regime by putting a large number of sectors on automatic route for FDI which help in overall growth of the economy. Further, these measures cemented India's reputation as one of the few bright spots in an otherwise grim global economy.

The Indian Economy has sustained a macro-economic environment of relatively lower inflation, fiscal discipline and moderate current account deficit coupled with broadly stable rupee-dollar exchange rate despite continuing global sluggishness. The GDP growth in the first half of the year was 7.2 percent, somewhat lower than 7.6 percent rate recorded in second half of 2015-16. The decline in fixed investment due to stressed balance sheets in the corporate sector continued to take a toll on firms' spending plans. However, the expansion in Government final consumption expenditure has been a major driver of growth along with the long-awaited start of an export recovery as demand in advanced countries began to accelerate. It was the services sector, led by public administration, defence and other services that resulted in the overall GVA growth rate of 7.0 per cent in 2016-17.

The world economy faces considerable uncertainty, in the aftermath of major economic and political developments during the last year. The investment to GDP ratio has not only been lower than desirable levels but has been consistently declining over the last few years. This trend needs to be reversed by increase in the saving rate so that investment can be financed without resorting to high dose of external financing. However, the outlook set for the next financial year suggest that the growth is set to recover, as the currency in circulation returns to normal levels and taking into account the significant reform measures initiated by the government. Inflation remained under control for the third successive financial year. The average Consumer Price Index (CPI) inflation declined from 5.9 per cent in 2014-15 to 4.9 per cent in 2015-16. In the current financial year till December, CPI inflation averaged 4.8 per cent and eased to 3.4 per cent in December 2016 backed by sharp fall in food prices. Further, as a part of Government initiatives, the double taxation avoidance agreement with Mauritius, Cyprus and Singapore with zero or low tax jurisdiction will attract investment in India for debt funds and equity investment.

The Indian economy has been robust and IMF forecasts India to be one of the fastest growing major economies in 2017. "India is growing at a fast pace, largely driven by efficiency gains in doing business, tax collections, infrastructure and rural economy." Indian economy is becoming more efficient through five broad themes -- fast and steady rate of growth, market reforms, expanding digital footprint, revival in rural growth and creation of modern infrastructure. Further, the trend of negative growth was reversed somewhat during 2016-17, with export registering a growth of 4.7 per cent to US$ 274.65 billion from US$197.3 billion in 2015-16.

The Indian Textiles sector is one of the oldest industries in Indian economy dating back to several centuries. It varies with the hand-spun and handwoven textiles sectors at one end of the spectrum, and the capital intensive, sophisticated mill sector at the other end of the spectrum. The unorganised power looms/hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of the other countries. The industry has the capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

The Indian textile industry consumes a diverse range of fibres and yarn, but is predominantly cotton based. The industry has an overwhelming presence in the economic life of the country. The textile industry, which consumes cotton, as its principal raw material, contributes about 4% to GDP and is a major exchange earner for the country. Hence, growth and development of cotton and cotton based textile industry has a vital bearing on the overall development of the Indian economy. During the fiscal year 2017-18, the total budget allocation for the textile ministry is ₹ 6,226 crore as against last year's revised allocation of ₹ 6,286 crore.

The Amended Technology Up-gradation Fund scheme (ATUFs) is slated to receive an allocation of ₹ 2,013 crore for 2017-18, which has been welcomed by the industry at large. The Government also notified the scheme for Production and Employment Linked Support for Garmenting Units (SPELSGU) under ATUFs to incentivise production and employment generation in the garmenting sector wherein additional incentive of 10% will be provided to the garment units which would be availing 15% Capital Investment Subsidy (CIS) under ATUFs for the installation of benchmarked eligible machinery. The cap on capital investment subsidy for eligible machines in the garmenting units has, therefore been enhanced from ₹ 30 crore to ₹ 50 crore. This additional subsidy of 10% will be available on achievement of the projected production and employment generation stated by the unit in Detail Project Report (DPR).

The Government has further approved reforms inter alia to boost Employment Generation and Exports in the Made- ups sector to provide production incentive through enhanced TUFS subsidy for made- ups similar to what is provided to garmenting unit based on additional production and employment under SPELSGU. An additional subsidy of 10% will also be provided to the Made- ups units enhancing the cap to Rs. 50 crore on the lines of SPELSGU under ATUFS based on achievement of the projected production and employment as given in the Detailed Project Report (DPR).

Opportunities and Threats

The textile industry is also labour intensive and is one of the largest employers, and is expected to achieve a target of $350 billion by 2025 with the higher fund allocation for labour skilling and investment. The Government in order to establish India's relevance in global textile sourcing had come up with a plan to promote country's textile industry.

This plan includes hosting of an annual mega event titled 'Textiles India' and marketing strategies like 'Common Umbrella Brand'. Moreover, in order to sustain the growth trajectory of the industry; measures for employment opportunities for youth, impetus on infrastructure and ease of doing business are aligned to the government's vision of job creation especially in the manufacturing sector. Labour reforms along with the drive for labour skilling is expected to add value to the labour intensive industry like textiles.

However, the sector is not untouched with darker aspects. Textile industry being one of the most labor intensive industry temporarily faced the heat of demonetisation. The decrease in consumer expenditure resulted in a slowdown in domestic demand for apparel and other end products of textile industry. Further, the decision also acted as setback for unorganised textile sector that is dependent on domestic market for revenue generation. Moreover, there has been a sharp reduction in allocation to price support scheme under the Cotton Corporation of India (CCI) which in turn resulted in greater volatility in cotton prices. The industry would also be affected with lesser allocation of budget towards Amended Technology Upgradtion Fund scheme.

Business

Maral Overseas Limited (MOL) is one of India's largest vertically integrated textile Companies. Commitment towards the employees, stakeholders as well as the society, has helped the Company to create a name as a reliable supplier in the global market.

During the financial year ended 31st March, 2017, the Company achieved a Turnover of ₹ 666.44 crore against ₹ 618.83 crore in the previous year. However, the operating profit of the Company was marginally lower at ₹ 59.60 crore against ₹ 60.44 crore in the previous year.

During the year under review, the Company's exports (FOB value) were to the tune of ₹ 354.02 crore and accounted for 53.12% of MOL's turnover. The yarn business accounted for 50% (Previous year 54.00%) while knitted fabric and garment business accounted for 31% (29%) and 19% (17%) respectively.

In order to cater to the growing demand of the customers and for better quality of fabric feel and finish and to meet the expectation of the customers to supply all types of dyed fabrics, the Company has decided to invest in a printing facility which in turn would also increase the present capacity and long term sustenance of the business and provide a complete package of product to customers. The Company has undertaken an ERP upgradation programme at an approximate cost of ₹ 5 crore and the same is likely to be implemented in the first half of the year 2017-18. The upgraded ERP system would ensure seamless and effective working and ensure high level of work efficiency.

Risk Management

Currency Risk

In the recent years all the major currencies in world have been volatile. The strengthening of US economy in recent years and the slowdown in Euro economy led to a volatile business environment which has impacted the Industry as well as overall economy. Though there had been decline of all major currencies against the US dollar, our economy has been able to sustain the onslaught.

Moreover, a strong dollar and declining competitiveness might exacerbate the lure of protectionist policies which in turn will affect India's export and growth prospects. If China is able to successfully re-balance its economy, the spillover effects on India and the rest of the world will be positive. On, the other hand, further declines in the yuan, even if dollar-induced, could interact with underlying vulnerabilities to create disruptions in China that could have negative spillovers for India.

Your Company keeps track of global developments to mitigate the Currency risk by taking corrective actions as per the companies' forex risk policy.

Regulatory Risk

The policies of the Government place a major impact on the industry. The high tariffs on yarn and fibre increase the cost of producing clothing. However, to some extent this need not affect export competitiveness because drawback for tariffs paid on inputs is available. But drawbacks are not provided for purchases of domestically produced yarn that will reflect the high tariffs, adding to clothing costs. Further, during the financial year 2017-18, the allocation of budget by Government towards Amended Technology Upgradation Fund scheme has been reduced from ₹ 2610 cr in FY 2016-17 to ₹ 2013 cr in FY 2017-18. There has also been a sharp reduction in allocation to price support scheme under the Cotton Corporation of India (CCI), thereby increasing cotton prices since the beginning of the present season.

However, the Government has taken various initiatives for the overall growth of the textile industry. The Government has announced generation of one crore jobs in the textile and apparel industry over next 3 years. The package includes a slew of measures which are labour friendly and would promote employment generation, economies of scale and boost exports. The steps will lead to a cumulative increase of US$ 30 bn. in exports and investment of ₹ 74,000 crores over next 3 years. Majority of new jobs are likely to go to women since the garment industry employs nearly 70% women workforce. Thus, the package would help in social transformation through women empowerment. Further, a number of labour law reforms will overcome the obstacles to employment in this sector.

Market risk

Textile Industry provides one of the most basic needs of people and holds importance; maintaining sustained growth for improving quality of life. It has a unique position as a self-reliant industry, from the production of raw materials to the delivery of finished products, with substantial value-addition at each stage of processing; it is a major contributor to the country's economy. However, challenges have increased with the frequent change in the demand pattern of the customers. The increase in competition with the entry of several eminent players and changing technology has made survival difficult without innovation. Further, demonetization has caused inconvenience and hardship, especially to those in the informal and cash-intensive sectors of the economy who have lost income and employment. The aggregate demand and supply shock with the reduction in supply of money has also created uncertainty as economic agents face imponderables related to magnitude and duration of cash shortage and policy responses which in turn has caused consumers to defer or reduce discretionary consumption and firms to scale back production. However, the effect of demonetization in the long run is expected to be beneficial to the economy.

Your Company works with the strategy of timely booking of orders with right product mix and makes continuous efforts to explore new markets and identify value added products to maximize its realization to achieve overall growth and improve margins.

Internal control system and their adequacy

The Company has adopted effective internal financial control system wherein the policies and procedures adopted by the Company ensure orderly and efficient conduct of its business and ensure timely preparation of reliable financial information. Further, the Company works with a robust and comprehensive internal control system with strict adherence to policies which are reviewed in line with the changing business practices. Independent Chartered Accountant firms staffed with experienced people are engaged to play an important role in monitoring internal controls. The reports of the internal auditors are regularly reviewed by the Audit Committee so as to ensure the compliance of applicable statutes and effectiveness of controls in the organization and to mitigate risk by taking appropriate measures. The internal control systems have been built with proper checks and balances so that the resources of the Company can be utilized in the most efficient manner.

Human Resources

The Company endeavours to provide high priority to its employees and focus on talent retention. Your Company believes in building leadership capability through adequate training to ensure cohesive working environment and a contented team work for the organization. The Company believes in minimizing attrition levels so as to bring continuity of service leading to high performance by all employees. There is a focus on adopting best practices so as to ensure a better work life balance for all the members of the Company. The growth of employees and the development of people has been always the focal point of the Company. The Company had 2469 employees as on 31st March, 2017.

Corporate Social Responsibility

The Company is committed not only to overall employee welfare but also lays stress on community development through various activities like education, promotion and development of traditional arts and handicrafts and health care. The Company tries to fulfil the need and expectation of the society of which we are an integral part. One of the main aims of the Company is to raise awareness towards the girl child education and to assist the communities in implementing it. In line with this commitment and as a socially responsible organization, the Company adopts CSR programs which aim at creating a difference to the lives of people in vicinity of its plants. The Company stands committed to: **Government:** to effectively take part in initiatives taken by the Government viz. As a part of green initiatives to reduce paper work by sending annual reports and other related documents to the shareholders through e-mail. To abide by all rules and regulations and to ensure timely payment of all dues and to make representations which in turn will be helpful for the industry and overall society. **Society:** Your Company believe in giving back to the society in which it operates. To plan the growth of business in line with the welfare of the society, to undertake various programmes which will create awareness in the society and create job opportunities; **Environment:** to undertake steps under green initiatives i.e. requesting shareholders to communicate digitally, ensure purchase of environment friendly supplies, to comply with all environment regulations, adopting the mantra of reuse and recycle. **Stakeholders:** maintaining a trustworthy relationship by making timely payments, disclosing of all the information, maintaining proper records so as to provide timely and relevant informations. **Competitors:** In the current business environment, the Company always works with multiple competitors both in India and overseas and also risk associated with clients and prospective client dispositions. However, to mitigate the risks the Company has adopted a risk management framework to ensure early identification and management of various risks associated with the business. **Shareholders:** to provide timely information which depicts the true and fair picture of the Company and to resolve their complaints on preferential basis. Your Company aims at maximising the shareholders value legally and sustainably by ensuing that the performance is driven by trust. **Customers:** Your Company works with the philosophy of enhancing customer relationship by increasing the ability to provide the service offerings as one stop solution and the ability to keep pace with the changing technology and customer requirements. Your Company aims at creating strong customer retention and creating a new customer base. **Employees:** to work on the principle of making enduring impact through programmes that benefit personally and socially. The Company is committed towards health of its employees by providing proper medical facilities.

Cautionary Statement

Statements mentioned in this report describing the Company's objectives, projections and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. As such, forward looking statement are no guarantee of future performance. The actual business performance could differ significantly from those expressed or implied depending upon economic conditions, Government Policies and other incidental factors. The statement includes risks and uncertainties which are outside the control of human beings and which may cause the actual results to be materially different from the performance expressed or implied. Readers are cautioned not to place undue reliance on the forward looking statements.

DIRECTORS' REPORT

Your Directors are pleased to present the Twenty Eighth Annual Report of your Company on business and operations along with the audited financial statements and the auditor's report for the financial year ended 31st March, 2017.

Financial Results (₹ in crore)

	31.03.17 Current Year	31.03.16 Previous Year
Turnover	**666.44**	618.83
Profit/(Loss) before Tax	**22.21**	13.60
Less: Taxation	**7.26**	3.39
Profit / (Loss) after Tax	**14.95**	10.21
Add: Balance brought forward from previous year	**(39.54)**	(49.75)
	(24.59)	(39.54)

Number of meetings of the Board

Particulars of the meetings held during the year along with 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

In view of the accumulated losses, your Directors do not propose any dividend for the financial year ended 31st March, 2017.

Your Directors, in their previous report had informed the members that the request made to the Central Government seeking relief from the fourth proviso of Section 123(1) of the Companies Act, 2013, was not accepted in view of the carried over previous losses and accordingly, the payment of dividend on cumulative Redeemable Preference shares (CRPS) issued by the Company was not recommended. Since the carried over previous losses are not yet fully set off in the year under review, your directors do not recommend the payment of dividend on CRPS issued by the Company.

Your Directors are hopeful that good performance by the Company during the year under review would continue and your Company would be able to wipe out the carried over losses during the current financial year and shall be able to meet its obligations including arrears of dividend on CRPS.

Operations

Your Directors inform the members that during the year under review, your Company despite difficult economic conditions prevailing in both domestic and international markets recorded reasonably good performance.

The Company achieved a Turnover of ₹ 666.44 crore for the year ended 31st March, 2017 against ₹ 618.83 crore in the previous year, ended 31st March, 2016. The Company achieved a net profit of ₹ 14.95 crore against ₹ 10.21 crore in the previous year.

During the period under review, your Company has been able to achieve production of 18252 MT of cotton yarn (18596 MT), 2531 MT of dyed yarn (2402 MT), 4542 MT of grey knitted fabric (3726 MT), 5611 MT of processed fabric (4807 MT) and 43.59 lac pieces of garments (31.21 lac pieces), without any expansion in capacity.

Though the demonetization affected the economy of the Country, your Company has succeeded in maintaining its profitability in both yarn and fabric segments. The Company in order to maintain presence in the market continued to spin blended yarn, mainly value added yarn.

The fabric division of your company also reported good performance and increased its profitability significantly during the year.

However, the garment segment continued to remain sluggish with international markets weak due to political & social conditions.

Your Directors are hopeful that the current economic momentum will continue and with the completion of the ongoing modernization programme, your Company would improve its performance and profitability.

Industry Scenario

Indian textile industry is one of India's oldest industries and has a formidable presence in the national economy. It has earned a unique place in our country. It has an image of self-reliant industry, from the production of raw materials to the delivery of finished products, with good value addition at each stage of processing which forms a major contribution to the country's economy.

Cotton production in India for the season 2016-17 is expected to be around 342 lac as against 351 lac bales estimated by Cotton Advisory Board at the beginning of the season. However, the production is expected to grow by two percent to 348 lac bales in 2017-18. The prices of cotton in India, the world's largest producer have firmed up on falling supplies in the spot markets. Prices are expected to remain range bound with farmers holding the crop due to lack of cash flow in the market which in turn had also narrowed down the gap between international and domestic prices. Indian mills are increasingly seeking to buy overseas cotton, which yields better yarn and lower wastage, as a rise in prices of domestic output makes local fibre commercially unviable.

The Government has taken various initiatives for the development of textile industry. The Government's flagship Amended Technology Upgradation Fund Scheme (ATUFS) receives an allocation of ₹ 2013 crore for 2017-18. This is a welcome move and provides impetus for investment in the textile and apparel sector. The Government initiative for doubling farmer's income, skilling the youth, development of infrastructure to provide end to end solution by integrating rail, road, air and sea would greatly benefit the textile industry that is spread across the nation.

Modernization and Expansion

Your directors feel pleasure in informing the members that the capital expenditure of ₹ 16 crore for modernization of the unit, balancing capacity has been completed during the year under review. This has resulted in improving the efficiency of production and quality of the products and better utilization of installed capacity leading to higher profitability.

Further, your directors in their previous report have informed about capex plan of Rs. 80 crore for modernization and diversification. Your directors are glad to inform that the above capex programme had been approved by the CDR-EG and the same has been undertaken for implementation during the current financial year. Your Company is planning to install in-house printing facility to achieve further value addition and capacity enhancement meet in fabrics besides other capital expenditure.

Your directors are hopeful that with the implementation of the above programs, your Company would be able to realise value addition as well as offer a wider range of products with focus on quality.

Further, Directors in order to ensure effective working and seamless flow of information have decided to replace the existing ERP system of the Company at a cost of ₹ 5 crore. Accordingly, the Company has been working with Datatex of Israel for its software NOW.

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

Corporate Social Responsibility

Your Company's CSR initiative is not only based on the principle of obligation but a commitment as a socially responsible organization. In line with this commitment, the Company is continuing with its project of providing education to girl child by mobilizing and motivating non-school going girls from economically and socially backward families. Your Company fulfils the dreams of underprivileged girl child who are living with the hope that someday someone would reach out to them to fulfil their dreams and aspirations. During the year, your Company continued to provide education to girl child through the medium of 30 learning centres.

Your Company in order to provide basic needs to the community in its vicinity had provided drinking water to a Village situated close to Sarovar unit by laying a pipeline. Further, the Company continue to provide excellent facilities to Vivekanand Vidya Vihar school. These improved facilities help the students to bring out their best in various activities. The Company also participates in the promotion and development of traditional arts and handicrafts.

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 inform the members that, Smt. Archana Capoor was appointed as an Additional Director in the category of Independent Director for the first tenure of 5 years w.e.f 6th November, 2015 which was further approved by the members in the Annual General Meeting held on 29th September, 2016. Smt. Archana Capoor brings with her vast experience in the field of Finance and Market Research.

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

Your Directors further inform the members that declaration has been received from 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 Regulation 16(1)(b) of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Companies Act, 2013. The Directors have made necessary disclosures, as required under various provisions of the Companies Act, 2013

Directors' Appointment and Remuneration Policy

Pursuant to the provision of Section 178 of the Companies Act, 2013 and Schedule II Part D, the role of the nomination and remuneration committee, 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 as given in Annexure III.

Annual Evaluation by the Board

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 which forms part of Board 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 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 arrangement entered into by the Company with any of the related party. Your Directors draw attention of the members to note 2.9.8 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

Further, prior omnibus approval from the Audit Committee are obtained for the transactions which are repetitive and normal course

in nature and in accordance with the Related Party Transaction policy. The disclosures are made to the Audit Committee and the Board of Directors on a quarterly basis.

Significant and Material Orders Passed by the Regulators or Courts.

There was no significant and material order passed by the regulators or courts during the year.

