



# MAURIA UDYOG LIMITED

(AN ISO 14001 & OHSAS 18001 CERTIFIED COMPANY)

Regd. Office: Anand Jyoti Building, R.No. 107, 1<sup>st</sup> Floor, 41, Netaji Subhas Road, Kolkata-700 001

Works: Sohna Road, Sector-25, Faridabad-121004 (Haryana), INDIA

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CIN: L51909WB1980PLC033010; e-mail Id- [mauria@mauria.com](mailto:mauria@mauria.com)

## NOTICE

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Members of MAURIA UDYOG LIMITED will be held on Friday, the 28<sup>th</sup> September, 2018 at 2.00 P.M. at BRIDDHI 82A, Shambunath Pandit Street, 2<sup>nd</sup> Floor, Kolkata-700020 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on the equity shares.
3. To appoint a Director in place of Shri V.K. Sureka (DIN:00060160), who retires by rotation and, being eligible, offers himself for re- appointment.

### SPECIAL BUSINESS:

1. To Re-appoint Shri Shiv Kumar Yadav (DIN:00118786 ) as an Independent Director under Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions of companies act and companies (Appointment & qualification of directors) Rule, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Shri Shiv Kumar Yadav (DIN:00118786 ) an Independent Director of the Company, whose term of office as an Independent Director expires on March 31, 2019 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for second term of five consecutive years commencing from April 1, 2019 up to March 31, 2024.”

2. To Re-appoint Smt. Sujata Kumar (DIN: 01310030) as an Independent Director under Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions of companies act and companies (Appointment & qualification of directors) Rule 2014 (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereof), Smt. Sujata Kumar (DIN: 01310030) as an Independent Director of the Company, whose term of office as an Independent Director expires on March 31, 2019 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation to hold office for second term of five consecutive years commencing from April 1, 2019 up to March 31, 2024.”

3. To appoint Shri Vishnu Kumar Sureka (DIN: 00060160) as the Whole-time Director and Chairman of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and related rules, including any amendment, modification, variation or re-enactment thereof the proposal for Appointment of Shri Vishnu Kumar Sureka as Whole-time Director and Chairman of the Company with effect from 1<sup>st</sup> April 2018, who would be liable to retire by rotation, on a remuneration and perquisites not exceeding the limits prescribed under Section 197 of the Companies Act, 2013 and/or Part- II of Schedule-V to the Companies Act, 2013 on the terms and conditions as detailed in explanatory statement attached hereto, be and is hereby considered and approved, subject to approval of the shareholders in the General Meeting:

1. Period of Appointment : Three Years with effect from 01-04-2018
2. Salary : ₹ 1, 50,000/- per month.  
(Scale 1,50,000/--1, 65,000/--1,80,000/-)
3. Perquisites : (A) Contribution to provident Fund as applicable under the Provident Fund Act.  
(B) Gratuity @ half –a – month salary for each completed year of service.  
(C) Earned Leaves as per the Rules of the Company which will be encashable at the end of the tenure, if not availed of.  
(D) Furnished residential accommodation and reimbursement of expenditure incurred on Gas, Electricity, Water & Furnishing.  
(E) Reimbursement of actual medical expenses of self & family.

Further “ Resolved that in case of no profits or inadequacy of profits in any of the financial year of the currency of his tenure, the salary plus perquisites per month as minimum remuneration shall be paid to Shri V.K. Sureka not exceeding the limits as prescribed under Part-II of Schedule V of the Companies Act, 2013 .”

FURTHER RESOLVED THAT the Board of directors be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

4. To appoint Shri Navneet Kumar Sureka (DIN: 00054929) as the Managing Director of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 of the Companies Act, 2013 the proposal for appointment of Shri N. K. Sureka as the Managing Director of the Company with effect from 1<sup>st</sup> April 2018, who would be liable to retire by rotation, on a remuneration and perquisites not exceeding the limits prescribed under 197 of the Companies Act, 2013 and/ or Part- II of Schedule V to the Companies Act, 2013 on the terms and conditions as approved by the Remuneration Committee, and as detailed in explanatory statement attached hereto, be and is hereby considered and approved, subject to approval of the shareholders in the General Meeting:

1. Period of Appointment : One Year with effect from 01-04-2018
2. Salary : ₹ 3,15,000/- per month.
3. Perquisites : (A) Contribution to provident Fund as applicable under the Provident Fund Act.  
(B) Gratuity @ half –a – month salary for each completed year of service.  
(C) Earned Leaves as per the Rules of the Company which will be encashable at the end of the tenure, if not availed.

(D) Furnished residential accommodation and reimbursement of expenditure incurred on Gas, Electricity, Water and Furnishing.

(E) Reimbursement of actual medical expenses of self & family.

Further “ Resolved that in case of no profits or inadequacy of profits in any of the financial year of the currency of his tenure, the salary plus perquisites per month as minimum remuneration shall be paid to Shri N.K. Sureka not exceeding the limits as prescribed under Part-II of Schedule V of the Companies Act, 2013 .”

**FURTHER RESOLVED THAT** the Board of directors be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

5. To appoint Shri Karkala Manjunath Pai ( DIN: 00060371 ) as Director (Marketing) of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 of the Companies Act,2013 appointment of Shri Karkala Manjunath Pai as Director (Marketing) of the Company, who would be liable to retire by rotation on a remuneration and perquisites not exceeding the limits prescribed under Section 197 and/or Part-II of Schedule V of the Companies Act, 2013 on the terms and conditions as detailed in explanatory statement attached hereto, be and is hereby considered and approved subject to approval of the shareholders in the General Meeting:-

1. Period of appointment	:	Three years w.e.f. 01.04.2018
2. Salary	i.) Basic	: Rs. 1,15,000/- per month (Scale: 1,15,000-1,30,000-1,45,000 )
	ii.) H.R.A	: Rs.50,000/- per month
	iii.) Perquisites	: a) Contribution to Provident Fund as applicable under the Provident Fund Act. b) Gratuity, Earned Leaves etc. as per the prevailing rules of company.

Further “ Resolved that in case of no profits or inadequacy of profits in any of the financial year of the currency of his tenure, the salary plus perquisites per month as minimum remuneration shall be paid to Sh. Karkala Manjunath Pai not exceeding the limits as prescribed under Part-II of Schedule V of the Companies Act, 2013 .”

**FURTHER RESOLVED THAT** the Board of directors be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

6. To appoint Smt. Jaspreet Arora (DIN: 06959857) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“ Resolved that pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015., Smt.Jaspreet Arora (DIN:06959857), who was appointed as an Additional Director w.e.f. January 19, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Associations of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) years w.e.f. January 19, 2018 upto January 18, 2023.”

7. To approve Limits of Borrowing in conformity with section 180(1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“ **RESOLVED THAT**in supersession of earlier Resolution passed, the consent of the Company be and is hereby accorded pursuant to section 180(1)(c)and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or enactments thereof for the time being in force), to the Board of Directors of the Company and /or any committee thereof, to borrow any sum or sums of money from time to time at they deem requisite, for the purpose of business of the Company, notwithstanding that the money or money(ies) to be borrowed together with money(ies) already borrowed by the Company, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business , may exceed the aggregate of the paid-up share capital and free reserves of the company that is to say, reserves not set apart for any specific purpose, provided however, that the total amount so borrowed shall not exceed the sum of Rs. 600 Crores (Rupees Six Hundred crores ) only at any one time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution,the Board of Directors of the Company be and is hereby authorized to take all such actions, deeds and things as may be necessary and / or expedient in that behalf.”

8. Approval forCreation of charge on the assets of the company in conformity with section 180(1) (a) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party, from time to time, for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed Rs.500.00 Crores (Rupees Five Hundred Crores only) at any time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution from time to time.”