Auditors Appointment

Statutory Auditors

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s. Ashim & Associates, Chartered Accountants (Firm registration No.006064N) shall retire at the conclusion of the ensuing Annual General Meeting and shall not be eligible for re-appointment pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder.

Your Directors have recommended the appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm Registration No. 000756N), and M/s. P. K. Deora & Co., Chartered Accountants, New Delhi (Firm Registration No. 004167N) as Joint Statutory Auditors of the Company to hold office for a period of 5 consecutive years from the conclusion of the 28th Annual General Meeting of the Company scheduled to be held in the year 2017 till the conclusion of 33rd Annual General Meeting to be held in the year 2022 and subject to ratification by members at every subsequent Annual General Meeting.

M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm Registration No. 000756N), and M/s. P. K. Deora & Co., Chartered Accountants, New Delhi (Firm Registration No. 004167N) 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 BGJC & Associates, Chartered Accountants and M/s. Sarat Jain & Co. as the Internal Auditors of the Company.

The role of internal auditors includes but not limited to review of internal audit observations and monitoring of implementation of corrective actions required, reviewing of various policies and ensure its proper implementation, reviewing of SOPs and there amendments if any.

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 had appointed Shri D.P. Gupta, Practicing Company Secretary holding Membership No.FCS 2411 and also holding Certificate of Practice No. 1509 issued by the Institute of Companies Secretaries of India as the Secretarial Auditor of the Company for the year ending 31st March, 2017.

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) Amendment Rules, 2014, textile Companies are required to get their cost records audited. In this connection, the Board of Directors of the Company on the commendation of Audit Committee had approved the appointment of M/s K. G. Goyal & Co. as the Cost Auditor of the Company for the year ending 31st March, 2017. The remuneration paid to the cost auditor is required to be ratified by the shareholders.

Risk Management

The Company has identified various risks associated with the business. The Company has adopted a risk management policy which acts as an effective tool in mitigating the various risks to which the businesses are exposed. The risk management policies cover areas such as Environment, Health & Safety, Statutory Compliances and Returns, Energy, On Time Performance, Quality, Commodity Pricing, Outsourcing, Budgeting and Planning, Government Policies etc. The risks identified by the business are systematically addressed to the Board through mitigating actions on a continuous basis.

Further, the policy 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 which threaten the prospects of the Company.

Corporate Governance

Good Corporate Governance is more of a priority than a mere legal obligation. It involves the commitment to run the business in most ethical and transparent manner. It helps to build the confidence of the investors and to establish healthy relationship with all the stakeholders. Apart from the mandatory practice, the Company adopts various voluntary practices to ensure transparency and accountability at highest level. The Company's vision of achieving its objectives is in line with its consideration for environment, safety and people.

Report on Corporate Governance along with the Certificate of Auditors, M/s. Doogar & Associates and M/s. Ashim & Associates, Chartered Accountants, confirming compliance of conditions of Corporate Governance as stipulated under Point E of Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, forms part of the Annual Report.

Whistle Blower Policy

The Company, in order to provide mechanism to disclose any unethical and improper practices or any other alleged wrongful conduct or matter of concern in area of accounts, finance, management, operations, employment or any other misconduct in the Company had laid down a Vigil Mechanism also known as Whistle Blower Policy to deal with the instance of fraud and mismanagement, if any.

The Company had appointed the nodal officer to whom the complaints

can be made. In exceptional cases an opportunity is provided to the Whistle Blower to make a direct appeal to the Chairman of the Audit Committee.

The policy safeguards the whistle Blower from being victimized. 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 Schedule V of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations), 2015, forms part of the Annual Report.

Internal Control Systems

The Company has well placed internal control system which ensures proper safeguard of all assets prevention and detection of frauds and errors and that all the transactions are recorded and reported correctly.

The Audit committee quarterly reviews the Executive summary on the internal audit findings along with the recommendations and management comments. Further, the Action Taken Report/ Compliances as discussed in the previous meeting is placed in the next meeting along with the detailed report. The Internal Auditors also ensure proper compliance of all policies and Standard Operating Procedures (SOPs) adopted by the Company. Internal Auditors report directly to the Audit Committee of the Board.

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

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, the relevant statement is annexed as Annexure – VI

Further, disclosures pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement showing the name along with the particulars of top ten employees along with the employees drawing remuneration in excess of the limits 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 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 on 31st March, 2017 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 their acknowledgement and sincere appreciation to all our clients, customers, vendors, dealers, bankers, investors, other business associates, Central and State Government for their continued support and encouragement during the year and their confidence towards the management. We would also like to thank employees at all levels for their hard work, dedication and commitment.

For and on behalf of the Board

Ravi Jhunjhunwala
Chairman
DIN -00060972

Noida (U.P)
27th April, 2017

ANNEXURE - I TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2016-17

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 committed to a course of social responsibility in accordance with its 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.

Promotion and development of traditional arts and handicrafts.

To perform the activity as mentioned in Schedule VII of the Act.

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

Dr. Kamal Gupta

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

Average net profit: ₹ 2509.18 lac

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

The Company is required to spend ₹ 50.19 lac towards CSR

5. Details of CSR spent during the financial year;

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

₹ 50.18 lac

(b) Amount unspent, if any;

NIL

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

₹. / Lacs

Sr. No.	CSR Project or activities identified	Sector	Locations District (State)	Amount Outlay (Budget) project or Program wise	Amount spent on the Project or Program	Cumulative Expenditure upto reporting period i.e. F.Y. 2016-17	Amount spent: Direct or through implementing agency
1.	Promoting education with special focus on girl child education.	Literacy	Khargone (Madhya Pradesh)	28.50	28.50	28.50	IIMPACT, Charitable trust
2.	Promoting education by construction and upkeeping of school building.	Literacy	Khargone (Madhya Pradesh)	35.55	35.55	35.55	Swami Vivekanand Educational Sports Cultural & Welfare Society.
3.	Promotion and development of traditional arts and handicrafts	Development of arts and handicrafts	Azamgarh (U.P.)	2.00	2.00	2.00	Indian Trust for rural heritage and development
4.	Making available safe drinking water	Promoting health care	Khargone (Madhya Pradesh)	10.00	7.51	7.51	Direct

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.

During the financial year 2016-17, the Company is required to spent an amount of Rs. 50.18 lac in addition to amount of Rs. 38.41 lac which remain unspent for the financial year 2015-16. The Company has spent an amount of Rs. 73.56 lac during the financial year 2016-17.

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

Noida (U.P.)
April 27, 2017

ANNEXURE - II TO DIRECTORS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

[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	:	Limited by shares/ Non Government Company
v)	Address of the Registered office and contact details	:	Maral Sarovar, V&.P.O.Khalbujurg, Tehsil Kasrawad, Khargone, Madhya Pradesh-451660 Phone +91-07285-265401-405 Fax no.91-07285-265406 email : maral.investor@ lnjbhilwara.com
vi)	Whether listed company	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	MCS Share Transfer Agent Limited F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110 020 Phone +91-11-41406149-52, Fax No. 011-41709881 E-mail : 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 :

S No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	COTTON YARN	5205	45.22
2	KNITTED FABRIC	6003	28.11
3	GARMENTS	6114	17.14

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S No	Name & 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 01.04.2016				No. of Shares held at the end of the year 31.03.2017				% change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	**Promoters**									
1	**Indian**									
(a)	Individual / HUF	2817773	0	2817773	6.79	2817773	0	2817773	6.79	Nil
(b)	Central Govt	0	0	0	0	0	0	0	0	0
(c)	State Govt (s)	0	0	0	0	0	0	0	0	0
(d)	Bodies Corporate	28291556	0	28291556	68.16	28291556	-	28291556	68.16	Nil
(e)	Banks / FI	0	0	0	0	0	0	0	0	0
(f)	Any Other	0	0	0	0	0	0	0	0	0
	Subtotal (A) (1)	31109329	0	31109329	74.95	31109329	-	31109329	74.95	Nil
2	Foreign									
(a)	NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b)	Other - Individuals	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(d)	Banks / FI	0	0	0	0	0	0	0	0	0
(e)	Any Other	0	0	0	0	0	0	0	0	0
	Subtotal (A) (2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoters (A) = (A) (1) + (A) (2)	31109329	0	31109329	74.95	31109329	0	31109329	74.95	Nil
(B)	**Public shareholding**									
1	**Institutions**									
(a)	Mutual Funds	0	1000	1000	0.01	0	1000	1000	0.01	Nil
(b)	Banks / FI	0	300	300	0.00	0	300	300	0.00	Nil
(c)	Central Govt	0	0	0	0	0	0	0	0	0
(d)	State Govt (s)	0	0	0	0	0	0	0	0	0
(e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f)	Insurance Companies	0	0	0	0	0	0	0	0	0
(g)	FIIs	0	5800	5800	0.01	0	5800	5800	0.01	Nil
(h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i)	Others	0	0	0	0	0	0	0	0	0
	Sub-total (B) (1)	0	7100	7100	0.02	0	7100	7100	0.02	Nil
B 2	**Non-institutions**									
(a)	**Bodies Corporate**									
	ı) Indian	1865048	2402	1867450	4.50	1979472	2402	1981874	4.77	0.27
	ıı) Overseas	0	200	200	0.00	0	200	200	0.00	Nil
(b)	**Individuals**									
	ı) Individual shareholders holding nominal share capital up to Rs 1 lakh	5030378	753808	5784186	13.94	4998037	741408	5739445	13.83	0.11
	ıı) Individual shareholders holding nominal share capital in excess of Rs.1 lakh.	2642590	0	2642590	6.37	2511959	0	2511959	6.05	0.32

Category of Shareholders		No. of Shares held at the beginning of the year 01.04.2016				No. of Shares held at the end of the year 31.03.2017				% change during the Year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(c)	**Others**									
	i) NRI	72098	800	72898	0.17	70101	800	70901	0.17	0.00
	ii)Clearing Member	24247	-	24247	0.05	87192	0	87192	0.21	-0.16
	Sub-total (B) (2)	9634361	757210	10391571	25.03	9653861	744810	10391571	25.03	Nil
(B)	**Total Public Shareholding (B) = (B)(1)+(B)(2)**	9634361	764310	10398671	25.05	9653861	744810	10391571	25.05	Nil
(C)	**Shares held by Custodian for GDRs & ADRs**	0	0	0	0	0	0	0	0	0.00
	Grand Total (A) + (B) + (C)	40743690	764310	41508000	100.00	40756090	751910	41508000	100.00	Nil

ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year -01.04.2016			Shareholding at the end of the year-31.03.2017			% change in share holding 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	19760000	47.61	33.21	**19760000**	**47.61**	**33.21**	0
2	Essay Marketing Co. Ltd.	3356700	8.09	0.00	**3356700**	**8.09**	**0.00**	0
3	Jyoti Knits Pvt Limited	1978200	4.77	0.00	**1978200**	**4.77**	**0.00**	0
4	Diplomat Leasing and Finance Pvt Ltd	1135500	2.74	0.00	**1135500**	**2.74**	**0.00**	0
5	Agarwal Finestate Pvt Ltd	770301	1.86	0.00	**770301**	**1.86**	**0.00**	0
6	Mayur Knits Pvt Ltd	745855	1.80	0.00	**745855**	**1.80**	**0.00**	0
7	Raghav Knits and Textiles Pvt Ltd	545000	1.31	0.00	**545000**	**1.31**	**0.00**	0
8	Sh. Shekhar Agarwal	755573	1.82	1.82	**755573**	**1.82**	**1.82**	0
9	Smt. Shashi Agarwal	687600	1.66	0.00	**687600**	**1.66**	**0.00**	0
10	Sh. Shantanu Agarwal	554500	1.34	0.00	**554500**	**1.34**	**0.00**	0
11	Miss Shuchi Agarwal	406100	0.98	0.00	**406100**	**0.98**	**0.00**	0
12	Sh. Shekhar Agarwal HUF	403800	0.97	0.97	**403800**	**0.97**	**0.97**	0
13	Sh. Shekhar Agarwal	2750	0.01	0.00	**2750**	**0.01**	**0.00**	0
14	Sh. Shantanu Agarwal HUF	2750	0.01	0.00	**2750**	**0.01**	**0.00**	0
15	Smt.Alka Agarwal	4200	0.01	0.00	**4200**	**0.01**	**0.00**	0
16	Sh. Uma Shankar Saraogi	500	0.00	0.00	**500**	**0.00**	**0.00**	0
	Total	**31109329**	**74.95**	**36.00**	**31109329**	**74.95**	**36.00**	**0**

iii) Change in Promoters' Shareholding

S. No.		Shareholding at the beginning of the year-01.04.2016		Cumulative Shareholding during the Year- 31.03.2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	31109329	74.95	**31109329**	**74.95**
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-		-	
	At the end of the year	31109329	74.95	**31109329**	**74.95**

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

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.2017)	
		No of Shares at the beginning(01-04-2016)/End of the Year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
1	Inter Globe Capital Market Ltd.	348835	0.84	01.04.2016				
				13.05.2016	11349	TRANSFER	360184	0.87
				27.05.2016	12400	TRANSFER	372584	0.90
				03.06.2016	2500	TRANSFER	375084	0.90
				10.06.2016	180	TRANSFER	375264	0.90
				17.06.2016	3862	TRANSFER	379126	0.91
				24.06.2016	5000	TRANSFER	384126	0.93
				30.06.2016	470	TRANSFER	384596	0.93
				08.07.2016	1000	TRANSFER	385596	0.93
				22.07.2016	6000	TRANSFER	391596	0.94
				29.07.2016	8000	TRANSFER	399596	0.96
				05.08.2016	3781	TRANSFER	403377	0.97
				12.08.2016	10300	TRANSFER	413677	1.00
				19.08.2016	3641	TRANSFER	417318	1.01
				26.08.2016	450	TRANSFER	417768	1.01
				02.09.2016	4000	TRANSFER	421768	1.02
				09.09.2016	4000	TRANSFER	425768	1.03
				16.09.2016	900	TRANSFER	426668	1.03

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.2017)	
		No of Shares at the beginning(01-04-2016)/End of the Year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
				23.09.2016	2483	TRANSFER	429151	1.03
				07.10.2016	6000	TRANSFER	435151	1.05
				04.11.2016	4440	TRANSFER	439591	1.06
				11.11.2016	163	TRANSFER	439754	1.06
				18.11.2016	6000	TRANSFER	445754	1.07
				25.11.2016	3696	TRANSFER	449450	1.08
				06.01.2017	379	TRANSFER	449829	1.08
		449829	1.08	31.03.2017			449829	1.08
2	JDM Financial Services Ltd.	229416	0.55	01.04.2016				
				13.05.2016	-2140	TRANSFER	227276	0.55
				17.06.2016	-4775	TRANSFER	222501	0.54
				24.06.2016	-2000	TRANSFER	220501	0.53
				30.06.2016	-2588	TRANSFER	217913	0.53
				08.07.2016	-1000	TRANSFER	216913	0.52
				15.07.2016	-2000	TRANSFER	214913	0.52
				26.08.2016	-275	TRANSFER	214638	0.52
				07.10.2016	-2000	TRANSFER	212638	0.51
				21.10.2016	-2000	TRANSFER	210638	0.51
				28.10.2016	-3000	TRANSFER	207638	0.50
				16.12.2016	-1000	TRANSFER	206638	0.50
		206638	0.50	31.03.2017	0		206638	0.50
3	Santosh Sitaram Goenka	0	0.00	01.04.2016				
				04.11.2016	207730	TRANSFER	207730	0.50
		207730	0.50	31.03.2017	0		207730	0.50
4	Kanchan Sunil Singhania	139350	0.34	01.04.2016				
		139350	0.34	31.03.2017	0	NIL Movement during the year	139350	0.34
5	JV And Associates LLP	134814	0.32	01.04.2016				
				06.05.2016	-3000	TRANSFER	131814	0.32
				13.05.2016	-15000	TRANSFER	116814	0.28

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.2017)	
		No of Shares at the beginning(01-04-2016)/End of the Year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
				20.05.2016	-23551	TRANSFER	93263	0.22
				27.05.2016	-30000	TRANSFER	63263	0.15
				03.06.2016	-15750	TRANSFER	47513	0.11
				10.06.2016	-10000	TRANSFER	37513	0.09
				17.06.2016	-10000	TRANSFER	27513	0.07
				24.06.2016	-15000	TRANSFER	12513	0.03
				30.06.2016	-12513	TRANSFER	0	0.00
		0	0	31.03.2017			0	0.00
6	Jagdish Prasad Kasera	130000	0.31	01.04.2016				
				11.11.2016	5000	TRANSFER	135000	0.33
				18.11.2016	1500	TRANSFER	136500	0.33
				20.01.2017	20000	TRANSFER	156500	0.38
				27.01.2017	48500	TRANSFER	205000	0.49
				03.02.2017	95000	TRANSFER	300000	0.72
		300000	0.72	31.03.2017	0	0	300000	0.72
7	Master Capital Services Limited	122192	0.29	01.04.2016				
				08.04.2016	1775	TRANSFER	123967	0.30
				15.04.2016	-100	TRANSFER	123867	0.30
				22.04.2016	-5860	TRANSFER	118007	0.28
				29.04.2016	-1069	TRANSFER	116938	0.28
				06.05.2016	235	TRANSFER	117173	0.28
				13.05.2016	-41	TRANSFER	117132	0.28
				20.05.2016	-2291	TRANSFER	114841	0.28
				27.05.2016	1200	TRANSFER	116041	0.28
				03.06.2016	2295	TRANSFER	118336	0.29
				10.06.2016	1295	TRANSFER	119631	0.29
				17.06.2016	5968	TRANSFER	125599	0.30
				24.06.2016	484	TRANSFER	126083	0.30
				30.06.2016	-2559	TRANSFER	123524	0.30

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.2017)	
		No of Shares at the beginning(01-04-2016)/End of the Year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
				08.07.2016	-13086	TRANSFER	110438	0.27
				15.07.2016	-100	TRANSFER	110338	0.27
				22.07.2016	662	TRANSFER	111000	0.27
				29.07.2016	5475	TRANSFER	116475	0.28
				12.08.2016	50	TRANSFER	116525	0.28
				19.08.2016	-500	TRANSFER	116025	0.28
				26.08.2016	-656	TRANSFER	115369	0.28
				02.09.2016	-1211	TRANSFER	114158	0.28
				09.09.2016	-800	TRANSFER	113358	0.27
				16.09.2016	-48480	TRANSFER	64878	0.16
				23.09.2016	-99	TRANSFER	64779	0.16
				30.09.2016	1210	TRANSFER	65989	0.16
				07.10.2016	-3629	TRANSFER	62360	0.15
				14.10.2016	799	TRANSFER	63159	0.15
				21.10.2016	1151	TRANSFER	64310	0.15
				28.10.2016	5340	TRANSFER	69650	0.17
				11.11.2016	5872	TRANSFER	75522	0.18
				18.11.2016	-4900	TRANSFER	70622	0.17
				25.11.2016	-90	TRANSFER	70532	0.17
				02.12.2016	50	TRANSFER	70582	0.17
				09.12.2016	-48269	TRANSFER	22313	0.05
				16.12.2016	-1200	TRANSFER	21113	0.05
				31.12.2016	100	TRANSFER	21213	0.05
				06.01.2017	-206	TRANSFER	21007	0.05
				13.01.2017	864	TRANSFER	21871	0.05
				20.01.2017	-875	TRANSFER	20996	0.05
				27.01.2017	3943	TRANSFER	24939	0.06
				03.02.2017	80	TRANSFER	25019	0.06
				10.02.2017	160	TRANSFER	25179	0.06
				17.02.2017	-650	TRANSFER	24529	0.06

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.2017)	
		No of Shares at the beginning(01-04-2016)/End of the Year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
				24.02.2017	-900	TRANSFER	23629	0.06
				03.03.2017	-100	TRANSFER	23529	0.06
				10.03.2017	-120	TRANSFER	23409	0.06
				17.03.2017	-90	TRANSFER	23319	0.06
				24.03.2017	-310	TRANSFER	23009	0.06
		40114	0.10	31.03.2017	17105	TRANSFER	40114	0.10
8	Alka Arun Jain	101000	0.24	01.04.2016				
		101000	0.24	31.03.2017	0	NIL Movement holding during the year	101000	0.24
9	Jagdish Prasad Kasera	90000	0.22	01.04.2016				
				27.01.2017	10000	TRANSFER	100000	0.24
		100000	0.22	31.03.2017	0		100000	0.24
10	Bhavesh Govind Bhai Patel	83000	0.20	01.04.2016	0			
		83000	0.20	31.03.2017	0	NIL Movement holding during the year	83000	0.20
11	Arch Finance Limited	9000	0.02	01.04.2016				
				08.07.2016	66000	TRANSFER	75000	0.18
				15.07.2016	28500	TRANSFER	103500	0.25
				12.08.2016	6500	TRANSFER	110000	0.27
				26.08.2016	51000	TRANSFER	161000	0.39
				09.12.2016	9546	TRANSFER	170546	0.41
				16.12.2016	7909	TRANSFER	178455	0.43
				23.12.2016	21465	TRANSFER	199920	0.48
				06.01.2017	5200	TRANSFER	205120	0.49
				20.01.2017	880	TRANSFER	206000	0.50
				27.01.2017	-6000	TRANSFER	200000	0.48
				10.02.2017	-5000	TRANSFER	195000	0.47
				24.03.2017	-10000	TRANSFER	185000	0.45

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.2017)	
		No of Shares at the beginning(01-04-2016)/End of the Year (31.03.2017)	% of total shares of the company				No. of shares	% of total shares of the company
		185000	0.45	31.03.2017			185000	0.45
12	Sneha Lata Kasera	70000	0.17	01.04.2016				
				20.01.2017	8500	TRANSFER	78500	0.19
				27.01.2017	21500	TRANSFER	100000	0.24
				03.02.2017	10000	TRANSFER	110000	0.27
		110000	0.27	31.03.2017			110000	0.27
13	Santosh Sitaram Goenka	207730	0.50	01.04.2016				
				06.01.2017	-207250	TRANSFER	480	0.00
		480	0.00	31.03.2017			480	0.00

v) Shareholding of Directors and Key Managerial Personnel

S No	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.2017)	
		No of Shares at the beginning (01-04-2016)/ End of the Year (31.03.2016	% of total shares of the company				No. of shares	% of total shares of the company
1	Shri Shekhar Agarwal (Managing Director & CEO) (KMP)	755573	1.82	01.04.2016	0	NIL movement during the year		
		755573	1.82	31.03.2017			755573	1.82
2	Shri Shantanu Agarwal (Director)	554500	1.34	01.04.2016	0	NIL movement during the year		
		554500	1.34	31.03.2017			554500	1.34
3	Shri D.N. Davar (Director)	1000	0.00	01.04.2016	0	NIL movement during the year		
		1000	0.00	31.03.2017			1000	0
4	Dr . Kamal Gupta (Director)	1000	0.00	01.04.2016	0	NIL movement during the year		
		1000	0.00	31.03.2017			1000	0
5	Sh. P.S. Dasgupta (Director)	0	0.00	01.04.2016	0	NIL movement/ holding during the year		
		0	0.00	31.03.2017			0	0
6	Smt. Archana Capoor (Director)	0	0.00	01.04.2016	0	NIL movement/ holding during the year		
		0	0.00	31.03.2017			0	0
7	Shri P.S. Puri (Chief Financial Officer & KMP)	550	0.00	01.04.2016	0	NIL movement during the year		
		550	0.00	31.03.2017			550	0
8	Ms. Sweta Garg (Company Secretary & KMP)	0	0.00	01.04.2016	0	NIL movement/ holding during the year		
		0	0.00	31.03.2017			0	0

V. INDEBTENDNESS

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

S No	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A	**Indebtedness at the beginning of the financial year**				
i)	Principal Amount	20742.03	500		21242.03
ii)	Interest due but not paid				
iii)	Interest accrued but not due	94.88			94.88
	Total (i+ii+iii)	20836.91	500		21336.91
B	Change in Indebtedness during the financial year				
	* Addition	3972.11			3972.11
	* Reduction	4296.52			4296.52
	Net Change	324.41			324.41
C	Indebtedness at the end of the financial year				
i)	Principal Amount	20417.61	500		20917.61
ii)	Interest due but not paid				
iii)	Interest accrued but not due	65.37			65.37
	Total (i+ii+iii)	20482.98	500		20982.98

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in lac)

S No	Particulars of remuneration	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	134.53	134.53
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.83	3.83
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission	47.00	47.00
	- as % of profit		
	- others		
5	Others, please specify		
	Total *(A)	**185.36**	**185.36**
	Ceiling as per the Act		

* 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 director: (₹ in lac)

S No	Particulars of Remuneration	Name of Directors						Total Amount
1	**Independent Directors**	**Dr. Kamal Gupta**	**Shri D. N. Davar**	**Shri P.S. Dasgupta**	**Smt. Archana Capoor**	**Shri Ravi Jhunjhunwala**	**Shri Shantanu Agarwal**	
	- Fee for attending board/committee meeting	5.80	5.80	2.00	2.50	0	0	16.10
	- Commission	0	0	0	0	0	0	0
	- Others, please Specify	0	0	0	0	0	0	0
	Total (1)	**5.80**	**5.80**	**2.00**	**2.50**	**0**	**0**	**16.10**
2	**Other Non-Executive Directors**							
	- Fee for attending board/committee meeting	0	0	0	0	2.00	1.50	3.50
	- Commission	0	0	0	0	0	0	0
	- Others, please Specify	0	0	0	0	0	0	0
	Total-(2)	**0**	**0**	**0**	**0**	**2.00**	**1.50**	**3.50**
	Total B = (1 + 2)	**5.80**	**5.80**	**2.00**	**2.50**	**2.00**	**1.50**	**19.60**
	Total Managerial Remuneration	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
	Overall Ceiling as per Act							

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD (₹ in lac)

Sl. No	Particular of Remuneration	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.	5.68	79.75	85.43
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			2.54	2.54
	(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				
5	Others, please specify				
	Total (C)		**5.68**	**82.29**	**87.97**

VII. PENALTIES/ PUNISHMENTS / 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**					
	Penalty					
	Punishment					
C.	**Other Officers in Default**					
	Penalty					
	Punishment					

ANNEXURE - III TO DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

Pursuant to Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company is required to constitute a Nomination and Remuneration Committee with atleast 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, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

4. 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:

1. 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.

2. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

Voting :

1. 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.

2. 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, if there is 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial 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 2017 ("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 20 17 according to the provisions of:

(i) The Companies Act, 20 13 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SERA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External commercial Borrowings;

(v) The Following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992.

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;

  (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) Guidelines, 1999 **(Not applicable to the Company during the Audit Period)**

  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 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) Regulations, 1993 regarding the Companies Act and dealing with client;

  (g) The Securities and Exchange Board of lndia (Delisting of Equity Shares) Regulations, 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 clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchanges and the SEBI (Listing Obligations and Disclosure) Regulations 2015.

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 the, having regard 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 specifically to the Company:

(a) The Boilers Act, 1923 as amended by the Indian Biolers (Amendement) Act, 2007

(b) The Water (Prevention and control of Pollution) Act, 1974

(c) The Air (Prevention and control of Pollution) Act. 1981

(d) The Environment (Protection) Act, 1986

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 given to all directors to schedule the Board Meetings, 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 items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings 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

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

Date: 27/04/2017
Place: New Delhi

Note: This Report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of the Report

ANNEXURE-A

To,

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

Our report of even date is to be read along with this letter,

I) Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these Secretarial records based on our audit.

2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

6) The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For SGS ASSOCIATES
Company Secretaries

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

Date: 27/04/2017
Place: New Delhi

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;

Sarovar Unit

1. We have continuously followed our policy of replacing old technology machines with latest technology high productive and energy efficient machines. In line with this, Combers – 3 Nos, Speed Frame, Cheese Winding – 2 Nos, Unilap Omega – 1 No, and some of the knitting machines were replaced.
2. Replaced 400 Nos. conventional tube lights with energy efficient LED and 52 Nos. of 250W conventional street lights with energy efficient 36W LED lights.
3. Installed Variable Frequency Drives on CT Fans in Power Plant for reducing auxiliary consumption and pump motor in ETP for energy saving.
4. Replaced inefficient motors, pumps and impellers with energy efficient motors, pumps and impellers.
5. Various projects to save energy by optimizing operations for H-Plant, TFO, modification in suction line, air pressure line and various other initiatives were taken up. These resulted into saving of about 1500 units per day. In monetary terms the total saving on account of this will be Rs. 40 Lacs per annum.
6. Continued system of conducting audit of air, steam and water to detect leakages and attend the same so as to minimize the losses on account of leakages.
7. Optimized the output moisture of RF Dryer in Yarn Dyeing from 5.5% to 6.5% reducing the energy consumption.
8. Optimized the Thermic Fluid Temperature of Thermopac for inlet and outlet to ensure better efficiency of Thermopac and resultant reduction in coal consumption by about 100 Kgs per day.
9. Conducted various studies and optimized the Stenter parameters so as to ensure start of heat setting from the beginning of 4th chamber thereby increasing the heat set speed and productivity with no adverse impact on quality.
10. Took various steps to improve recovery of condensate so as to increase the feed water temperature in dyeing machines and reduced the steam consumption per Kg of fabric and yarn dyeing production by about 0.25 per Kg.
11. Installed online stake monitoring emission system on boiler at Thermal Power Plant to reduce and monitor the emissions.
12. Installed plate type heat exchanger at Yarn Dyeing to increase hot water recovery which will reduce cycle time with resultant, reduction in steam consumption etc.
13. Got certified with Energy Management System EnMs 50001 for energy efficient monitoring.
14. Implementation of PAT cycle II is underway. Bureau of Energy Efficiency also carried out the confirmation audit.

Plan for next year

1. Orders for installation of energy efficient motors and timing belt system in place of variator pulley to main motor of all the Ring frames of Unit 3, inverters on supply and return air fans of Humidity plant of Unit number 5, installation of inverters on Pneumafil motor of Ring Frame machines of Unit number 4 for energy saving have been placed. The total investment on these estimated at Rs. 120 lac and saving per year will be about Rs 55 lac .
2. Placed trial order for conversion of suction tubes with inverter of 2 Ring frame machines in Unit number 5. Once the trial is successful we will place order for 16 Ring frames with an investment of Rs. 65 lac with the payback of 2 years.

Noida Unit

1. Replaced 150 nos. of conventional tube lights with LED tube light in the factory.
2. Regular checking and arresting of air leakages.
3. Regular checking and arresting of steam leakages.
4. Waste steam is being used to preheat water in the feeder water tank for Boiler.
5. Used transparent sheet in canteen and machines warehouse area for natural lighting during the day time and consequent reduction in power consumption.

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

Sarovar Unit

1. Rooftop solar power plant of capacity 885 KW as an alternate source of energy has been installed.

(iii) The capital investment on energy conservation equipment;

Sarovar Unit

NIL

Noida Unit

NIL

(B) Technology absorption-

(i) The efforts made towards technology absorption;

Sarovar Unit

1. Installed Brushing and Sueding machines to produce higher value added fabrics.
2. Installed Auto striper lycra machine in open width to avoid winder line and crease marks in auto striper lycra fabric.
3. Iinstalled injection slub on 2 Nos. Ring frames and 4 Nos. Slub attachment in Unit No.3 for producing slub yarn in blends.
4. Installed 100 Kgs two fabric dyeing machines which are suitable for Polyester and low GSM fabrics.
5. Installation of 1 No. TFO to produce grindle yarn is in progress.
6. Added MBO in Unit No. 3 to produce tri-blend yarn and Miyabi yarn by optimizing the process and separation thus able to produce contamination free Miyabi yarn to supply right quality of Miyabi fabric in India.
7. Placed order of Zero Liquid Discharge plant for treating the effluent and reuse the water (RO and Multi Effect operating).

Noida Unit

NONE

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

Sarovar Unit

1. We are continuously taking various projects with and without investment for energy efficient online monitoring of effluents and emission of stakes, water conservation for reducing carbon emission.
2. Replaced Soda ash with green soda ash and started bio-scouring in black shade to reduce cycle time and effluents.
3. Optimized the size of stickers and barcodes, cartons for packing, pallet size so as to increase number of layers in one pallet apart from enhancing stuffing of number of yarn cones in export container. With this we were able to reduce our packing cost substantially.
4. Developed and commercially produced Miyabi yarn, low pill polyester yarn, slub yarn with e-mélange yarn, air rich yarn, tri-blend yarn and various slub appearance fabrics in blends.
5. Developed about 55 new products out of which 12 products converted to commercial production. These products are in various new knitting structures, with new fancy yarns, fabric with moisture management and with various finishes, super soft anti micro bacterial fabric in different structures.
6. Also developed various other fabrics for thermal wear, sportswear and casual wear and expected to commercialize these in the coming year.

Noida Unit

NIL

(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.

Sarovar Unit

The Company has a Centralized Product Development Department for fabric and Research & Development department for Yarn which undertakes products development activities regularly. The product development persons do visit various trade fairs, customer installations so as to update themselves with the new trend in yarn and fabric so as to continuously develop and present new products to customers with concepts. The Company has also developed booklets for samples with themes.

Noida Unit

NIL

(C) Foreign exchange earnings and Outgo –

During the year, the Company has earned Foreign Exchange equivalent of Rs. 35401.52 lac at FOB Price against an Outgo of Rs. 5402.10 lac compared to the previous year's Rs 36831.09 lac and Outgo of Rs. 2558.86 lac respectively.

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 2016-17.

S.No.	Name of Director#/KMP and Designation	Remuneration of Director/KMP for the financial year 2016-17 (₹ in lac)	% increase in remuneration in the financial year 2016-17
1	Shri Shekhar Agarwal Managing Director and CEO	185.36	26.04
2	Shri P. S. Puri (CFO)	82.29	6.98
3	Ms Sweta Garg (CS)	5.68	(2.57)

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 2016-17 is 99.89.
3. The percentage increase in the median remuneration of employees in the financial year is 8.84 %.
4. There were 2469 permanent employees on the rolls of the Company as on the 31st March, 2017.
5. Average percentage increase made in the salaries of employees other than managerial personnel in the last financial year i.e 2015-16 was 9.10 % and increase in the managerial remuneration for the same financial year was 26.04 %.
6. It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

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. A. Top ten employees in terms of remuneration drawn

S. No.	Name of Employee	Designation	Remuneration (In lakh)	Qualification	Experience (Year)	Commencement of Employment	No. of Shares Held	Whether Permanent/ Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
1	Shri Shekhar Agarwal	Managing Director	185.36	B.Tech.(ME) M.Sc (Chicago)	40	27/01/1989	755573	CON-TRACTUAL	63	RSWM LTD.	Vice Chairman & Managing Director	25
2	Shri P.S. Puri	Chief Financial Officer	82.29	B. Com (Hons) FCA	44	01/10/2012	550	Permanent	70	RSWM LTD.	Presdient-Corporate Finance	16
3	Shri Y.P. Thakur	Vice President - Business Development	52.02	B.A.	46	01/04/2014	15	Permanent	63	RSWM LTD.	Vice President-Business Develop-ment	43
4	Shri Suresh Chand Maheshwari	President	48.78	C.A.	34	15/01/2013	10	Permanent	59	M/s.Nandan Exim Ltd, (Group Company of Chiripal Industries Ltd)	President	6.00
5	Shri Naveen Maheshwari	Sr. Vice President - Garment	42.50	B. Com (Hons)	30	01/04/2002	NIL	Permanent	50	HEG Ltd. (Textile Div.)	Dy. General Manager-MIS	16

S. No.	Name of Employee	Designation	Remuneration (In lakh)	Qualification	Experience (Year)	Commencement of Employment	No. of Shares Held	Whether Permanent/ Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
6	Shri Arvind J Bhokse	Asst. Vice President	41.98	B.Com / Diploma	27	16/04/2014	NIL	Permanent	48	Pratibha Syntex Pvt Ltd.	Genral Mananger-Operation	5
7	Shri Mohit Maheshwari	Vice President - Marketing	41.00	MBA	18	01/04/1999	NIL	Permanent	41	-	-	-
8	Shri Ramesh Jhunjhunwala	AVP - Finance & Accounts	35.41	M. Com.	43	01/10/2012	1100	Permanent	66	RSWM LTD.	General Manager-Accounts	38
9	Shri Ashok Akade	Vice President - Spinning	29.84	Dip. in Textile Technology	23	14/01/2009	NIL	Permanent	43	M/s. Priyadarshini Spg. Mills	D.G.M. (Technical & Services)	5.00
10	Shri Santosh M. Jagtap	Vice President - Processing	29.41	Lin. Textile Chemistry & B.Sc. (Chemistry	31	02/05/2016	NIL	Permanent	57	M/s.Shahi Exports	Vice President	0.10

B. Persons employed throughout the financial year & paid Rs.1 crore two lac P.A. or more.

S. No.	Name of Employee	Designation	Remuneration (In lakh)	Qualification	Experience (Year)	Commencement of Employment	No. of Shares Held	Whether Permanent/ Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
	Sh.Shekhar Agarwal	Managing Director	185.36	B.Tech.(ME) M.Sc (Chicago)	40	27/01/89	755573	CON-TRACTUAL	63	RSWM LTD.	Vice Chairman & Managing Director	25

Notes:

1. Shri Shekhar Agarwal, Managing Director is relative of Shri Shantanu Agarwal, Director.
2. None of the person was employed for the part of the year in receipt of remuneration aggregating to ₹ 8,50,000/- or more per month.
3. 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

Good Corporate Governance is a key for cultivating efficiency and growth as well as building the investor confidence. Your company philosophy of Corporate Governance is to adopt the best emerging practices and not just the regulatory requirements. The Company makes a honest endeavor to uphold the transparency in policies and action, accountability of performance, responsibility towards the society and its core values, strong and independent Board and nurtures long term sustainable relationships with the various stakeholders of the organization. Our Board exercise its fiduciary responsibilities in the widest sense of the term. The policies of the Company are based on ethical conduct, health, safety and commitment to build long term relationships. All our Directors and employees are bound by the Code of conduct that set out the fundamental standards to be followed in all actions carried out on behalf of the Company. Your Company believes in proactive flow of information to the members of the Board and Committees of the Board to enable effective discharge of duties. Your Company is committed to learn and adopt the best practices of Corporate Governance.

2. Board of Directors

During the year, the Board has 7 Directors comprising Chairman, one Executive Director, one Non-Independent – Non-Executive Director and Four Independent Directors (of which one is women director) which were drawn from diverse fields / professions. The Directors have expertise in the field of strategy, human resource development, management, finance, technology etc. The Board discharge its fiduciary relationships by providing the guidance and independent view to the Company's management. The Board comprises of optimum combination Executive and Non-Executive Directors with the Chairman of the Board is a Non-Executive Director. The Chairman, the Managing Director and Non-Independent – Non Executive Director are Promoter Directors.

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, 2017, are given below:

Name	Title	Category	No. of Meetings		No. of other Directorships and Committee Membership/Chairmanship#	
			Held	Attended	Directorships*	No. of Membership(s)/ Chairmanship(s) of Board Committees in other Companies as on 31.03.2017
Shri Ravi Jhunjhunwala	*Chairman*	Promoter–Non-Executive	4	4	8	5 (including 1 as Chairman)
Shri Shekhar Agarwal	*Managing Director & CEO*	Promoter Executive	4	4	5	3
Shri Shantanu Agarwal	*Director*	Promoter Non-Executive	4	3	1	NIL
Shri D. N. Davar	*Director*	Independent Non-Executive	4	4	8	7 (including 5 as Chairman)
Dr. Kamal Gupta	*Director*	Independent Non-Executive	4	4	6	8 (including 3 as Chairman)
Shri P.S. Dasgupta	*Director*	Independent Non-Executive	4	2	7	6 (including 2 as Chairman)
Smt. Archana Capoor	*Director*	Independent Non-Executive	4	4	6	2

Notes:

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

\# *Includes Audit and Stakeholders Relationship Committees of public limited Companies.*

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.