9. To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“ **RESOLVED THAT**pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements)Regulations, 2015 and Section 188 of the Companies Act, 2013 and other applicable provisions, rules, regulation for the time being in force, and also pursuant to consent of Audit Committee,, consent of the shareholders be and is hereby accorded to the Board of Directors for entering into related party transactions by the Company with effect from 1<sup>st</sup> April, 2018 upto a maximum amount per annum as specified herein below:

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1 <sup>ST</sup> APRIL, 2018.					₹ in Crores
	Transactions defined u/s 188(1) of the Companies Act,2013				Others
	Sale, purchase or supply of any goods material	Selling or otherwise disposing of or buying property of any kind	Leasing of property of any kind	Availing or rendering of any services ; Appointment of any agent for purchase or sale of goods; materials, services or property, availing corporate guarantee etc.	
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their relationship :					
Sh. V.K. Sureka, Chairman, Sh. N.K. Sureka, Managing Director and Sh. K.M. Pai, Director being the Promoter Directors and/or their relatives are interested as					

Directors, Shareholders or Partners in the following Companies, Trust, Society/Firms/ LLP.					
<b>COMPANIES</b>					
Jotindra Steel & Tubes Ltd.	100	100	10	100	100
Quality Synthetic Industries Ltd.	20	20	5	20	5
Srinarayan Rajkumar Merchants Ltd.	20	20	5	20	5
Bihariji Infotech Private Ltd.	5	5	5	10	5
S.K.D. Estates Private Ltd.	5	5	5	75	5
Bhama Properties Private Ltd.	5	5	5	50	5
Deepak Hotels Private Ltd.	5	5	5	200	5
Bihariji Ispat Udyog Ltd.	20	20	5	100	5
Taanaz Fashions India Private Ltd.	5	5	5	25	5
Puranmal Foods India Private Ltd.	5	5	5	2	5
Veshnoudevi Properties Pvt. Ltd.	5	5	5	100	5
Strawberry Star India Pvt. Ltd.	5	5	5	30	5
Achal Estates Pvt. Ltd.	5	5	5	40	5
Magnum Products Private Ltd.	5	5	2	50	5
<b>TRUST SOCIETY/FIRMS/ LLP/JOINT VENTUR/SUBSIDIARIES</b>	100	100	100	100	100
<b>Directors/KMPs/Relatives of directors/ other firms and companies in which directors have interest as per section 2(76) of the Companies Act, 2013</b>	5	5	2	2	5
<b>Note:</b> Terms and conditions of transactions to be entered into with the above named parties are subject to and to be agreed upon and approved from time to time by the Board of Directors.					

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things and matters as the Board of Directors and/or Committee thereof may in its absolute discretion consider necessary, proper, expedient or appropriate.”

10. To approve the remuneration of the Cost Auditors for the financial year ending March, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“ **RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, Jai Prakash & Co., the Cost Auditors (Firm Regd. No.-100572) 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 March, 31, 2019, be paid remuneration of Rs. 36,000/-” (Rupees Thirty Six Thousand Only).

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

By Order of the Board of Directors  
MAURIA UDYOG LIMITED  
**Sd.**  
(DIVYA AGARWAL)  
COMPANY SECRETARY  
ROOM NO. 107, 1<sup>ST</sup> FLOOR,  
ANAND JYOTI BUILDING,  
41, NETAJI SUBHAS ROAD,  
KOLKATA-700001  
(WEST BENGAL)  
CIN: L51909WB1980PLC033010  
Date: September 04, 2018.

## Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING(HEREINAFTER REFERRED AS“THE MEETING”/”AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Only registered members of the Company holding shares as on the Cut-off date decided for the purpose, being Friday, 21st September, 2018 or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
3. The Register of members and share transfer books of the Company will remain closed from Friday, 22<sup>nd</sup> September, 2018 to Friday, the 28<sup>th</sup> September, 2018 (both days inclusive).
4. Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. In terms of Notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demats trading by all investors w.e.f. 21<sup>st</sup> March, 2000. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience, in future.Members can avail the various benefits of dematerialization which include easy liquidity, ease of trading and transfer, saving in stamp duties and elimination of any possibility of loss of documents and bad deliveries.
6. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from December 5, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent of the Company.
8. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of directors seeking appointment/re-appointment at the AGM, forms part of the Notice.
9. All the documents referred to in the notice will be available for inspection at the Company’s registered office during normal business hours on all working days upto the date of AGM. The Register of Directors and Key managerial Personnel and their shareholding, maintained under section 170 of the Companies Act 2013(Act), and the Register of Contracts or Arrangements in which directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.
10. Members whose shareholding is in electronic mode are requested to direct change of address, contact details and bank account details, in case of change, to their respective depository participant(s). Members holding shares in physical form are requested to update their addresses and contact details with the Registrar and Share Transfer Agent of the Company, if there is any change.
11. In terms of section 101 of the Companies Act 2013, read together with the rules made thereunder, the Company forwarded soft copies of all the documents to be sent to the shareholders including the General Meeting notices along with Audited Accounts and requisite reports thereon to all those members who have registered their e-mail ids with