None of the Directors are related to each other except Shri Shekhar Agarwal being father of Shri Shantanu Agarwal.

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, 2017 were held on the 10th May, 2016, 3rd August, 2016, 27th October, 2016 and the 20th January, 2017. 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 presentation are made on various business plans, budgets etc. The relevant decisions taken by the Board / Committee meetings are then communicated to the concerned departments / divisions.

The previous Annual General Meeting of the Company was held on 29th September, 2016.

The Board reviews the declaration made by the Management regarding compliance with applicable laws on quarterly basis as well as steps taken by the Company to rectify instances of non-compliances, if any.

The information placed before the Board includes:

The Board has complete access to all information about 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 are 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 among others.
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996.
- Quarterly Compliance Report and Investor Grievance Reports.
- Certificate with respect to Regulation 7(3) and 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 and Corporate Social Responsibility Committee.

3. Audit Committee

The role of Audit Committee is as set out in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The members of the Audit Committee of the Board comprises of following three Directors as on 31st March, 2017:

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. During the year under review, all the commendations made by the Audit Committee is accepted by the Board.

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.

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

The role 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 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 Chief Financial Officer 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, 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.

- To review the information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Statement of deviations:
  (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable.
  (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice.

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.

Internal Financial Control and its adequacy

The Company has laid down policies and procedures for ensuring the orderly and efficient conduct of its business including safeguarding of assets, prevention and detention of frauds and other irregularities, the accuracy and completeness of the accounting records and timely preparation and disclosure of financial information representing true and fair view and free from material misstatement. The Committee also review various policies of the Company to make it consistent with the current business practices and procedures.

The Audit Committee of the Company met four times during the period under review. The meetings were held on 10th May, 2016, 3rd August, 2016, 27th October, 2016 and the 20th January, 2017 Details of Audit Committee are given below:

Name of the Member	Category	No. of Meetings Held	No. of Meetings Attended
Dr. Kamal Gupta	Independent –Non Executive Director	4	4
Shri D. N. Davar	Independent- Non Executive Director	4	4
Shri P.S. Dasgupta	Independent- Non Executive Director	4	2

The representative of statutory auditors and internal auditors regularly make presence in the Audit Committee meeting. The auditors update the Audit Committee with the Audit findings along with their recommendations and Management comments on the same and the Action Taking Report on the same is presented in the next meeting. The auditors have attended all the Audit Committee meetings held during the year.

4. Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The Committee comprised of following Directors as on the 31st March, 2017:

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. Majority of the members of the Committee including the Chairman is Independent Director. Ms. Sweta Garg, Company Secretary, is the Compliance Officer of the 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, Dematerialization/ Rematerialization, sub-division, consolidation and to ensure expeditious share transfer process. Further, initiatives are taken to provide the better service to the shareholders. 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, 2016 on the 10th May, 2016, 3rd August, 2016, 27th October, 2016 and the 20th January, 2017.

Details of Stakeholders' Relationship Committee are given below:

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 2 Complaints during the year ended the 31st March, 2017 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

disposal as on the 31st March, 2017. No request for dematerialization of Equity Shares of the Company was pending for approval as at the 31st March, 2017.

Details of Shareholders'/Investors' Queries and Grievances received and attended by the Company during the year ended the 31st March, 2017.

Sl. No.	Nature of Query/Complaint	Pending as on 1st April, 2016	Received during the year	Addressed during the year	Pending as on 31st March, 2017
1.	Non-receipt of Bonus/Transfer / Transmission / Issue of Duplicate Shares/	Nil	2	2	Nil
2.	Non-receipt of Dividend, Non receipt of Refund Order & Non-receipt of Annual Report	Nil	Nil	Nil	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 Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate on half yearly basis, duly signed by the compliance officer and the authorized representative of the share transfer agent certifying that all activities in relation to both physical and electronic share transfer facility are maintained with Registrar to an issue and share transfer agent registered with the Board.

Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate on half yearly basis, have been issued by a practicing Company Secretary 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.

The Company has constituted the Corporate Social Responsibility Committee in line with the provisions of Section 135 of the Companies Act, 2013. The Committee comprised of the following Directors as on 31 March, 2017.

1. Shri P.S. Dasgupta - Independent Director
2. Shri Shekhar Agarwal - Managing Director
3. Shri Shantanu Agarwal - Director
4. Dr. Kamal Gupta - Director.

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 is not only responsible for the philanthropy activities carried out by the Company but also ensure that the same is properly undertaken within the set time frame. Further, while considering the benefit of the shareholders, the Committee also consider the social and environment responsibilities to fulfill the expectations of the society at large.

The Committee met three times during the period under review. The meetings were held on the 10th May, 2016, 3rd August, 2016, 27th October. 2016, and the 20th January, 2017.

Details of CSR Committee are given below:

Name of the Member	Category	No of Meetings Held during tenure	No of Meetings Attended
Shri P.S. Dasgupta	Independent- Non Executive Director	4	2
Shri Shekhar Agarwal	Promoter-Executive	4	4
Shri Shantanu Agarwal	Promoter-Non Executive	4	3
Dr. Kamal Gupta	Independent- Non Executive Director	4	3

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

The constitution of Nomination and Remuneration Committee, is in accordance with the provisions of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The role of the Nomination and Remuneration Committee inter-alia include 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.
- To devise a policy on Board diversity.
- To determine whether to extend or continue the term of appointment of the Independent Director.
- Recommend to the Board a policy relating to the remuneration for the directors, KMP and Senior Mangement Personnel.
- 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, 2017:

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 are given below:

As on 31st March, 2017, 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-Non Executive Director	1	1
Shri D. N. Davar	Independent-Non Executive Director	1	1
Shri P.S. Dasgupta	Independent-Non Executive Director	1	-

Nomination and Remuneration Policy

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.

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes determination of salary, perquisites, commission to be paid to the Company's Managing Director(s), along with the retirement benefits. The compensation terms of Executive Directors are approved by the Board of Directors upon recommendation of the Nomination and Remuneration Committee and subsequently approved by the shareholders in the General Meeting. The Nomination and Remuneration Committee recommends the remuneration based on the criteria such as responsibilities given, past track record of performance, industry standards and various other factors. The non-executive directors are paid sitting fees for attending the Board meetings as well as other Committee meetings.

The Board has carried out the performance evaluation of its own performance, committees and individual directors. An evaluation is done taking into consideration person's leadership, coordinating and steering skills, frequency for attending the meetings, initiatives, contribution, integrity etc.

The performance evaluation of Independent Directors is done by the entire Board of Directors, excluding the director being evaluated. The criteria for evaluation is as per the Nomination and Remuneration Policy of the Company. Evaluation is also conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

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

The remuneration of Executive Directors, Key Managerial Personnel and Senior Official 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, 2017 ₹. / Lacs

Name of Director	Category	Sitting Fee	Salary	Benefits, perquisites and allowances	Commission	Total
Shri Ravi Jhunjhunwala	Promoter- Non Executive	2.00	-	-	-	2.00
Shri Shekhar Agarwal*	Promoter- Executive	-	134.53	3.83	47.00	185.36
Shri Shantanu Agarwal	Promoter- Non Executive	1.50	-	-	-	1.50
Dr. Kamal Gupta	Independent- Non Executive	5.80	-	-	-	5.80
Shri D. N. Davar	Independent- Non Executive	5.80	-	-	-	5.80
Shri P.S Dasgupta	Independent- Non Executive	2.00	-	-	-	2.00
Smt. Archana Capoor	Independent- Non Executive	2.50	-	-	-	2.50

 # Includes retirement benefits excluding leave encashment & gratuity.

** Shri Shekhar Agarwal, Managing Director holds 1.82 % of Equity Shares as on the 31st March, 2017 in the Company.*

Shri Shekhar Agarwal, Managing Director & CEO is employee of the Company and is subject to service conditions as per the policies of the Company at the relevant point in time.

During the year ended the 31st March, 2017, the Company did not advance any loans to any of its Directors. Further, during the year the Company does not have any Stock Option and Bonus Scheme.

Equity Shares and Convertible Instrument held by Non-Executive Directors as on the 31st March, 2017.

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. Archana Capoor	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-a vis the Company.

7. Independent Directors Meeting

Pursuant to the Code of Independent Directors and Regulation 25(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the meeting of the independent directors held on 20th January, 2017 without the attendance of Non-Executive Directors and members of management to inter-alia:

i. Review the performance of non-independent directors and the Board as a whole;

ii. Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;

ii. 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.

Letter of Appointment:

At the time of appointment, the Independent Directors 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. The terms and conditions of the appointment of the Independent Directors are available on the Company's website http://maraloverseas.com/pdf/Letter_of_Appointment_Independent_Director.pdf.

Performance evaluation of Independent Directors

Pursuant to the Code of Independent Directors and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 2017, the Company have the following Independent Directors: Dr. Kamal Gupta, Shri D. N. Davar, Shri P.S. Dasgupta and Smt. Archana Capoor.

Familiarization programme for Independent Directors

All new Independent Directors inducted to the Board attend a familiarization programme. The Company has put in place a system to familiarize the Independent Directors about the Company, its products, business and the on-going events relating to the Company. All new IDs are provided with certain documents which help them to get an overview of the Company. The new Independent Director meet with the Board members and senior management. The presentations was made by Managing Director giving an overview of Annual Operating Plans and budgets of the Company. All IDs met periodically with other Key Managerial Personnel, functional heads of the units, head of HR, IT department etc to help them understand the service and product management and such other areas related to the Company.

The details on the Company's Familiarisation Programme for IDs can be accessed at: http://maraloverseas.com/familiarization_programme.html.

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, 2017, 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 2.98 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
26th September, 2014	2013-2014	Maral Sarovar, V& P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone, Madhya Pradesh – 451660	11.00 A.M	---
3rd September, 2015	2014-2015	Maral Sarovar, V& P.O. Khalbujurg, Tehsil Kasrawad, Distt. Khargone, Madhya Pradesh – 451660	11.00 A.M	Payment of remuneration to Shri Shekhar Agarwal, Managing Director for the Financial year 2014-15 and 2015-16 as per the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013

Date of AGM	Relevant Financial Year	Venue/Location where held	Time of Meeting	Special Resolution
				Creation of mortgage(s) and charges as per the provisions of Section 180(1)(a) of the Companies Act, 2013 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.
				Creation of Second Charge as per the provisions of Section 180(1)(a) of the Companies Act, 2013 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 to the extent of ₹ 156.95 crore.
29th September, 2016	2015-2016	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 form 1st April, 2016 to 31st March, 2019.
				Creation of mortgage(s) and charges as per the provisions of Section 180(1)(a) of the Companies Act, 2013 in addition to the existing mortgage(s), charge(s) and hypothecation(s) created on the assets of the Company in favour of Central Bank of India of an amount of ₹ 12.80 crore.

During the year ended 31stMarch 2017, 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.

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

(ii) Non Compliance by the Company in previous years:

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

(iii) Whistle Blower Policy:

The Company with the objective of pursuing the business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour and to encourage and protect the employees who wish to raise and report their genuine concerns about any unethical behaviour, 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. During the year under review, no person was denied access to the Audit Committee.

(iv) Compliance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company is fully compliant with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. A certificate from Statutory Auditors to this effect is enclosed in the Annual Report.

(v) Disclosure of Accounting Treatment in preparation of Financial Statements:

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.

(vii) Material Subsidiary

The Company doesnot have any subsidiary. However, the policy of the same as approved by the Board of Directors is disclosed on the website of the Company under the following link:

http://maraloverseas.com/pdf/Material_subsidary.pdf

11. Discretionary Requirements

The Company has duly fulfilled the following discretionary requirements as prescribed in schedule II part E of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Shri Ravi Jhunjhunwala is the Chairman of the Company and Shri Shekhar Agarwal is the Managing Director & CEO of the Company. The Company complied with the requirement of having separate persons to the post of Chairman and Managing Director/ CEO.

The executive summary along with the internal audit report and action taken report of all units is placed in every quarter in the Audit Committee.

12. Compliance with Corporate Governance Requirements

During the year under review, the Company has complied with the condition of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Compliance Certificate from Doogar & Associates, Chartered Accountant (Firm Registration No. 000561N) and Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) Statutory Auditors of the Company regarding compliance of the condition of Corporate Governance from part of this Annual Report.

13. 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.

14. Code of Conduct

A Company Board has laid down a Code of Conduct, evolved in line with the industry practices was adopted by the Board. 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 and Senior Management Personnel have confirmed compliance with the code of conduct for the year under review and a declaration to that effect, signed by CEO & CFO forms part of Annual Report.

15. CEO/CFO certification

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certification of CEO/CFO on the financial statements for the year form part of this Annual Report.

16. 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 website, annual report etc. The quarterly, half yearly and annual audited results are sent immediately to the Stock Exchanges after they are approved by the Board of Directors. The same are also displayed on Company's website at www.maraloverseas.com. The Company publishes its results in at least one prominent national and regional newspaper.

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

17. Shareholders

Re-Appointment of Non Independent Directors

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 (31)

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.

Details of Directorships Held in Other Companies

Directors Name	Name of the Company in which Directorship held *	Committee Chairmanship	Committee Membership
Shri Shantanu Agarwal	Bhilwara Technical Textiles Limited	–	--

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

ADDITIONAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting

2. Date : 22nd September, 2017

Day : Friday

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, 2016 to March, 2017

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 : Tuesday, the 16th September, 2017 to Monday, the 22th September, 2017

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 BSE Ltd. and the National Stock Exchange of India Limited upto 31st March, 2018.

6. Stock Code:

BSE Ltd. (BSE) : 521018

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

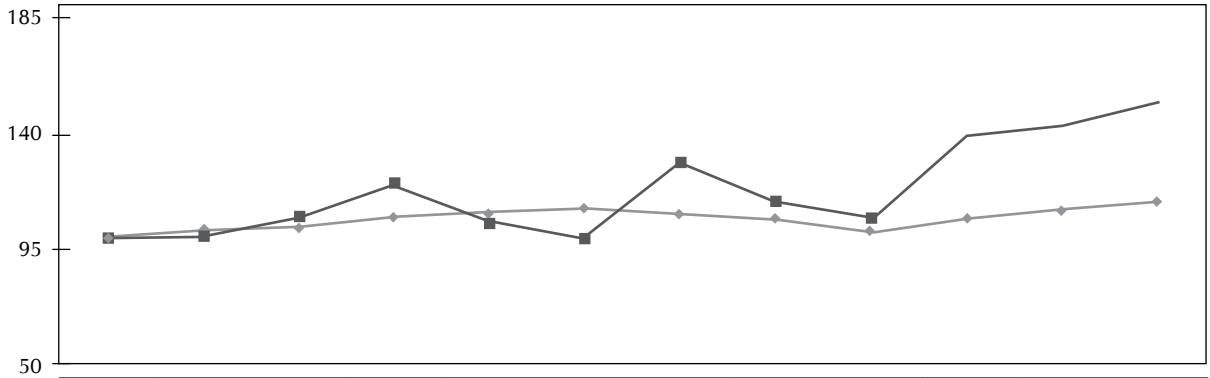
7. Stock Market Data:

Share Price of Maral Overseas Limited at BSE /NSE in 2016-17

Months	BSE Ltd.			National Stock Exchange of India Ltd		
	High	Low	Volume	High	Low	Volume
Apr-16	30.00	25.00	58,362	30.45	24.00	1,79,103
May-16	30.15	24.70	1,45,508	30.70	24.05	3,06,595
June-16	32.35	24.25	4,09,126	32.70	24.05	10,83,570
July-16	36.25	28.75	2,88,689	36.40	28.90	9,21,317
Aug-16	31.80	26.40	2,07,552	32.00	25.30	6,17,265
Sep-16	29.75	24.25	1,06,066	29.20	25.00	2,93,558
Oct-16	38.95	26.00	6,64,177	38.90	26.00	21,25,430
Nov-16	34.10	25.55	1,73,244	34.50	24.50	4,88,352
Dec-16	32.20	27.10	88,973	31.95	26.55	2,22,405
Jan-17	41.90	28.00	8,72,745	41.85	27.70	22,42,193
Feb-17	42.75	35.55	4,67,151	43.00	35.45	12,05,877
Mar-17	45.70	35.60	8,40,964	44.90	35.80	28,99,349

ADDITIONAL SHAREHOLDERS' INFORMATION

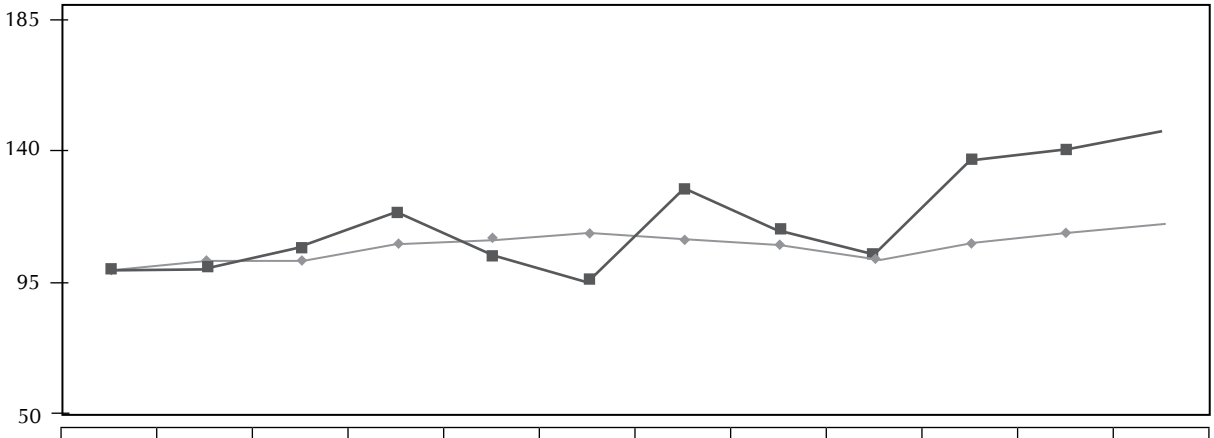
Performance in comparison with BSE Sensex (Both series indexed to 100 as on April, 2016)



	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17
MOL (High)	100.00	100.50	107.83	120.83	106.00	99.17	129.83	113.67	107.33	139.67	142.50	152.33
Sensex (High)	100.00	102.82	103.85	108.20	109.32	111.40	109.11	107.39	102.69	107.20	111.36	114.27

Source : BSE Ltd.

Performance in comparison with NIFTY (Both series indexed to 100 as on April, 2016)



	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	Jan-17	Feb-17	Mar-17
MOL (High)	100.00	100.82	107.39	119.54	105.09	95.89	127.75	113.30	104.93	137.44	141.22	147.45
Nifty (High)	100.00	102.77	103.96	108.54	110.35	112.22	110.20	108.48	103.54	108.52	112.39	115.35

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, 1st Floor, Okhla Industrial Area, Phase I, New Delhi – 110 020

Phone No. (s) : 011-41406149-52, Fax No : 011-41709881,

E- Mail : admin@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, 2017 were 2,300 shares. As per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 2017.

No. of Equity shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1-500	14,452	86.58	21,36,941	5.15
501-1000	1,022	6.12	8,77,673	2.11
1001-10000	1,031	6.18	31,99,943	7.71
10001 and above	118	0.70	3,52,06,251	84.82
Shares in Transit	70	0.42	87,192	0.21
Total	**16693**	**100.00**	**4,15,08,000**	**100.00**

11. Shareholding Pattern as on the 31st March, 2017

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	0.00
	III	Foreign Institutional Investors	5,800	0.01
	IV	NRIs	70,901	0.17
	V	Bodies Corporate	19,81,874	4.78
	VI	Foreign Bodies Corporate	200	0.00
	VII	Individuals	82,51,404	19.88
	VIII	Clearing Members	87,192	0.21
		Total	**4,15,08,000**	**100.00**

12. Dematerialisation of Shares and Liquidity:

A. Equity Shares as on the 31st March, 2017

S. No.	Description	No. of Share holders	No. of Shares	% of Equity
1.	Central Depository Services India Limited (CDSL)	3590	2,45,30,599	59.10
2.	National Securities Depository Limited (NSDL)	7166	1,62,25,491	39.09
3.	Physical	5937	7,51,910	1.81
	Total	**16693**	**4,15,08,000**	**100.00**

The ISIN number for Equity Shares of the Company in NSDL and CDSL is **INE882A01013**. 4,07,56,090 equity shares were dematerialized till 31st March, 2017 which is 98.19 % 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 9,42,700 8% Cumulative Redeemable Preference Shares (CRPS) of Rs.100/- each of the Company in NSDL and CDSL is as follows:-

INE882A04033

INE882A04041

During the Financial Year 2016-17, the second tranche of 4,71,350 8% CRPS were redeemed as approved by the Board of Directors in their held on 20th January, 2017.

The Company has also issued 12,00,000 3 % Cumulative Redeemable Preference Shares of Rs.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. Commodity price risk or foreign exchange risk and hedging activities.

The Company regulates its activities as laid down under forex hedging policy. The Company periodically review the forex exposure along with the hedging positions of the Company. Also refer Management Discussion and Analysis for the same.

15. 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.)

16. Address for Correspondence

Investor correspondence should be addressed to:

1. Registrar & Share Transfer Agent
MCS Share Transfer Agent Limited,
F-65, 1st Floor, 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

17. 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, Prohitibition 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 Regulation 34(3) read with part F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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. As on 1st April, 2015, 42 shareholders comprising of 5000 shares were lying in the unclaimed suspense accounts. During the Financial Year 2015-16, 1 shareholder comprising of 100 has approached for claiming the shares which was duly transferred in the name of shareholder. As on the 31st March, 2017, 41 shareholders bearing 4900 shares are still lying in the Unclaimed Suspense Account.

Place : Noida
Dated: 27th April, 2017

Shekhar Agarwal
Managing Director
DIN-00066113

INDEPENDENT AUDITORS' REPORT

To the Member 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, 2017, 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. 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 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, 2017, 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, 2017 ("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, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure "C" to this report

   (g) 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 2.9.2 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.

      iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 2.9.14 to the financial statements

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

Noida (U.P.)
27th April, 2017

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. No material discrepancies were identified on such verification.

   (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the company. Some of these title deeds are given as security for securing various facilities sanctioned by banks and accordingly these original title deeds are kept with IFCI Limited, as security for the lenders.

2. The inventory, except material lying with third parties, has been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

3. According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships 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 (c) 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 are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

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. We have not, however, made a detailed examination of the same

7. (a) According to the records of the Company, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been regularly deposited during the year with the appropriate authorities.

   According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income-tax, service tax, sales-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.

   (b) 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, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of a dispute are referred to in Annexure 'B'.

8. Based on our audit procedures and according to the information and explanations given to us and in view of the practice followed by the lenders, as explained in note 2.3.1 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.

9. Based on our audit procedures and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer / further public offer.

   Further, based on our audit procedures and according to the information and explanations given to us and on an overall examination of the balance sheet, we report that monies raised by way of term loans were applied for the purposes for which those were raised

10. Based upon our audit procedures and according to the information and explanations to us, we report that no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year.

11. Based on our audit and according to the information and explanations given to us, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

13. Based on our audit procedures and according to the information and explanations given to us, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

14. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.

15. Based on our audit procedures and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.

16. According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

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

Noida (U.P.)
27th April, 2017

ANNEXURE 'B' TO AUDITORS' REPORT

Referred to in Paragraph 7 (b) of Annexure 'A' a statement on the matters specified in the Companies (Auditors' Report) Order, 2017 of Maral Overseas Limited for the year ended 31st March, 2017

Name of the Statute	Nature of Dues	Amount Rs. in lacs	Forum where the dispute is pending
Income Tax Act	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)
Central Excise Act	Duty rate on debonded goods	88.69	Hon'ble Supreme Court
	Denial of cenvat credit	49.90	CESTAT
	Duty & penalty	60.15	CESTAT
Customs Act	Duty on coal import	5.94	Comm (Appeals)
	Duty on coal import	29.43	CESTAT
Central Sales Tax Act	Central Sales Tax	11.22	Add Comm (Grade 2)

Annexure 'C' to the independent auditor's report of even date on the financial statements of Maral Overseas Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Maral Overseas Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Noida (U.P.)
27th April, 2017

BALANCE SHEET AS AT 31ST MARCH, 2017

₹. / Lacs

	Notes	As At 31.03.2017	As At 31.03.2016
Equity and Liabilties			
Shareholders' funds			
Share capital	2.1.1	**6,293.50**	6,764.85
Reserves and surplus	2.1.2	**5,343.05**	3,807.57
		11,636.55	**10,572.42**
Deferred Government Grants	2.2.1	**36.71**	-
Non-current liabilities			
Long term borrowings	2.3.1	**5,889.57**	8,715.17
Deferred tax liabilities (Net)	2.3.2	**671.73**	569.47
Other long term liabilities	2.3.3	**70.10**	57.01
Long term provisions	2.3.4	**269.87**	216.38
		6,901.27	**9,558.03**
Current liabilities			
Short term borrowings	2.4.1	**11,082.10**	8,995.00
Trade payables	2.4.2	**4,185.96**	1,614.94
Other current liabilities	2.4.3	**6,324.77**	6,070.76
Short term provisions	2.3.4	**280.27**	323.21
		21,873.10	17,003.91
		40,447.63	37,134.36
Assets			
Non current assets			
Fixed assets			
Property, plant and equipment	2.5.1	**15,786.30**	15,301.29
Intangible assets		**14.64**	21.30
Capital work in progress		**301.67**	1,100.13
Long-term loans and advances	2.5.2	**1,254.18**	1,121.26
Other non-current assets	2.5.3	**20.14**	22.70
		17,376.93	17,566.68
Current assets			
Current investments	2.6.1	**12.77**	12.77
Inventories	2.6.2	**15,131.12**	12,316.60
Trade receivables	2.6.3	**5,914.94**	4,771.10
Cash and bank balances	2.6.4	**174.58**	358.42
Short term loans and advances	2.5.2	**510.92**	600.04
Other current assets	2.5.3	**1,326.37**	1,508.75
		23,070.70	**19,567.68**
		40,447.63	37,134.36

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 Limited

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

Shekhar Agarwal
Managing Director
DIN : 00066113

Sweta Garg
Company Secretary
FCS - 8967

Place: Noida (U.P.)
Date: 27th April, 2017

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

₹. / Lacs

	Notes	For the year ended 31.03.2017	For the year ended 31.03.2016
Continuing operations			
Revenue from operations	2.7.1		
Sale of products		**63,998.10**	59,746.41
Sale of services		**45.72**	4.98
Other operating revenues		**2,625.88**	2,157.27
		66,669.70	61,908.66
Less: Excise duty		**(25.75)**	(25.61)
		66,643.95	61,883.05
Other income	2.7.2	**1,515.16**	1,403.97
Total revenue		**68,159.11**	63,287.02
Expenses:			
Cost of materials consumed	2.8.1	**40,255.75**	35,243.80
Purchases of stock-in-trade	2.8.2	**361.25**	656.59
Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.8.3	**(563.39)**	499.10
Employee benefits expense	2.8.4	**8,645.41**	7,680.30
Finance costs	2.8.5	**1,551.54**	1,925.53
Depreciation and amortization expense	2.8.6	**2,259.43**	2,526.47
Other expenses	2.8.7	**13,427.68**	13,163.04
Total expenses		**65,937.67**	61,694.83
Profit before exceptional items and tax		**2,221.44**	1,592.19
Exceptional Items	2.8.8	**-**	232.65
Profit before tax		**2,221.44**	1,359.54
Tax expense:			
Current tax		**649.00**	293.00
MAT Credit Entitlement		**-**	(268.00)
Tax adjustments for earlier years		**(25.00)**	-
Deferred tax		**102.26**	313.90
Profit for the year		**1,495.18**	1,020.64
Earnings per equity share (par value Rs.10 each) :	2.9.1		
Basic		**3.17**	1.92
Diluted		**3.12**	1.74
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 Limited

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

Shekhar Agarwal
Managing Director
DIN : 00066113

Sweta Garg
Company Secretary
FCS - 8967

Place: Noida (U.P.)
Date: 27th April, 2017

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2017

₹. / Lacs

		For the year ended 31.03.2017	For the year ended 31.03.2016
A.	**Cash flows from operating activities**		
	Net Profit / (Loss) before tax	**2,221.44**	1,359.54
	Adjustments for:		
	Depreciation & amortisation	**2,259.43**	2,526.47
	TUFS Capital Investment Subsidy	**42.04**	-
	Dividend received	**(1.16)**	(1.16)
	Interest income	**(85.80)**	(78.68)
	Interest expense	**1,418.50**	1,839.35
	Unrealised foreign exchange (gain) / loss	**(226.19)**	(62.76)
	(Profit)/loss on sale/ discarding of fixed assets	**(15.74)**	(18.57)
	Provision for doubtful debts and advances	**8.46**	13.88
	Operating profit before working capital changes	**5,620.98**	5,578.07
	Movements in working capital:		
	Trade Receivables	**(1,152.31)**	(424.52)
	Inventories	**(2,814.52)**	(2,578.27)
	Loans & advances	**(189.95)**	138.24
	Other assets	**402.94**	703.32
	Liabilities	**2,453.55**	(738.39)
	Provisions	**135.67**	220.15
	Cash from / (used in) operating activities	**4,456.36**	2,898.60
	Direct taxes paid (net of refunds)	**(602.48)**	(379.07)
	Net cash from / (used in) operating activities	**3,853.88**	2,519.53
B.	**Cash flows from investing activities**		
	Purchase of fixed assets	**(1,935.54)**	(1,533.50)
	Sale of fixed assets	**35.90**	65.86
	Interest received	**85.91**	89.02
	Dividend received	**1.16**	1.16
	Net Cash from / (used in) investing activities	**(1,812.57)**	(1,377.46)

		For the year ended 31.03.2017	For the year ended 31.03.2016
C.	**Cash flows from financing activities**		
	Redemption of preference shares	**(471.35)**	(471.35)
	Receipts from term borrowings	**1,268.14**	1,079.78
	Increase\ (decrease) in short term bank borrowings	**2,087.09**	3,903.66
	Repayment of term borrowings	**(3,679.65)**	(3,825.73)
	Interest cost	**(1,477.27)**	(1,920.19)
	Dividend paid (including tax thereon)	**-**	(224.19)
	Net Cash from / (used in) financing activities	**(2,273.04)**	(1,458.02)
	Net increase / (decrease) in Cash and Cash equivalents	**(231.73)**	(315.95)
	Opening Cash and Cash equivalents	**327.09**	643.04
	Closing Cash and Cash equivalents	**95.36**	327.09
	Notes		
	1 Components of cash and cash equivalents		
	Cash on hand	**16.62**	22.03
	Cheques on hand	**7.57**	0.05
	Balances with banks		
	In current and cash credit accounts	**71.17**	305.01
	Post Office Saving Account		
	As per the Balance Sheet	**95.36**	327.09
	Summary of significant accounting policies 1.1		

As per our report of even date

As per our report of even date

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

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

Mukesh Goyal
Partner
Membership No. 081810

For Ashim & Associates
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Firm Registration No. 006064N

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Chief Financial Officer
FCA - 013563

Shekhar Agarwal
Managing Director
DIN : 00066113

Sweta Garg
Company Secretary
FCS - 8967

Place: Noida (U.P.)
Date: 27th April, 2017

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 except for certain financial instruments which are measured at fair values.Accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.1 Summary of significant accounting policies

a New Guidance notes, amendments to existing Standards effective during the current period

The company was hitherto following the principles of Accounting Standard AS 30 "Financial Instruments: Recognition and Measurement" in respect of its derivative financial instruments that were not covered by AS 11 and that related to a firm commitment or a highly probable forecast transaction. Effective 1.4.2016, the Institute of Chartered Accountants of India (ICAI) issued Guidance Note on Accounting for Derivative Contracts (guidance note), and accordingly provisions of accounting standard AS 30 stood withdrawn to the extent of the guidance covered for accounting for derivatives within the scope of this Guidance Note.Applicability of the guidance note does not have any impact on the Company financials.

The management has assessed the relevance of amendments to existing Standards that have been published and are mandatory for the current financial year and have concluded that these have no impact on the financial statements for the year.

b 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.

c Revenue recognition

i) Income is accounted for on accrual basis in accordance with Accounting Standard (AS) 9 - "Revenue Recognition".

ii) Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer

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.

d 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.

e 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.

f Property, plant and equipment& intangible assets

i) Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the fixed assets as a replacement if the recognition criteria are satisfied.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipment held for sale is valued at lower of their carrying amount and net realizable value. Any writedown is recognized in the statement of profit and loss.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

ii) Intangible assets are recognised on the basis of recognition criteria as set out in Accounting Standard (AS) 26 – "Intangible Assets".

g Depreciation & amortisation

Depreciation on Property, plant and equipment 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.

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 (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) Software costs are amortised, on straight line method, over 6 years or estimated useful lives, whichever is lower

v) Leasehold improvements are amortisedover the primary period of lease.

h 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 favorable 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.

i 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.

In accordance with Guidance Note on Accounting for Derivative Contracts issued by the Institute of Chartered Accountants of India (ICAI), derivative financial instruments not covered by AS 11, relating to a firm commitment or a highly probable forecast transaction, which qualify for hedge accounting, are fair valued at balance sheet date and resultant exchange gain / loss accounted for in equity 'Hedging reserve' as per provisions of the guidance note.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.

j 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) The Capital Subsidy under Technology Up-gradation Fund Scheme (TUFS) from Government on specified machinery is recognized on a systematic and rational basis by adopting Deferred Income Approach. Such allocation to income is done prospectively over the remaining useful life of the respective assets, and is adjusted against the depreciation in the Statement of Profit and Loss

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.

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.

l 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.

- **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.

2. Notes to the financial statements

2.1.1 Share Capital

₹ / Lacs

		As at 31.03.2017	As at 31.03.2016
Authorised			
4,40,00,000	(Previous year 4,40,00,000) Equity Shares of Rs. 10/- each	**4,400.00**	4,400.00
31,00,000	(Previous year 31,00,000) Cumulative Redeemable Preference Shares of Rs.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 Rs. 10/- each	**4,150.80**	4,150.80
942,700	(Previous Year – 14,14,050) 8 per cent Cumulative Redeemable Preference Shares (8%CRPS') of Rs 100 each	**942.70**	1,414.05
12,00,000	(Previous Year - 12,00,000) 3 per cent Cumulative Redeemable Preference Shares (3%CRPS') of Rs 100 each	**1,200.00**	1,200.00
		6,293.50	6,764.85

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

	2016-17		2015-16	
	No of Shares	**Rs / Lacs**	No of Shares	Rs / 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	**1,414,050**	**1,414.05**	1,885,400	1,885.40
Issued during the year	**-**	**-**	-	-
Redeemed during the year	**471,350**	**471.35**	471,350	471.35
Outstanding at the end of the year	**942,700**	**942.70**	1,414,050	1,414.05
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 Rs.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 Rs.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. In terms of the Master Restructuring Agreement executed with the Company's bankers, premium of 5% on redemption is payable in case Company's cash flows permit.

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.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

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. Further, they shall have the right to vote on all resolutions placed before the Company if the dividend on such preference shares remain unpaid over a period of two years or more.

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

	As at 31.03.2017		As at 31.03.2016	
	No of Shares Held	**% holding**	No of Shares Held	% holding
Equity shares of Rs.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 Rs.100 each fully paid				
IDBI Bank Limited	**47,300**	**5.02**	70,950	5.02
Indusind Bank Limited	**65,450**	**6.94**	98,175	6.94
J & K Bank Limited	**71,500**	**7.58**	107,250	7.58
Yes Bank Limited	**72,050**	**7.64**	108,075	7.64
State Bank Of Hyderabad	**51,700**	**5.48**	77,550	5.48
Export-Import Bank Of India	**1,64,450**	**17.44**	246,675	17.44
Central Bank Of India	**2,12,850**	**22.58**	319,275	22.58
Axis Bank Limited	**1,68,850**	**17.91**	253,275	17.91
State Bank Of India	**54,450**	**5.78**	81,675	5.78
3 per cent CRPS of Rs.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 31.03.2017	As at 31.03.2016
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	**2,471.35**	2,000.00
Add: Additions during the year	**471.35**	471.35
Closing balance	**2,942.70**	2,471.35
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	**132.88**	24.94
Add: Additions during the year	**173.18**	132.88
Less: Reclassified to statement of profit and loss during the year	**(132.88)**	(24.94)
Closing balance	**173.18**	132.88
General reserve		
Balance as per the last financial statements	**2,444.20**	2,915.55
Add: Transfer from statement of profit and loss		
Less: Transfer to capital redemption reserve	**471.35**	471.35
Closing balance	**1,972.85**	2,444.20
Surplus / (deficit) in the statement of profit and loss		
Balance as per the last financial statements	**(3,954.40)**	(4,975.04)
Add: Amount transferred from statement of profit and loss	**1,495.18**	1,020.64
	(2,459.22)	(3,954.40)
	5,343.05	3,807.57

a) Information with regards to dividend is as follows

	Year Ended 31.03.2017		Year Ended 31.03.2016	
	Total ₹ / Lacs	**Per share ₹**	Total ₹ / Lacs	₹ Per share
Dividends proposed to be distributed to preference shareholders				
8 per cent Cumulative Redeemable Preference Shares	**-**	**-**	-	-
3 per cent Cumulative Redeemable Preference Shares	**-**	**-**	-	-
Arrears of fixed cumulative dividends on preference shares				
8 per cent Cumulative Redeemable Preference Shares	**263.95**		150.83	
3 per cent Cumulative Redeemable Preference Shares	**72.00**		36.00	

2.2.1 Deferred Government Grant

₹ / Lacs

	As at 31.03.2017	As at 31.03.2016
TUFS Capital Investment Subsidy		
Balance as per the last financial statements	**-**	-
Add: Additions during the year	**42.04**	-
	42.04	-
Less: Apportioned to revenue	**5.33**	-
	36.71	-

2.3.1 Long Term Borrowings

Rs / Lacs

	Non-current portion		Current maturities	
	As at 31.03.2017	**As at 31.03.2016**	**As at 31.03.2017**	**As at 31.03.2016**
Term loans				
From banks (secured)	**5,292.85**	7,236.00	**3,211.30**	2,753.66
From financial institutions (secured)	**96.72**	979.17	**734.65**	692.70
Others				
From bank - forex derivative loss loan (secured)				85.50
Loans from related parties (unsecured)	**500.00**	500.00		
	5,889.57	8,715.17	**3,945.95**	3,531.86
The above amount includes				
Secured borrowings	**5,389.57**	8,215.17	**3,945.95**	3,531.86
Unsecured borrowings	**500.00**	500.00		
Amount disclosed under the head "other current liabilities" (note 2.4.3)			**(3,945.95)**	(3,531.86)
	5,889.57	8,715.17		

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.

Term loans from both banks (except term loans from Central Bank of India Rs.3688 lacs, Union Bank of India Rs.3200 lacs and State Bank of Bikaner & Jaipur Rs.28.44.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 31.3.2017	Maturity Profile					
		2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
Term loans from banks							
Project term loans (1)	**2,236.93**	1,951.70	285.23				
Project term loans (2)	**6,267.22**	1,259.60	1,607.25	1,624.05	1,009.54	632.47	134.31
	8,504.15						
Term loans from financial institutions							
Project term loans (1)	**831.37**	734.65	96.72				

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 + 1.25% to 1.50%

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 received from the various financial institutions and banks.

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.