their respective DPs or with the Share Transfer Agent of the Company. Please note that these documents are also available on the Company's Website at [www.mauria.com](http://www.mauria.com). All the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants or by writing to the Company at [imgupta@mauria.com](mailto:imgupta@mauria.com) quoting their folio number(s) or their DP/ CLIENT IDs.

12. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding and shareholders.

**13. Voting through electronic means:**

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements ) Regulations, 2015, a member of the Company holding shares either in physical form or in dematerialized form may exercise his right to vote by electronic means in respect of the resolution(s) contained in this notice.
- b. The Company is providing facility for voting by electronic means to its members to enable them to cast their votes through such voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- c. The Company shall also provide facility for voting through Ballot/polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting
- d. The members who have exercised 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.
- e. The Board of Directors have appointed Mr. L.K. Bohania, FCA, M.No.-53314, Chartered Accountants in practice as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
- f. The cut-off date for the purpose of voting (including remote e-voting) in the meeting is Friday, 21st September, 2018.
- g. Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- h. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
Tuesday, 25 <sup>th</sup> September, 2018 at 9.00 A.M	Thursday, 27 <sup>th</sup> September, 2018 at 5.00 P.M.

- i. Any member, who have cast his/her/its vote through remote e-voting, may participate in the annual general meeting but shall not be allowed to vote at the AGM.
- j. Persons who have acquired shares and became members of the Company after dispatch of the Notice of AGM but before the cut-off date of Friday, 21st September, 2018, may obtained their user ID and password for e-voting from the Company's Registrar and share transfer Agent or CDSL.

**k. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **Tuesday, 25<sup>th</sup>September, 2018 at 9.00 A.M** and ends on **Thursday, 27<sup>th</sup>September, 2018 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **MAURIA UDYOG LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

If any member has any problem/ query regarding e-voting then he may contact to the below person:

Name : Puneet Mittal,  
 Designation : General Manager  
 Address : M/s BEETAL Financial & Computers Services Pvt. Ltd.  
 BEETAL HOUSE, 99, Madangir, Behind Local Shopping centre  
 Near DadaHarsukhDassMandir, New delhi-110 062  
 E-mail id : [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
 Phone No. : 011-29961281(6 Lines)

- The e-voting module shall be disabled by CDSL for voting after Thursday, 27th September, 2018 (After 05.00 pm).
- The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on cut off date i.e 21<sup>st</sup> September, 2018.
- The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutinizer, by use of ballot/polling for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer immediately after conclusion of voting by eligible members at AGM (through polling paper) shall, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting, in presence of at least two (2) witness not in the employment of the Company. Thereafter, the scrutinizer shall prepare consolidated report and forward it to the Chairman of the Company, or any other director so authorized, who shall counter sign the same and declare the result within 48 hours of conclusion of the AGM. The result of AGM shall be declared by intimating to the stock exchanges and by placing on the website of the Company and Agency. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. i.e., Friday, the 28<sup>th</sup> of September, 2018.
- A Member can opt for only one mode of voting i.e. either through remote e-voting or at the venue of AGM through polling paper. If a Member casts his/her vote by both modes, then voting done through remote e-voting shall prevail and the voting through polling paper shall be treated as invalid.
- The result declared alongwith the Scrutinizer’s Report shall immediately be placed on the Company’s web-site [www.mauria.com](http://www.mauria.com), notice board of the company and on the web-site of CDSL [www.evotingindia.com](http://www.evotingindia.com) and communicated to the BSE Ltd. and CSE Ltd., where the shares of the company are listed.