2.3.2 Deferred tax (net) ₹ / Lacs

	As at 31.03.2017	As at 31.03.2016
Deferred tax liabilities		
Depreciation	**973.37**	849.21
Deferred tax assets		
Employee benefits	**177.50**	156.94
Others	**124.14**	122.80
Net deferred tax	**671.73**	569.47

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

2.3.3 Other long term liabilities Rs. / Lacs

	As at 31.03.2017	As at 31.03.2016
Others		
Deposits under staff scheme for fixed assets	**70.10**	57.01
	70.10	57.01

2.3.4 Provisions

₹ / Lacs

	Long-term		Short-term	
	As at	As at	**As at**	As at
	31.03.2017	31.03.2016	**31.03.2017**	31.03.2016
Provision for employee benefits				
Gratuity (note 2.9.7)			**107.02**	104.81
Superannuation			**65.37**	70.95
Compensated absences	**269.87**	216.38	**70.64**	61.34
Others				
Provision				
For current tax (net of advance tax)			**211.24**	86.11
Less: MAT credit			**(174.00)**	
	269.87	216.38	**280.27**	323.21

2.4.1 Short term borrowings

Rs. / Lacs

	As at	As at
	31.03.2017	31.03.2016
Secured		
Loans repayable on demand		
Working capital facilities from banks	**11,082.10**	8,995.00
	11,082.10	8,995.00

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 loans from Central Bank of India Rs.3688 lacs, Union Bank of India Rs.3200 lacs and State Bank of Bikaner & Jaipur Rs.28.44.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.

2.4.2 Trade payables

₹ / Lacs

	As at	As at
	31.03.2017	31.03.2016
(a) Total outstanding dues of micro and small enterprises	**267.25**	16.51
(b) Total outstanding dues of creditors other than micro and small enterprises.	**3,918.71**	1,598.43
	4,185.96	1,614.94

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 31.03.2017	As at 31.03.2016
(i)	Principal amount remaining unpaid as at end of the year	**267.25**	16.51
(ii)	Interest due on above	**-**	-
1	Total of (i) & (ii)	**267.25**	16.51
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)	**-**	-

2.4.3 Other current liabilities

₹ / Lacs

	As at 31.03.2017	As at 31.03.2016
Current maturities of long-term borrowings (note 2.3.1)	**3,945.95**	3,531.86
Interest accrued but not due on borrowings	**65.37**	94.88
Others		
Advance from customers	**173.15**	138.83
Creditors for capital goods	**42.80**	13.82
Employee related liabilities	**743.73**	634.42
Statutory dues payable	**143.82**	156.46
Contested demands (net of payments)	**618.81**	581.83
Others	**591.14**	918.66
	6,324.77	6,070.76

2.5.1 Tangible assets

₹ / Lacs

	Land		Buildings	Leasehold Improve-ments	Plant & Equip-ment	Office Equip-ment	Furniture & Fixtures	Vehicles	Live Stock	Total	Computer Software	Total
	Freehold	Leasehold										
Gross Block												
At 1 April 2015	42.43	404.51	6,712.03	5.76	36,415.75	166.89	220.88	372.95	7.03	44,348.23	664.42	45,012.65
Additions			8.48		599.37	33.15	40.49	60.16	2.87	**744.52**	6.12	**750.64**
Disposals					389.74	6.16	1.33	45.32	0.61	**443.16**		**443.16**
At 31 March 2016	**42.43**	**404.51**	**6,720.51**	**5.76**	**36,625.38**	**193.88**	**260.04**	**387.79**	**9.29**	**44,649.59**	**670.54**	**45,320.13**
Additions			54.52		2,585.23	16.33	37.77	64.77		**2,758.62**	4.65	**2,763.27**
Disposals					171.72	3.81	4.31	38.56		**218.40**		**218.40**
At 31 March 2017	**42.43**	**404.51**	**6,775.03**	**5.76**	**39,038.89**	**206.40**	**293.50**	**414.00**	**9.29**	**47,189.81**	**675.19**	**47,865.00**
Depreciation												
At 1 April 2015		9.41	2,773.89	0.12	23,958.73	64.88	133.07	208.20		27,148.30	629.81	27,778.11
Charge for the year		4.46	178.25	1.09	2,234.79	29.32	13.97	45.16		**2,507.04**	19.43	**2,526.47**
Disposals					358.06	4.78	0.39	32.65		**395.88**		**395.88**
At 31 March 2016		**13.87**	**2,952.14**	**1.21**	**25,835.46**	**89.42**	**146.65**	**220.71**		**29,259.46**	**649.24**	**29,908.70**
Charge for the year		4.46	178.40	1.10	1,982.44	31.39	15.88	39.79		**2,253.46**	11.31	**2,264.77**
Disposals					158.45	2.90	3.57	24.92		**189.84**		**189.84**
At 31 March 2017		**18.33**	**3,130.54**	**2.31**	**27,659.45**	**117.91**	**158.96**	**235.58**		**31,323.08**	**660.55**	**31,983.63**
Impairment Loss												
At 1 April 2015					88.84					**88.84**		**88.84**
Charge for the year												
Disposals					0.00					**0.00**		**0.00**
At 31 March 2016					**88.84**					**88.84**		**88.84**
Charge for the year												
Disposals					8.41					**8.41**		**8.41**
At 31 March 2017					**80.43**					**80.43**		**80.43**
Net Block												
At 31 March 2016	**42.43**	**390.64**	**3,768.37**	**4.55**	**10,701.08**	**104.46**	**113.39**	**167.08**	**9.29**	**15,301.29**	**21.30**	**15,322.59**
At 31 March 2017	**42.43**	**386.18**	**3,644.49**	**3.45**	**11,299.01**	**88.49**	**134.54**	**178.42**	**9.29**	**15,786.30**	**14.64**	**15,800.94**

a. Buildings include Rs. 0.02 lacs representing cost of unquoted fully paid shares held in co-operative housing society.

b. 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.

c. 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.

2.5.2 Loans & advances

	Long-term		Short-term	
	As at 31.03.2017	As at 31.03.2016	**As at 31.03.2017**	As at 31.03.2016
Unsecured, considered goodunless stated otherwise				
Capital advances	**382.48**	18.52		
Security deposits	**126.14**	206.57		
Other loans and advances				
Advances for goods / services				
Unsecured, considered good			**277.62**	248.45
Doubtful			**16.06**	17.31
Excise rebates / refunds receivable				
Unsecured, considered good			**2.46**	33.67
Doubtful			**32.95**	32.95
Balances with statutory authorities			**44.62**	109.28
Loans and advances to employees	**12.34**	16.30	**46.34**	58.99
Prepaid expenses			**139.88**	149.65
MAT Credit Entitlement	**612.01**	768.21		
Direct taxes refundable (net of provisions)	**121.21**	111.66		
	745.56	896.17	**559.93**	650.30
Provision for doubtful advances			**(49.01)**	(50.26)
	745.56	896.17	**510.92**	600.04
	1,254.18	1,121.26	**510.92**	600.04

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.

2.5.3 Other assets

	Non-current		Current	
	As at 31.03.2017	As at 31.03.2016	**As at 31.03.2017**	As at 31.03.2016
Others				
Export benefits receivable			**784.79**	610.82
Subsidies receivable			**93.26**	482.15
Fixed assets held for sale (at lower of cost and net realizable value)			**0.71**	28.38
Other receivables	**2.83**	1.51	**48.24**	191.77
Mark-to-market gain on forward contracts			**399.37**	195.63
Non-current bank balances (note 2.6.4)	**17.31**	21.19		
	20.14	22.70	**1,326.37**	1,508.75

2.6.1 Current investments

₹ / Lacs

		As at 31.03.2017	As at 31.03.2016
	(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 Rs.10 each fully paid(#) (*)	**0**	0
	State Bank of Bikaner & Jaipur		
8,100	(Previous year 8,100) equity shares of Rs.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	**62.47**	40.48
	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.

2.6.2 Inventories (valued at lower of cost and net realizable value)

₹ / Lacs

	As at 31.03.2017	As at 31.03.2016
Raw materials (refer note 2.8.1)	**11,165.35**	8,996.07
Finished goods (refer note 2.8.3)	**2,058.60**	1,469.16
[Includes material in transit Rs.32.62 lacs; 2016: Rs.26.69 lacs]		
Work-in-progress (refer note 2.8.3)	**1,047.81**	1,124.64
Stores and spares	**120.02**	112.90
Others		
Packing materials	**24.55**	32.08
Fuels	**642.20**	559.94
[Includes material in transit Rs.Nil lacs; 2016: Rs.141.68 lacs]		
Waste	**72.59**	21.81
	15,131.12	12,316.60

2.6.3 Trade Receivables

₹ / Lacs

		As at 31.03.2017	As at 31.03.2016
Unsecured, considered good unless stated otherwise			
Outstanding for a period exceeding six months from the date they are due for payment			
Unsecured, considered good		**9.01**	13.62
Doubtful		**8.46**	
		17.47	13.62
Provision for doubtful receivables		**8.46**	
	(A)	**9.01**	13.62
Other receivables			
Unsecured, considered good		**5,905.93**	4,757.48
	(B)	**5,905.94**	4,757.48
Total (A + B)		**5,914.94**	4,771.10

2.6.4 Cash and bank balances

₹ / Lacs

	Non-current		Current	
	As at 31.03.2017	As at 31.03.2016	**As at 31.03.2017**	As at 31.03.2016
Cash and cash equivalents				
Balances with banks				
In current and cash credit accounts			**71.17**	305.01
Cheques on hand			**7.57**	0.05
Cash on hand (including foreign currency notes)			**16.62**	22.03
			95.36	327.09
Other bank balances				
Held as margin money	**16.69**	20.58	**79.22**	30.83
Under lien with government departments	**0.62**	0.61		
Other deposits				0.50
	17.31	21.19	**79.22**	31.33
Amount disclosed under the head "other non current assets" (note 2.5.3)	**(17.31)**	(21.19)		
			174.58	358.42
Deposits with original maturity for 12 months and more	**17.31**	17.31	**19.72**	27.44

2.7.1 Revenue from operations

₹ / Lacs

		Year Ended 31.03.2017		Year Ended 31.03.2016
Sale of products				
Manufactured goods				
Yarn	**29,737.90**		29,623.19	
Fabric	**18,734.86**		16,260.66	
Garments / Made-ups	**11,422.61**		9,783.90	
Cotton / other waste	**3,704.63**		3,333.07	
Traded goods				
Yarn	**398.10**		745.59	
		63,998.10		59,746.41
Sale of services				
Job charges	**45.72**		4.98	
		45.72		4.98
Other operating revenues				
Sale of surplus captive power			1.08	
Sale of scrap	**224.69**		259.42	
Export incentives	**2,401.19**		1,896.77	
		2,625.88		2,157.27
		66,669.70		61,908.66
Less: Excise duty		**(25.75)**		(25.61)
		66,643.95		61,883.05

2.7.2 Other income

₹ / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Interest income	**85.80**	78.68
Dividend on current investments	**1.16**	1.16
Other non-operating income		
Net gain or loss on foreign currency transaction and translation (other than considered as finance cost)	**947.82**	434.71
Profit on sale of fixed assets	**17.07**	39.82
Provision/Liability no longer required written back	**308.58**	640.88
Miscellaneous income	**154.73**	208.72
	1,515.16	1,403.97

2.8.1 Cost of material consumed

₹ / Lacs

		Year Ended 31.03.2017		Year Ended 31.03.2016
Raw material consumed				
Cotton	**24,792.75**		25,028.11	
Other fibers	**1,780.87**		255.94	
Dyes & Chemicals	**2,921.39**		2,469.09	
Embellishments	**1,210.16**		942.20	
		30,705.17		28,695.34
Purchases (for consumption)				
Yarn	**6,556.30**		4,142.76	
Fabric	**2,176.61**		1,541.54	
		8,732.91		5,684.30
Other materials consumed				
Packing materials	**817.67**		864.16	
		817.67		864.16
		40,255.75		35,243.80

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

	Year ended 31.03.2017	Year ended 31.03.2016
Cotton	**10,661.18**	8,684.69
Other fibers	**303.67**	119.18
Dyes & Chemicals	**121.71**	122.72
Embellishments	**78.79**	69.48
	11,165.35	8,996.07

2.8.2 Purchases of stock-in-trade

₹. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Purchases (for trading)		
Yarn	**361.25**	656.59
	361.25	656.59

2.8.3 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Rs. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016	(Increase) / Decrease
Inventories (At close)			
Finished Goods	**2,058.60**	1,469.16	(589.44)
Work-in-progress	**1,047.81**	1,124.64	76.83
Waste	**72.59**	21.81	(50.78)
	3,179.00	**2,615.61**	(563.39)
Inventories (At opening)			
Finished Goods	**1,469.16**	1,822.76	353.60
Work-in-progress	**1,124.64**	1,256.08	131.44
Waste	**21.81**	35.87	14.06
	2,615.61	**3,114.71**	499.10
	(563.39)	**499.10**	

Breakup of finished goods is as under

₹. / Lacs

	As at 31.03.2017	As at 31.03.2016
Finished goods		
Yarn	**1,069.57**	731.73
Fabric	**904.73**	651.69
Textile made-ups	**84.30**	85.74
	2,058.60	1,469.16

Breakup of work in progress is as under

₹. / Lacs

	As at 31.03.2017	As at 31.03.2016
Work-in-progress		
Spinning & yarn dyeing	**569.10**	489.98
Knitting & processing	**323.26**	427.27
Textile made-ups	**155.45**	207.39
	1,047.81	1,124.64

2.8.4 Employee benefit expense

₹. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Salaries and wages	**7,710.10**	6,857.08
Contribution to provident and other funds	**752.63**	656.61
Staff welfare expenses	**182.68**	166.61
	8,645.41	7,680.30

2.8.5 Finance costs

₹. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Interest expense (refer note below)	**1,399.86**	1,839.01
Interest expense on statutory payments	**18.63**	0.34
Other borrowing costs	**133.05**	40.45
Applicable net gain/loss on foreign currency transactions and translation		45.73
	1,551.54	1,925.53

Interest expenses are net of interest subsidy under the Technology Upgradation Fund Scheme (TUFS) Rs.373.44 lacs (previous year Rs.302.52 lacs). Interest subsidy under the TUFS includes Rs.176.93 lacs (previous year Rs. Nil lacs) for the period upto 31.03.2016 accounted for in respect of term loan for which UID was allotted during the year

2.8.6 Depreciation and amortization expense

₹. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Depreciation of tangible assets	**2,253.45**	2,507.04
Amortization of intangible assets	**11.31**	19.43
	2,264.76	2,526.47
Less: Apportionment of Government grant	**5.33**	
	2,259.43	2,526.47

2.8.7 Other expenses

₹. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Consumption of stores and spare parts	**1,552.17**	1,226.01
Job work costs	**2,377.97**	2,363.58
Power & fuel	**4,827.27**	5,187.97
Repairs and maintenance		
Plant & machinery	**136.96**	139.70
Buildings	**51.45**	20.39
Others	**144.42**	133.74
Insurance	**99.33**	97.07
Rent	**284.18**	267.05
Rates and taxes, excluding taxes on income	**137.89**	118.97
Prior period adjustments	**0.99**	17.09
Freight & forwarding	**1,261.37**	1,164.16

	Year ended 31.03.2017	Year ended 31.03.2016
Commission to selling agents	**494.72**	534.02
Other selling expenses	**536.54**	436.43
Provision for doubtful advances	**8.46**	13.88
Excise duty (Including adjustment on stocks)	**0.74**	1.14
Loss on sale / discard of fixed assets	**1.33**	21.25
CSR expenditure (Refer note (b) below)	**73.56**	48.31
Other expenses	**1,438.33**	1,372.28
	13,427.68	13,163.04

Note

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

₹ / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
As auditor		
Statutory audit	**21.00**	21.00
Limited review	**1.50**	1.50
Tax audit	**1.00**	1.00
Certification etc	**1.10**	1.29
Reimbursement of expenses	**1.11**	1.30

b) Corporate Social Responsibility (CSR)

₹ / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
2% of average net profits over the last three years	**50.19**	57.32
Amount expended on CSR activities during the year	**73.56**	48.31
Pending obligations towards expenditure on CSR	**-**	9.01

2.8.8 Exceptional items

	Year ended 31.03.2017	Year ended 31.03.2016
Excise duty demand	**-**	88.69
Interest on above	**-**	143.96
	-	232.65

Company's appeal relating to duty on stocks upon debonding during 2005 was dismissed by the Custom Excise & Service Tax Appellate Tribunal. Accordingly, provision has been made for the differential duty demand and interest

2.9.1 Earnings per share

₹ / Lacs

		2016-2017		2015-2016	
		Basic	**Diluted**	Basic	Diluted
Numerator	₹ in Lacs				
Net income / (loss) for the year		**1,495.18**	**1,495.18**	1,020.64	1,020.64
Less: Dividend on cumulative preference shares & tax thereon		**179.48**	**179.48**	224.87	224.87
Add: Interest (net of tax)			**345.42**		362.03
Net earnings / (loss) for per share calculation		**1,315.70**	**1,661.12**	795.77	1,157.80
Denominator					
Weighted average number of equity shares		**41,508,000**	**41,508,000**	41,508,000	41,508,000
Dilutive potential equity shares			**11,739,651**		24,876,018
Total average equivalent shares			**53,247,651**		66,384,018
Net earnings / (loss) per share	₹	**3.17**	**3.12**	1.92	1.74
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.

2.9.2 Contingent liabilities not provided for in respect of

₹ / Lacs

		As at 31.03.2017	As at 31.03.2016
a)	Claims against the Company not acknowledged as debts	**-**	13.23
b)	Income tax matters in dispute	**392.65**	392.64
c)	Excise / customs / service tax matters in dispute	**142.06**	306.04
d)	Sales tax matters in dispute	**11.22**	11.22
e)	Recall of certain DEPB benefits, in dispute	**51.07**	34.45
f)	Other pending litigations		
	Labour cases involving claims for reinstatement, back wages etc	**88.82**	76.40
	Civil cases for recoveries, counter claims etc	**3.59**	3.59
g)	Arrears of dividends on cumulative preference shares, excluding tax thereon (note 2.1.2)	**335.95**	186.83
h)	Premium of 5% on redeemed CRPS, in terms of the Master Restructuring Agreement executed with the Company bankers, is payable in case company's cash flows permit. Same has not been provided pending final determination by Company bankers.	**47.14**	23.57
i)	Further, in terms of the Master Restructuring Agreement, if, in the opinion of the Lenders, the profitability and cash flows of the Company so warrant, the Lenders shall be entitled to receive recompense for the reliefs and sacrifices extended by them within the CDR Parameters, with the approval of the CDR Empowered Group. Pending determination by the lenders, same is neither quantifiable nor provided		

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 (f) 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.

2.9.3 Obligations and commitments outstanding:

₹ / Lacs

		As at 31.03.2017	As at 31.03.2016
a)	Estimated value of contracts remaining to be executed on capital account and not provided for (net of advances)	**714.43**	61.27
b)	Bills discounted with banks	**2,224.09**	2,372.93
c)	Export obligations under the Export Promotion Capital Goods Scheme, remaining to be fulfilled within the specified period	**894.65**	790.65

2.9.4 Financial Risk Management

The company's activities expose it to a variety of financial risks: currency risk, interest rate risk credit risk and liquidity risk. The company's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the company's financial performance.

Currency risk

Foreign exchange risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in foreign exchange rate.

The Company derives significant portion of its revenue in foreign currency, exposing it to fluctuations in currency movements. The Company has laid down a foreign exchange risk policy as per which senior management team reviews and manages the foreign exchange risks in a systematic manner, including regular monitoring of exposures, proper advice from market experts, hedging of exposures, etc.

The Company uses derivative financial instruments, such as foreign exchange forward contracts, to mitigate foreign exchange related risk exposures. Derivative financial instruments relating to a firm commitment or a highly probable forecast transaction, are marked to market at every reporting date.

Details in respect of the outstanding hedge accounting relationships relating to a firm commitment or a highly probable forecast transaction, given below

₹ / Lacs

Particulars	Hedged Item	Risk	Currency	As at 31.03.2017	As at 31.03.2016
Changes in fair value - Gains / (Losses)					
Recognized in equity				**173.18**	132.88
Recognized in statement of profit and loss				**-**	-
Cash flow hedge - Fair value					
Foreign exchange forward contract	Firm commitment	Sell	USD	**3,095.22**	4,409.00
			Euro	**-**	128.65

Interest rate risk

Interest rate risk primarily arises from floating rate borrowings. The Company's borrowing portfolio requires interest rates to be reviewed by the lending agencies on an annual basis and is influenced by industry factors as well as Company's financial performance

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from customers.

i) Trade and other receivables

Credit risk is managed through credit approvals, establishing credit limits, continuous monitoring of creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company also assesses the financial reliability of customers taking into account the financial condition, current economic trends and historical bad debts and ageing of accounts receivables.

ii) Investments

The Company limits its exposure to credit risk by generally investing with counter parties that have a good credit rating. The Company has funded defined-benefit gratuity plans. The funded status of these plans are influenced by movements in financial market. A negative performance of the financial markets could have a material impact on cash funding requirements

iii) Cash & cash equivalents

With respect to credit risk arising from financial assets which comprise of cash and cash equivalents, the Company s risk exposure arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets at the reporting date. Since the counter party involved is a bank, Company considers the risks of non-performance by the counterparty as non-material.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company's corporate finance department is responsible for fund management. In addition, processes and policies related to such risks are overseen by senior management.

2.9.5 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.

2.9.6 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 31.03.2017	Year ended 31.03.2016
Within one year	**-**	65.00
One year to five years	**-**	-

2.9.7 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

	As at 31.03.2017	As at 31.03.2016
Provident fund	**421.15**	383.28
Superannuation fund	**61.64**	68.88

Defined benefit plans

The Company makes annual contributions towards funding the defined benefit plans for qualifying employees and also contributes towards the insurance scheme of ICICI Prudential Life Insurance Co. Ltd.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 31.03.2017	Year ended 31.03.2016
Current service cost	**105.63**	86.07
Interest cost	**75.74**	64.68
Expected return on plan assets	**(84.22)**	(70.95)
Recognized net actuarial (gain) / loss	**63.80**	64.77
Total included in 'employee benefit expense'	**160.95**	144.57
Actual return on plan assets	**110.96**	33.72

The amounts recognized in the balance sheet are as follows:

₹/Lacs

	As at 31.03.2017	As at 31.03.2016
Present value of obligation	**1,161.28**	947.01
Fair value of plan assets	**1,054.26**	842.20
Net liability	**107.02**	104.81
Amounts in balance sheet		
Liability	**107.02**	104.81
Asset		
Net liability	**107.02**	104.81

Reconciliation of benefit obligations & plan assets for the period

Changes in present value of defined benefit obligation

₹/Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Obligations at period beginning	**947.01**	808.47
Current service cost	**105.63**	86.07
Interest cost	**75.74**	64.68
Benefits paid from plan assets	**(3.70)**	
Benefits paid directly	**(53.65)**	(39.75)
Actuarial (gain) / loss	**90.25**	27.54
Obligations at period end	**1,161.28**	947.01

Changes in the fair value of plan assets

₹/Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Plan assets at period beginning, at fair value	**842.20**	709.54
Expected return on plan assets	**84.22**	70.95
Actuarial gain / (loss)	**26.73**	(37.23)
Contributions by employer	**104.81**	98.94
Benefits paid / payable	**(3.70)**	
Plan assets at period end, at fair value	**1,054.26**	842.20

The major categories of plan assets as a percentage of total plan assets are as follows:

	As at 31.03.2017	As at 31.03.2016
ICICI Prudential Life Insurance Co. Ltd	**95%**	100%
Bajaj Allianz Life Insurance Company Ltd.	**5%**	-

The assumptions used in accounting for the gratuity plan are set out as below:

₹/Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Discount rate	**7.35%**	8.00%
Expected rate of return on plan assets	**10.00%**	10.00%
Future salary increase rate	**5.50%**	5.50%
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%

Rs/Lacs

	As at 31.03.2017	As at 31.03.2016
Expected contribution to the fund over next one year	**107.02**	104.81

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

	Year ended 31.03.2017	Year ended 31.03.2016	Year ended 31.03.2015	Year ended 31.03.2014	Year ended 31.03.2013
Defined benefit obligation	**1,161.28**	947.01	808.47	612.72	504.43
Plan assets	**1,054.26**	842.20	709.54	519.99	438.11
Surplus / (deficit)	**(107.02)**	(104.81)	(98.93)	(92.73)	(66.32)
Experience adjustments on plan liabilities	**90.55**	27.54	(74.06)	(41.19)	(22.58)
Experience adjustments on plan assets	**26.73**	(37.23)	47.98	2.23	6.04

2.9.8 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 Jhunjhunwala, Chairman
- Shri Shekhar Agarwal, Managing Director
- Shri P S Puri, Chief Financial Officer
- Miss Sweta Garg, Company Secretary

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
- Agarwal Trademart Private Limited
- BMD Private Limited

iv) Enterprises significantly influenced by key management personnel or their relatives
- RSWM Limited
- HEG Limited
- BSL Limited
- Swami Vivekanand Educational Sports Cultural and Welfare Society

b) Transactions with related parties:

₹/Lacs

		2016-17	2015-16
i)	**For the parties referred to in item (i) above**		
	Sitting fees paid to		
	- Shri Ravi Jhunjhunwala, Chairman	**2.00**	2.00
	Remuneration paid to		
	- Shri Shekhar Agarwal, Managing Director		
	Salary, allowances and perquisites	**120.54**	110.37
	Contribution to PF and superannuation	**17.82**	16.20
	Commission	**47.00**	20.50
	- Shri P S Puri, Chief Financial Officer	**82.29**	76.92
	- Miss. Sweta Garg, Company Secretary	**5.68**	5.83
	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	**9.45**	2.25
	- Shri Shantanu Agarwal	**2.25**	2.25
	- Shekhar Agarwal (HUF)	**1.50**	1.50
	Sitting fees paid to		
	- Shri Shantanu Agarwal	**1.50**	2.00
iii)	**For the parties referred to in item (iii) above**		
	Unsecured loan 'Due to'		
	- Agarwal Trademart Private Limited	**500.00**	500.00
	Interest paid		
	- Agarwal Trademart Private Limited	**40.00**	40.00
	Purchase of materials		
	- BMD Private Limited	**0.19**	-
	Job charges received		
	- BMD Private Limited	**6.27**	1.99
	Reimbursement of expenses recovered		
	- BMD Private Limited	**3.26**	3.16
iv)	**For the parties referred to in item (iv) above**		
	Sale of materials		
	- RSWM Limited	**801.91**	990.84
	Purchase of materials		
	- RSWM Limited	**359.86**	102.73
	- BSL Limited	**5.62**	6.28

		2016-17	2015-16
Outstanding 'Due to'			
-	RSWM Limited	**-**	137.55
Outstanding 'Due from'			
-	RSWM Limited	**6.06**	-
Rent paid			
-	RSWM Limited	**59.11**	60.83
Job charges received			
-	RSWM Limited	**0.08**	0.07
Job charges paid			
-	RSWM Limited	**1.60**	-
Reimbursement of expenses paid			
-	RSWM Limited	**59.46**	50.74
-	HEG Limited	**3.21**	27.03
-	BSL Limited	**1.27**	2.04
Reimbursement of expenses recovered			
-	RSWM Limited	**13.02**	2.27
-	Swami Vivekanand Educational Sports Cultural and Welfare Society	**-**	5.42
Sale of fuel & scrap			
-	HEG Limited	**-**	24.38
-	Swami Vivekanand Educational Sports Cultural and Welfare Society	**-**	0.15
CSR Expenditure			
-	Swami Vivekanand Educational Sports Cultural and Welfare Society	**35.55**	24.56

2.9.9 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 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 31.03.2017	Yarn*	Fabric	Textile Made-ups	Inter Segment And unallocated Items	Consolidated Total
Sales					
External	34,515.97	19,400.59	12,727.39		**66,643.95**
Inter segment	14,275.07	5,777.25		(20,052.32)	
Total revenue	48,791.04	25,177.84	12,727.39	(20,052.32)	**66,643.95**
Segment result	**2,611.41**	**1,603.22**	**(149.98)**		**4,064.65**
Other income				1.16	**1.16**
Unallocated expense				(292.83)	**(292.83)**
Financial costs				(1,551.54)	**(1,551.54)**
Taxes				(726.26)	**(726.26)**
Net profit					**1,495.18**
Assets	31,918.02	4,920.79	2,957.10	1,034.83	**40,830.74**
Liabilities	4,014.28	2,187.08	863.60	828.49	**7,893.45**
Capital employed	**27,903.74**	**2,733.71**	**2,093.50**	**206.34**	**32,937.29**
Capital expenditure					
Tangible assets	1,978.54	727.95	52.14		**2,758.63**
Intangible assets			4.65		**4.65**
Non cash expense					
Depreciation & amortisation	1,799.19	315.95	144.29		**2,259.43**
Other non cash expense					

* Includes captive & standby power

Year ended 31.03.2016	Yarn*	Fabric	Textile Made-ups	Inter Segment And unallocated Items	Consolidated Total
Sales					
External	34,525.74	16,677.14	10,680.17		61,883.05
Inter segment	11,875.48	4,231.20		(16,106.68)	
Total revenue	46,401.22	20,908.34	10,680.17	(16,106.68)	61,883.05
Segment result	**2,519.25**	**1,225.72**	**35.65**		3,780.62
Other income				1.16	1.16
Unallocated expense				(496.71)	(496.71)
Financial costs				(1,925.53)	(1,925.53)
Taxes				(338.90)	(338.90)
Net profit					1,020.64
Assets	28,301.52	4,716.99	2,357.67	1,758.18	37,134.36
Liabilities	2,594.28	1,201.55	756.69	767.40	5,319.92
Capital employed	**25,707.24**	**3,515.44**	**1,600.98**	**990.78**	31,814.44
Capital expenditure					
Tangible assets	605.07	52.31	87.14		744.52
Intangible assets			6.12		6.12
Non cash expense					
Depreciation &amortisation	2,028.07	317.68	180.72		2,526.47
Other non cash expense					

* Includes captive & standby power

a) Geographical Segments

₹. / Lacs

Year ended 31.03.2017	North America	Europe	Gulf & Middle East	Far East & South East Asia	Africa	Rest of the World	India*	Total
Revenue								
Sales to external customers	**2,533.34**	**8,985.52**	**3,190.65**	**18,581.79**	**2,069.94**	**32.23**	**31,250.48**	**66,643.95**
Other segment information								
Segment assets	**404.25**	**806.54**	**338.44**	**2,039.42**	**51.09**	**59.13**	**36,097.04**	**39,795.91**
Unallocated assets							**1,034.83**	**1,034.83**
Total assets:								
Capital expenditure								
Tangible fixed assets							**2,758.63**	**2,758.63**
Intangible assets							**4.65**	**4.65**

* Includes surplus captive & standby power

Year ended 31.03.2016	North America	Europe	Gulf & Middle East	Far East & South East Asia	Africa	Rest of the World	India*	Total
Revenue								
Sales to external customers	**1,853.15**	**10,945.08**	**1,942.00**	**19,974.20**	**1,887.43**	**64.26**	**25,216.93**	**61,883.05**
Other segment information								
Segment assets	**391.24**	**270.55**	**2,007.94**	**232.94**		**2.03**	**32,471.47**	**35,376.17**
Unallocated assets							**1,758.18**	**1,758.18**
Total assets:								
Capital expenditure								
Tangible fixed assets							**744.52**	**744.52**
Intangible assets							**6.12**	**6.12**

* Includes surplus captive & standby power

2.9.10 Value of imports calculated on CIF basis in respect of :

₹. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Raw materials (including purchases for consumption)	**3,924.55**	1,151.49
Stores & spare parts	**422.53**	275.89
Capital goods	**590.66**	680.51

2.9.11 Expenditure in foreign currency

₹. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
Travelling	**68.35**	71.94
Commission & Claims	**310.55**	336.66
Professional & Consultation	**78.75**	23.01
Interest on working capital		14.02
Other matters	**6.72**	5.34

2.9.12 Details of imported and indigenous raw material, stores & spare parts consumed

	Year ended 31.03.2017		Year ended 31.03.2016	
	Rs. / Lacs	**%**	Rs. / Lacs	%
Raw materials (including purchases for consumption)				
Imported	**3,639.94**	**9.23%**	1,949.50	5.67%
Indigenous	**35,798.13**	**90.77%**	32,430.15	94.33%
Stores & spare parts				
Imported	**422.53**	**27.22%**	275.89	22.50%
Indigenous	**1,129.64**	**72.78%**	950.13	77.50%

2.9.13 Earnings in foreign currency

Rs. / Lacs

	Year ended 31.03.2017	Year ended 31.03.2016
FOB value of Exports	**35,136.02**	36,352.46
Others (Freight, Insurance, Claims etc.)	**265.50**	478.62

2.9.14 Additional information as required by Paragraph 6 of the General Instructions for Preparation of Balance Sheet to Schedule III to the Companies Act, 2013 with respect to details of Specified Bank Notes (SBNs) held and transacted during the period 8.11.16 to 30.12.16

₹. / Lacs

	SBNs	**Other denomination notes**	**Total**
Closing cash in hand as on 08.11.2016 (*)	22.19	7.03	29.21
Add:			
Withdrawl from Banks		38.18	38.18
Receipts for permitted transactions		2.45	2.45
Less:			
Paid for permitted transactions		42.09	42.09
Deposited in Banks	22.19		22.19
Closing cash in hand as on 30.12.2016 (*)		5.57	5.57

* As certified by the management

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016

2.9.15 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

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
FCS - 8967

Place: Noida (U.P.)
Date: 27th April, 2017

FINANCIAL INDICATORS

₹. / Lacs

SL. NO.	DESCRIPTION	2011-12	2012-2013	2013-2014	2014-15	2015-16	2016-17
1	Net Turnover	53,591.27	55889.23	65335.01	64842.95	61883.05	**66,643.95**
2	PBIDT	4,399.68	6573.81	8790.09	7221.41	5811.54	**6,032.41**
3	Interest						
	- Long Term	1,448.23	1267.14	1129.14	998.04	1224.37	**850.37**
	- Short Term	1,239.81	999.78	734.48	926.81	701.17	**701.17**
	- Total	2,688.04	2266.92	1863.62	1924.85	1925.53	**1,551.54**
4	Depreciation	1,906.95	1889.36	3810.85	3539.67	2526.47	**2,259.43**
5	PBT	(195.31)	2417.53	3115.62	1756.89	1359.54	**2,221.44**
6	Provision for Income Tax	-	-	168.54	87.03	338.90	**726.26**
7	PAT	(195.31)	2417.53	2947.08	1669.86	1020.64	**1,495.18**
8	EPS(Weighted Avg.)	(0.99)	5.30	6.57	3.48	1.92	**3.17**
9	Equity Capital	4,150.80	4150.80	4150.80	4150.80	4150.80	**4,150.80**
10	Preference Capital	3,085.40	3085.40	3085.40	3085.40	2614.05	**2,142.70**
11	Return on Net Worth (%) (PAT/ Net Worth)	(5.48)	42.20	33.93	16.84	9.65	**12.85**
12	Interest Cover (PBIDT-Tax)/ Interest	1.64	2.90	4.63	3.71	2.84	**3.42**
13	Debt - Equity	4.95	2.72	1.66	1.51	1.16	**0.85**
14	Return on Sales	(0.36)	4.33	4.51	2.58	1.65	**2.24**
1	Total Capital Employed	24,753.88	27348.68	32548.30	33412.27	35300.96	**39,680.99**
2	Net Worth	3,562.53	5729.36	8684.63	9915.19	10572.42	**11,636.55**
3	Total Debt	24,302.86	23340.74	21621.73	20084.32	21242.03	**20,917.62**
4	Term Debt	17,636.33	15592.46	14423.83	14992.98	12247.03	**9,835.52**
5	Gross Fixed Assets	43,606.08	43961.07	41759.44	45012.65	45320.13	**47,865.00**

QUANTITATIVE DATA

YEAR	Grey YARN MT	Dyed YARN MT	FABRIC MT	PROCESSED FABRIC MT	GARMENT LAC PCS
PRODUCTION					
2011-2012	16003.764	1107.807	3457.123	4084.656	45.443
2012-2013	16851.558	1299.676	3591.888	4103.126	43.647
2013-2014	17331.721	1406.668	3692.210	4737.416	53.350
2014-2015	17877.176	1525.998	3625.315	4804.931	49.427
2015-2016	18595.662	2401.506	3726.138	4806.993	31.214
2016-2017	**18262.575**	**2531.368**	**4542.257**	**5610.538**	**43.592**
SALES					
2011-2012	11909.532	835.711	84.789	3121.885	45.870
2012-2013	12615.569	975.669	64.087	3132.320	43.338
2013-2014	12601.935	941.737	57.616	3721.069	53.521
2014-2015	13560.337	1054.956	49.733	3991.634	49.905
2015-2016	13292.739	1867.547	47.408	4149.912	31.570
2016-2017	**12569.649**	**1849.707**	**58.292**	**4741.377**	**43.307**

FINANCIAL STATISTICS

REVENUE ACCOUNT

₹. / Lacs

YEAR	NET SALES	OPERATING COST			PBIDT	INTEREST	DEPRECIATION	PBT	TAX	PAT
		RAW MATERIAL	PACKING COST	VALUE ADDED						
2011-2012	53591.27	34428.97	646.83	18,515.47	4,399.68	2,688.04	1,906.95	(195.31)	-	(195.31)
2012-2013	55889.23	32480.13	718.61	22690.49	6573.81	2266.92	1889.36	2417.53	-	2417.53
2013-2014	65335.01	39112.15	767.07	25455.79	8790.09	1863.62	3810.85	3115.62	168.54	2947.08
2014-2015	64842.95	38536.45	818.20	25488.30	7221.41	1924.85	3539.67	1756.89	87.03	1669.86
2015-2016	61883.05	35036.23	864.16	25982.66	5811.54	1925.53	2526.47	1359.54	338.90	1020.64
2016-2017	**66643.95**	**39799.32**	**817.67**	**26026.96**	**6032.41**	**1551.54**	**2259.43**	**2221.44**	**726.26**	**1495.18**

CAPITAL ACCOUNT

₹. / Lacs

YEAR	CAPITAL	RESERVES	NETWORTH
2011-2012	7236.20	-3666.86	3,562.53
2012-2013	7236.20	-1503.43	5,729.36
2013-2014	7236.20	1448.43	8,684.63
2014-2015	7236.20	2678.99	9,915.19
2015-2016	6764.85	3807.57	10,572.42
2016-2017	**6293.50**	**5343.05**	**11,636.55**

AUDITORS' CERTIFICATE

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 March 31, 2017 as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with stock exchange(s).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to 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 Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further 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 affairs of the Company.

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

Place : Noida (U.P.)
Dated : April 27, 2017

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: 27th April, 2017

Shekhar Agarwal
Managing Director &
Chief Executive Officer
DIN : 00066113

P. S. Puri
Chief Financial Officer
FCA-013563

Maral Overseas Limited

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 (EPABX), Fax:+91-120-4277841
E-mail: maral.investor@lnjbhilwara.com, Website: www.maraloverseas.com

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of the Company will be held on Friday, the 22nd September, 2017 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 Financial Statements for the financial year ended the 31st March, 2017 and the Report of Directors and Auditors thereon.

2. To appoint a Director in place of Shri Shantanu Agarwal (DIN: 02314304) who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) as the Joint Statutory Auditors of the Company, and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N), be and is hereby appointed as Joint Statutory Auditors of the Company for a period of consecutive five years commencing from the conclusion of this meeting until the conclusion of 33rd Annual General Meeting, subject to the ratification in every subsequent AGM and to fix their remuneration."

4. To appoint M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N) as the Joint Statutory Auditors of the Company, and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N), be and is hereby appointed as Joint Statutory Auditors of the Company for a period of consecutive five years commencing from the conclusion of this meeting until the conclusion of 33rd Annual General Meeting, subject to the ratification in every subsequent AGM 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 the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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/or charge(s) in addition to the existing mortgages and charges and hypothecations 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 :

   State Bank of India in connection with Term Loan of ₹ 28.44 crore to part finance expenditure towards most essential capital expenditure (capex) at Sarovar unit.