## **EXPLANATORY STATEMENT**

(Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), attached to the Notice dated 04th September, 2018 convening the 38<sup>th</sup> Annual General Meeting)

### **Special Business:**

### **Special Resolutions**

#### **Item No. 1 & 2**

In line with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 including the Rules made thereunder (“the Act”) and the erstwhile Listing Agreement, the following Independent Directors of the Company were

appointed at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014, to hold office for five consecutive years for a term up to March 31, 2019:

1. Shri Shiv Kumar Yadav and
2. Smt. Sujata Agarwal

Sub-section (11) of Section 149 of the Act provides that Independent Directors shall not hold office for more than two consecutive terms. The Board of Directors of the Company and the Nomination and Remuneration Committee have evaluated the performance of the Independent Directors and on the basis of the said evaluations have concluded that the Independent Directors fulfill their responsibilities towards the Company in a professional and ethical manner, actively participate in discussions during the Board and Committee meetings and act objectively and constructively while bringing an independent opinion during deliberations at the said meetings. It is now proposed that the Independent Directors of the Company be appointed for a second term of five consecutive years, commencing from April 1, 2019 up to March 31, 2024

None of the aforementioned Directors are disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from the above two Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The Company has also received separate notices in writing from a member, proposing the candidature of each of the aforementioned Directors for the office of Director of the Company.

In the opinion of the Board, they also fulfill the conditions for their reappointment as Independent Directors as specified in the Act and the Listing Regulations. They are independent of the management. No other director or Key managerial personnel or their relatives is interested or concerned in the proposed special resolution no. 1 & 2 referred to above.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial Standards on General Meetings) are provided as an Annexure to this Notice.

### **Item No. 3**

#### **Special Resolution**

The Board of Directors of the Company, pursuant to the provisions of section 196, 197 and 203 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or any re-enactment(s) thereof, for the time being in force) appointed Shri V. K. Sureka (DIN:00060160) as the Whole-time Director and Chairman of the Company w.e.f. 1<sup>st</sup> April, 2018 who would be liable to retire by rotation on a revised remuneration for a fresh term of three years. Shri V. K. Sureka was appointed as the Managing Director w.e.f. 01<sup>st</sup> April, 2015 on the terms and remuneration approved by the members in their 35<sup>th</sup> Annual General Meeting for a period of Three years.

Shri V.K. Sureka is a graduate in commerce and an industrialist having 46 years of rich experience in the steel industry.

Nature of expertise in specific functional area- Shri V.K. Sureka has over 46 years of rich experience in Finance & Works apart from excellence in overall management and joined the Board as promoter director w.e.f. 31<sup>st</sup> December 1992.

The Board of Directors considers that in view of the background and experience of Shri V.K. Sureka it would be in the interest of the Company to appoint him as the Whole-time Director and Chairman of the Company.

The Board therefore, recommends the Resolution under reference for the approval of shareholders.

Except Shri V.K. Sureka and Shri N.K. Sureka, being his son, no other director or Key managerial personnel or their relatives is interested or concerned in the proposed special resolution no. 3 referred to above.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial

Standards on General Meetings) are provided as an Annexure to this Notice.

Shri Vishnu Kumar Sureka will complete 70 years of age during the course of his term of appointment as Whole time Director & Chairman. In line with the provision of section 196 (3) of the Companies Act, 2013, the appointment or continuation of directorship of Whole-time Director must be approved by the Members by way of a Special Resolution.

#### **Item No. 4**

##### **Special Resolution**

The Board of Directors of the Company, pursuant to the provisions of section 196, 197 and 203 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or any re-enactment(s) thereof, for the time being in force) appointed Shri N. K. Sureka (DIN:00054929) as the Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2018 who would be liable to retire by rotation on the same remuneration for a fresh term of One year. Shri N. K. Sureka was appointed as the Managing Director w.e.f. 01<sup>st</sup> April, 2015 on the terms and remuneration approved by the members in their 35<sup>th</sup> Annual General Meeting for a period of three years.

Shri N.K. Sureka has been awarded Niryat Shiromani Puraskar by the Indian Council of Small & Medium Exporter (ICSME) on 23.07.2007. Under his able leadership the company won several awards viz. FIEO's Niryat Shree Bronze Trophy for its excellence in exports; EEPC INDIA Eastern Region awarded Export Excellence for Star Performer as large enterprise in the product group of Other Fabricated Metal Products, Excel Machinery & Equipments for its outstanding contribution to engineering exports during the year 2008-09 and 2009-10 which was received by Shri N.K. Sureka on 20.12.2011.

Nature of expertise in specific functional area- Shri N.K. Sureka has over 24 years of rich experience in Finance & Works apart from excellence in overall management and joined the Board as promoter director w.e.f. 29<sup>th</sup> July, 1997.

Further details of Shri N.K. Sureka have been provided in the corporate Governance report annexed to this notice.

The Board of Directors considers that in view of the background and experience of Shri N.K. Sureka it would be in the interest of the Company to appoint him as the Managing Director of the Company.

The Board therefore, recommends the Resolution under reference for the approval of shareholders.

Except Shri N.K. Sureka and Shri V.K. Sureka, being his father, no other director or Key managerial personnel or their relatives is interested or concerned in the proposed special resolution no. 4 referred to above.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial Standards on General Meetings) are provided as an Annexure to this Notice.

#### **Item No.5**

##### **Special Resolution**

The Board of Directors of the Company, pursuant to the provisions of section 196, 197 and 203 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or any re-enactment(s) thereof, for the time being in force) appointed Shri K.M. Pai (DIN: 00060371) as Director (Marketing) of the Company w.e.f. 1<sup>st</sup> April, 2018 who would be liable to retire by rotation on a revised remuneration for a fresh term of three years. Shri K.M. Pai was appointed as Director (Marketing) w.e.f. 01<sup>st</sup> April, 2015 on the terms and remuneration approved by the members in their 35<sup>th</sup> Annual General Meeting.

Shri K.M. Pai is (B.E.Mech.) is having 29 years working experience in Gas Plant and joined the Board w.e.f. 14<sup>th</sup> May, 2011.

Nature of expertise in specific functional area- Shri K.M. Pai has over 28 years of rich experience in production and Marketing of LPG cylinders apart from excellence in overall management.

Further details of Shri K.M. Pai have been provided in the corporate Governance report annexed to this notice.

The Board of Directors considers that in view of the background and experience of Shri K.M. Pai it would be in the interest of the Company to appoint him as Director (Marketing) of the Company.

The Board therefore, recommends the Resolution under reference for the approval of shareholders.

Except Shri K.M. Pai no other director or Key managerial personnel or their relatives is interested or concerned in the proposed Special resolution no. 5 referred to above.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial Standards on General Meetings) are provided as an Annexure to this Notice.

## **Item No.6**

### **Ordinary Resolution**

The Board of Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, provisions under the Listing Regulations 2015 and section 161(1) of the Act, and the Articles of Association of the Company, Smt. Jaspreet Arora as an Additional Director (Independent Category) of the Company with effect from 19<sup>th</sup> January, 2018.

In terms of the provisions of Section 161(1) of the Act, Smt. Jaspreet Arora would hold office upto the date of the ensuing Annual General Meeting.

Smt. Jaspreet Arora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of independence a company should propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 (five) consecutive years on the Board of the Company and she/he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Smt. Jaspreet Arora that she meets the criteria of independence as prescribed both under the sub-section (6) of Section 149 of the Act and under Regulation 16 of the Listing Regulations, 2015. The Board of Directors believes that Smt. Jaspreet Arora possesses appropriate skills, experience and knowledge.

A notice in writing pursuant to section 160 of the Companies Act, 2013 as amended has been received in the prescribed manner.

In the opinion of the Board, Smt. Jaspreet Arora fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Smt. Jaspreet Arora is independent of the management.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Jaspreet Arora is appointed as a woman/Independent Director.

Copy of the draft letter of appointment of Smt. Jaspreet Arora as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Smt. Jaspreet Arora and her relatives, to the extent of their shareholding interest, if any in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 6 of the Notice.