   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 State 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 State 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 to the Board of Directors of the Company in terms of Section 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013, for creation of mortgage(s) and / or charge(s), on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board of Directors of the Company ("Board") in its absolute discretion may deem fit, on the whole or substantially the whole of the undertaking of the Company's present or future properties, whether immovable or

movable, wheresoever situated as may be agreed to in favour of the Bank(s), Financial Institution(s) or other person(s), hereinafter referred to as the lenders, and/or trustees to secure the borrowings by way of loans or by issue of non-convertible debentures, bonds, term loans, working capital facilities and / or other instruments including foreign currency borrowings, as the Board may in its absolute discretion deem fit and upon such terms and conditions, as may be decided by the Board upto an aggregate amount of ₹ 500 crore, including any increase as a result of fluctuation in the rates of exchange, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said debentures / bonds / term loans/ working capital facilities / other instrument(s) in term of their issue.

RESOLVED FURTHER THAT the mortgage and/or charge to be created by the Company aforesaid may rank prior / pari passu/ subservient with / to the mortgages and / or charges already created or to be created in future by the Company and as may be agreed to between the Company and the lenders".

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an 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, 2018, 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 : 9th August, 2017

Shekhar Agarwal
Managing Director
DIN No.: - 00066113

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 Saturday, the 16th September, 2017 to Friday, the 22nd September, 2017 (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. Members are requested to bring their attendance slip with their copy of Annual Report to the meeting.

7. 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.

8 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.

9. 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.

10. 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.

11. 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 2017 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.

12. The Annual Report of the Company will also be available on the website of the Company, **www.maraloverseas.com.**

13. Members holding shares in physical form are requested to dematerialize their holdings in their own interest.

14. In case of transfer of Shares, transferee as well as transferor are requested to furnish a copy of the PAN card to the RTA for registration of transfer of shares in physical form.

15. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice.

16. 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) Rules, 2015 ("Amended Rules 2015") and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e - voting). The facility for voting through ballot paper will also be made available at the Meeting and members attending the Meeting, who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again.

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 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. Clicks on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" (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) Members holding shares under multiple folios/demat account shall choose the voting process separately for each folio/demat account.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 remote e-voting'.

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN
–	–	–

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) If you are already registered with NSDL for 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 Tuesday, the 19th September, 2017 and will end at 5.00 p.m. on Thursday, the 21st September, 2017. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2017, 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. 15th September, 2017 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 15th September, 2017.

(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. 15th September, 2017, he/she may write to M/s MCS Share Transfer Agent Ltd. on the e-mail ID: **helpdeskdelhi@mcsregistrars.com or admin@mcsregistrars.com or mcssta@rediffmail.com.** 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 (FCS2411) of M/s. SGS Associates, Company Secretaries 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 22nd September, 2017.

(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**

Place : Noida (U. P.)
Date : 9th August, 2017

Shekhar Agarwal
Managing Director
DIN No.: - 00066113

Information with respect to Item No.3 & 4

As regards appointment of Statutory Auditor referred to in item no. 3 & 4 of the notice, the following disclosures are made for the information of the members:

In terms of the provisions of Section 139 of the Companies Act, 2013, which came into effect from 1st April, 2014, it was mandatory to rotate the statutory auditors upon completion of two terms of five consecutive years. Further a transition period of three years was stipulated for implementing the rotation of auditors.

Accordingly, M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N), existing joint statutory auditors will complete their term (including transition period) as joint statutory auditors of the Company and will hold office till the conclusion of ensuing Annual General Meeting and not eligible for re-appointment. In view of the retirement of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No. 000561N) and M/s Ashim & Associates, Chartered Accountants (Firm Registration No. 006064N) and their non-eligibility for further appointment, the Board of Directors of the Company upon commendation of Audit Committee have recommended the appointment of M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) and M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N) as joint statutory auditors to hold office for a period of five consecutive years from the conclusion of 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company subject to ratification in every subsequent Annual General Meeting.

The Company has received the consent and eligibility certificate from M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) and M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N). The resolution is placed before the members for their approval.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The existing Article of Association(AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to the specific provisions of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the "Act"). The Act is now largely in force with the Rules enacted thereon.

Hence, with the new Act coming into force and considering most of the sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs it is expedient to replace existing AoA by adopting new set of AoA.

The new AoA to be substituted in place of existing AoA are based on the Table F of the Schedule I of the Act which set out the model Articles of Association for a company limited by shares.

The draft AoA is being uploaded on the Company's website for inspection of the Members. The proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days except Saturdays between 9.00 A.M. to 5.00 P.M. upto the date of the AGM and will also be available for inspection at AGM.

Your Directors recommend the Special Resolution under item No.5 of the Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 6

The Company had approached State Bank of India (SBI) for financial assistance in the form of Term Loan of ₹ 28.44 crore to part finance expenditure towards most essential capital expenditure (capex) at Sarovar unit as approved by CDR Cell. The referred financial assistance(s) from the lenders are 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 SBI 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 letter received from the lenders 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 has borrowed/shall borrow funds from time to time to meet its requirements for project based capital expenditure, normal capital expenditure, general corporate purposes and working capital etc., within the borrowing powers of the Board of Directors as delegated by the Shareholders.

However, pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (the 'Act') since notified, the Board can exercise such power to create mortgage and/ or charge on the immovable and movable properties of the Company, only with the approval of members of the Company by way of Special Resolution.

Your Directors recommend the Special Resolution under item No.7 of the Notice.

None of the Directors and Key Managerial Personnel of the Company including their relatives are, in any way concerned or interested, financially or otherwise, in the said Resolution.

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, 2018, 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**

Place : Noida (U. P.)
Date : 9th August, 2017

Shekhar Agarwal
Managing Director
DIN No.: - 00066113

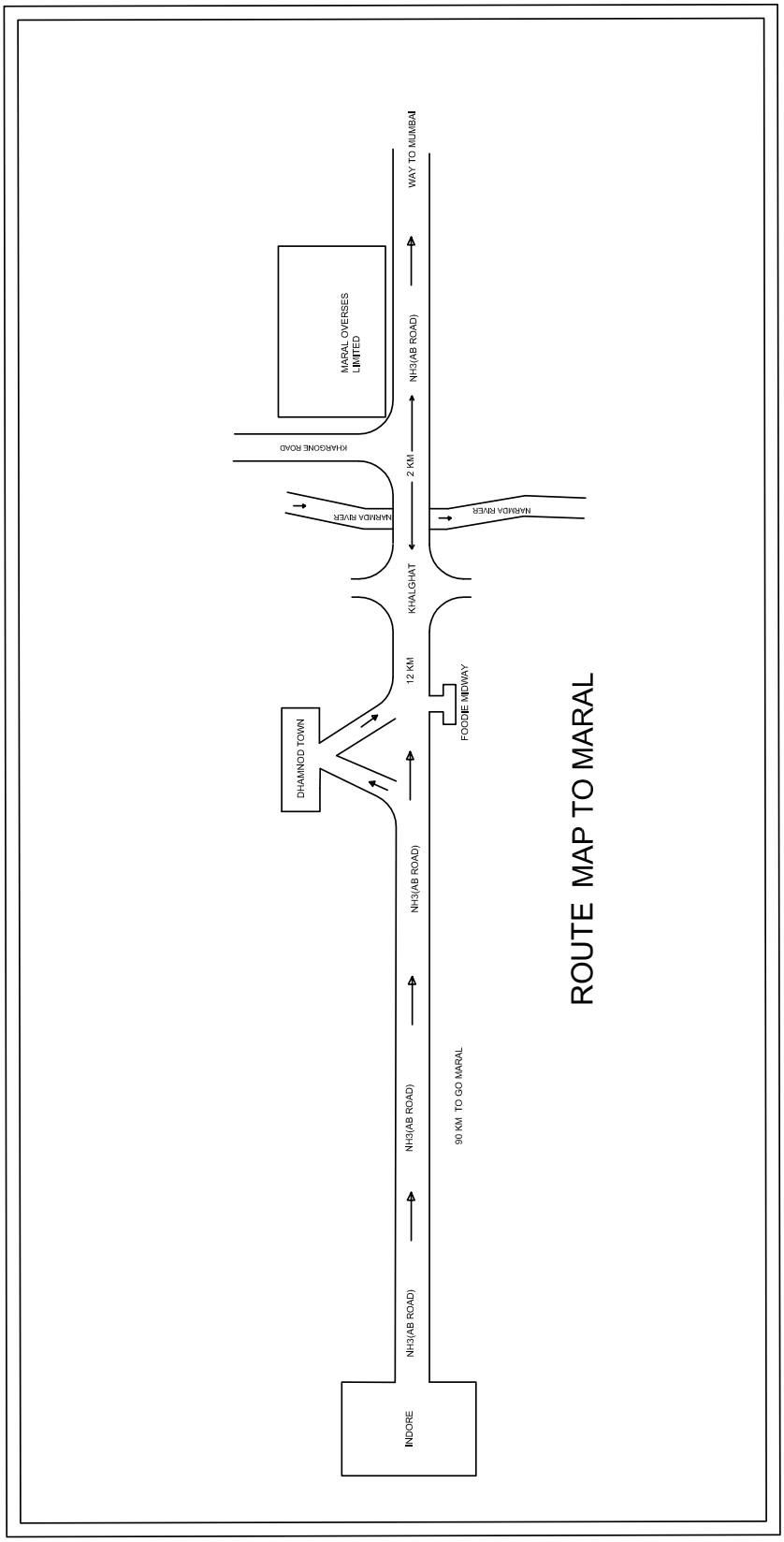
ANNEXURE TO NOTICE DATED 22nd SEPTEMBER, 2017

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING

(In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015)

Name of Director		**Shri Shantanu Agarwal**
Category		Promoter – Non-Executive
Interse relationship		Son of Shri Shekhar Agarwal
Date of Birth		19.01.1986
Date of Appointment		22.04.2014
Qualification		Graduate in B.S. in Electrical and Computer Engineering-USA, MBA from Wharton school of business (University of Pennsylvania)
Expertise in specific functional areas		Industrialist with diversified business experience
List of Other Public Companies in which Directorships held #		NIL
Chairman/Member of the Committee of the Board of Directors of the Company		NIL
a	**Audit Committee**	NIL
b	**Stakeholders' Relationship Committee**	NIL
No. of Equity Shares held in the Company		554500

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


ROUTE MAP TO MARAL
INDORE
NH3(AB ROAD)
NH3(AB ROAD)
NH3(AB ROAD)
90 KM TO GO MARAL
DHAMNOD TOWN
12 KM
FOODIE MIDWAY
KHALGHAT
2 KM
NH3(AB ROAD)
WAY TO MUMBAI
MARAL OVERSES LIMITED
KHARGONE ROAD
NARMDA RIVER
NARMDA RIVER

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, (EPABX) 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 28th Annual General Meeting of the Company to be held on Friday, September 22, 2017 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, (EPABX) 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 ....., or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, 22nd September, 2017, at 11:00 a.m. at the Registered Office 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 Financial Statements for the financial year ended the 31st March, 2017 and the Report of Directors and Auditors thereon.		
2.	To appoint a Director in place of Shri Shantanu Agarwal (DIN: 02314304) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of M/s S.S. Kothari Mehta & Co, Chartered Accountants (Firm registration No. 000756N) as the Joint Statutory Auditors of the Company and to fix their remuneration.		
4.	Appointment of M/s. P. K. Deora & Co., Chartered Accountants (Firm registration No 004167N) as the Joint Statutory Auditors of the Company and to fix their remuneration		
Special Business			
5.	Adoption of new set of Articles of Association of the Company		
6.	Special Resolution under Section 180(1)(a)) for creation of mortgage(s) and charge(s) in addition to the existing mortgage(s), charge(s) and hypothecation(s) created on the assets of the Company in favour of: State Bank of India in connection with Term Loan of ₹ 28.44 crore to part finance essential capital expenditure (capex) at Sarovar unit.		
7	Special Resolution under Section 180(1)(a) for creation of mortgage(s) and charges on such terms and conditions as may be decided by the Board up to an aggregate amount of ₹ 500 crore		
8	Approval of the remuneration payable to M/s.K. G. Goyal & Co. (Firm Reg No. 000017) Cost Auditor of the Company for the financial year ending 31st March, 2018.		

Signed this _____day of _____2017

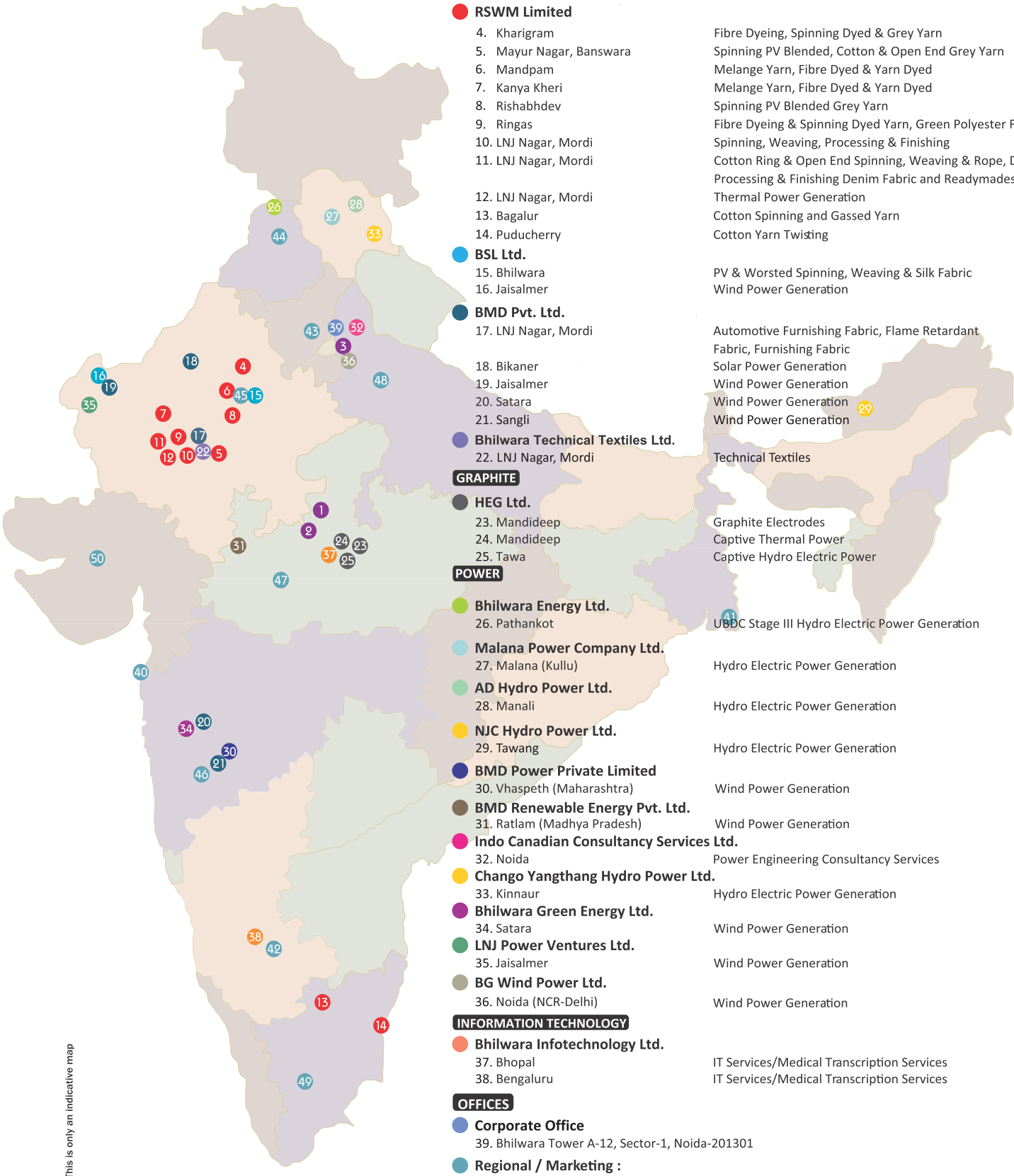
Affix Revenue Stamp

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 28th Annual General Meeting.

NATIONWIDE NETWORK



This is only an indicative map

TEXTILES

Maral Overseas Ltd.

1.	Maral Sarovar	Cotton Spinning, Yarn Dyeing, Knitting, Dyeing & Finishing
2.	Maral Sarovar	Captive Thermal Power
3.	Noida	Knitted Garments

RSWM Limited

4.	Kharigram	Fibre Dyeing, Spinning Dyed & Grey Yarn
5.	Mayur Nagar, Banswara	Spinning PV Blended, Cotton & Open End Grey Yarn
6.	Mandpam	Melange Yarn, Fibre Dyed & Yarn Dyed
7.	Kanya Kheri	Melange Yarn, Fibre Dyed & Yarn Dyed
8.	Rishabhdev	Spinning PV Blended Grey Yarn
9.	Ringas	Fibre Dyeing & Spinning Dyed Yarn, Green Polyester Fibre
10.	LNJ Nagar, Mordi	Spinning, Weaving, Processing & Finishing
11.	LNJ Nagar, Mordi	Cotton Ring & Open End Spinning, Weaving & Rope, Dyeing, Processing & Finishing Denim Fabric and Readymades
12.	LNJ Nagar, Mordi	Thermal Power Generation
13.	Bagalur	Cotton Spinning and Gassed Yarn
14.	Puducherry	Cotton Yarn Twisting

BSL Ltd.

15.	Bhilwara	PV & Worsted Spinning, Weaving & Silk Fabric
16.	Jaisalmer	Wind Power Generation

BMD Pvt. Ltd.

17.	LNJ Nagar, Mordi	Automotive Furnishing Fabric, Flame Retardant Fabric, Furnishing Fabric
18.	Bikaner	Solar Power Generation
19.	Jaisalmer	Wind Power Generation
20.	Satara	Wind Power Generation
21.	Sangli	Wind Power Generation

Bhilwara Technical Textiles Ltd.

22.	LNJ Nagar, Mordi	Technical Textiles

GRAPHITE

HEG Ltd.

23.	Mandideep	Graphite Electrodes
24.	Mandideep	Captive Thermal Power
25.	Tawa	Captive Hydro Electric Power

POWER

Bhilwara Energy Ltd.

26.	Pathankot	UBDC Stage III Hydro Electric Power Generation

Malana Power Company Ltd.

27.	Malana (Kullu)	Hydro Electric Power Generation

AD Hydro Power Ltd.

28.	Manali	Hydro Electric Power Generation

NJC Hydro Power Ltd.

29.	Tawang	Hydro Electric Power Generation

BMD Power Private Limited

30.	Vhaspeth (Maharashtra)	Wind Power Generation

BMD Renewable Energy Pvt. Ltd.

31.	Ratlam (Madhya Pradesh)	Wind Power Generation

Indo Canadian Consultancy Services Ltd.

32.	Noida	Power Engineering Consultancy Services

Chango Yangthang Hydro Power Ltd.

33.	Kinnaur	Hydro Electric Power Generation

Bhilwara Green Energy Ltd.

34.	Satara	Wind Power Generation

LNJ Power Ventures Ltd.

35.	Jaisalmer	Wind Power Generation

BG Wind Power Ltd.

36.	Noida (NCR-Delhi)	Wind Power Generation

INFORMATION TECHNOLOGY

Bhilwara Infotechnology Ltd.

37.	Bhopal	IT Services/Medical Transcription Services
38.	Bengaluru	IT Services/Medical Transcription Services

OFFICES

Corporate Office

39. Bhilwara Tower A-12, Sector-1, Noida-201301

Regional / Marketing :

40. Mumbai	43. New Delhi	46. Ichalkaranji	49. Tirupur
41. Kolkata	44. Ludhiana	47. Indore	50. Ahmedabad

Maral Overseas Limited

Registered Office:
Maral Sarovar, V. & P.O. Khalbujurg, Tehsil Kasrawad,
Distt. Khargone - 451 660, Madhya Pradesh
Website: www.maraloverseas.com/www.lnjbhilwara.com

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PRIVILEGED TO BE GLOBAL