The Board in view of the aforesaid legal requirements recommends the Ordinary Resolution set out at Item No.6 for approval by the shareholders.

Details of the Directors as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS – 2 (Secretarial Standards on General Meetings) are provided as an Annexure to this Notice.

## **Item No.7**

### **Special Resolution**

In terms of the provisions of section 180(1)(c) of the Companies Act, 2013, the consent of the members by a special resolution is necessary to borrow moneys in excess of the aggregate of the paid up share capital and free reserve of the company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business. The shareholders of the Company in its 37<sup>th</sup> Annual General Meeting held on Monday 11<sup>th</sup> September, 2017 by a special resolution, authorized the Board of Directors of the Company to borrow sums in excess of paid up share capital and free reserves but not at any time exceeding RS.550 ( Five Hundred & Fifty) Crores only. As required by provisions of section 180(1) (c) of the Companies Act, 2013 and keeping in view the Company's sound fundamentals, business requirements and its growth plans, it is considered desirable to increase the said limit to ₹600( Six Hundred & Fifty) Crores only.

None of the Directors or Key Managerial Personnel or their relatives is interested or concerned in the proposed Special Resolution no. 7 referred to above.

The Board recommends the Special Resolution set out at Item No. 7 for approval by the shareholders.

## **Item No.8**

### **Special Resolution**

Section 180 (1) (a) of the Companies Act, 2013 provides that the Board / Committee of directors of a Public Company shall not, except with the consent of the Company in the General Meeting sell, lease or otherwise dispose of the whole or substantially 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 of such undertakings. The strategy of the Company is to grow business and growth in business requires funds/finance. In order to increase funds/finance, the Company would resort to borrowings from time to time for the purpose of its business by way of different types of loans, Debentures, Bonds, Securities, Deposits, financial assistance from various financial/investment institution(s), bank(s), insurance Company(ies), Corporate Body(ies), Mutual Fund(s), funds, Trustee(s), Trusts and other persons / investors apart from working Capital facilities from Banks in the ordinary course of business.

This would require securities to be given to the lenders, on the assets, properties of the Company by creating mortgage, pledge, hypothecation, lien, charge of any nature or otherwise of the Company's assets and properties of the Company as the case may be. This in turn necessitates the enhanced creation of security by suitable modes of charges on all or some of the movable and/or immovable properties of the Company, both present and future in favour of the lenders. The proposed resolution set out in this Notice seeks to authorise the Board/Committee of directors to mortgage and/or charge the assets and/or properties of the Company to secure loans, debentures, securities, bonds, financial assistance, credit facilities obtained/to be obtained, from lenders, upto Rs. 500 Crores ( Rupees Five Hundred Crores).

The Board recommends the passing of the resolution set out in this Notice as a Special Resolution by the share holders of the Company. None of the Directors, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the resolution set out in this Notice except to the extent of their holding in Securities of the Company.

As per Companies Amendment Act, 2017 Proviso to Section 110(1) has been inserted. Now that any item of business required to be transacted by means of postal ballot under clause (a), may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108 in the manner provided in that section.

## **Item No.9**

### **Ordinary Resolution**

In the light of provisions of the Companies Act, 2013, the Board of Directors of your company seeks to obtain overall consent of the shareholder with monetary annual limits that the Board of Directors may enter into with its Related Parties (as defined under the Companies Act, 2013) from time to time for the financial year 2018-19 and beyond depending upon the business exigencies as it would be in compliance of and consistent with the requirement of obtaining prior approvals of the shareholders for each and every Related Party transactions.

All prescribed disclosures as required to be given under the provisions of Companies Act, 2013 and the Companies (Meeting of the Board and the Powers) Rules, 2014 are given in Resolution no. 09 under Special Business of the Notice in the tabular format for the kind perusal of the members.

Members are hereby informed that pursuant to the second proviso of section 188(1) of Companies Act, 2013, no member of the company shall vote on such Ordinary resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

The Board of Directors of your company has approved this item in the Board Meeting held on 04th September, 2018 and recommends the Resolution as set out in the Notice for the approval of members of the Company as an Ordinary Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested in the Resolution.

#### **Item No.10**

##### **Ordinary Resolution**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019 as per the following details:

Sl.No.	Name of the Cost Auditor	Industry	Amount of Fee
1.	M/s Jai Prakash &Co.	Steel(LPG Cylinder)	₹36000
2.	M/s Jai Prakash &Co.	Machinery & Mechanical Appliances (Regulators & Valves)	

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution set out at Item No. 10 under special business of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2019.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 10 under Special Business of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 under Special Business for approval by the shareholders.

By Order of the Board of Directors  
MAURIA UDYOG LIMITED

Sd.  
( DIVYA AGARWAL)  
COMPANY SECRETARY  
ROOM NO. 107, 1<sup>ST</sup> FLOOR,  
ANAND JYOTI BUILDING,  
41, NETAJI SUBHAS ROAD,  
KOLKATA-700001-(WEST BENGAL)  
CIN:L51909WB1980PLC033010  
Date : September 04, 2018

**PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER ITEM NO. 02 IS FURNISHED AS BELOW:**

<b>Name of Directors</b>	Shri Vishnu Kumar Sureka	Shri Navneet Kumar Sureka	Shri Karkala Manju NathPai	Shri Shiv Kumar Yadav	Smt. Sujata Kumar	Smt. Jaspreet Arora
DIN	00060160	00054929	00060371	00118786	01310030	06959857
Date of Birth	23/09/1950	16/09/1973	09/11/1951	24/11/1958	08/10/1975	14/05/1980
Date of First Appointment	31/12/1992	29/07/1997	14/05/2011	13/06/2014	12/08/2014	19/01/2018
Qualification	Graduate	Graduate	B.E.(Mech.)	B.Com.	M.B.A.	M.A. B.Ed.
Expertise in specific functional area	He is a graduate and an Industrialist having 45 years' experience in the Steel Industry.	He is an Industrialist having 24 years experience in steel industry.	He is having 28 years experience in Gas Plant	He is in business having 21 years experience in steel industry	She is in service having 14 years experience in software industry	Have more than 12 years of experience in education sector.
Relation with other Directors	Related to Shri N.K. Sureka, MD of the Company.	Related to Shri V.K. Sureka, Chairman of the company	Not Related to any of Directors of the company	Not Related to any of Directors of the company	. Not Related to any of Directors of the company	Not Related to any of Directors of the company
List of public companies in which directorship held(including foreign Companies)	1 Sri Narayan Rajkumar Merchants Ltd. 2. Jotindra Steel & Tubes Ltd.	-Bihariji Ispat Udyog Ltd. - Bihariji Fancy Fibers & Fabrics Ltd.	Udayachal Leasing & Exports Ltd.		1. Quality Synthetics Industries Ltd	-Jotindra Steel & Tubes Ltd. -Sri Narayan Rajkumar Merchants Ltd. -Quality Synthetic Industries Ltd. -Bihariji Ispat Udyog Ltd.
Chairman/ Member of the Committee of Board of Directors of public Companies	<u>Jotindra Steel &amp; Tubes Ltd.</u> Audit Committee-(Member)	<u>Bihariji Ispat Udyog Ltd.</u> -Audit Committee (Member)	<u>Nil</u>		<u>Quality Synthetics Industries Ltd.</u> <b>as a Member</b> -Audit Committee(Me mber) -Stakeholders Relationship Committee(Me mber)	<u>Jotindra Steel &amp; Tubes Ltd</u> - Audit Committee(Me mber) - Nomination & Remuneration Committee (Member) - Stakeholders Relationship Committee(Me mber)  <u>Sri Narayan Rajkumar Merchants Ltd.</u> - Audit Committee(Me mber) - Nomination &

						<p>Remuneration Committee (Member) - Stakeholders Relationship Committee (Member)</p> <p><b><u>BiharijIspat UdvogLtd.</u></b></p> <p>- Audit Committee (Member) - Nomination &amp; Remuneration Committee (Member) - Stakeholders Relationship Committee (Member)</p> <p><b><u>Quality Synthetic Industries Ltd.</u></b></p> <p>- Nomination &amp; Remuneration Committee (Member) - Stakeholders Relationship Committee (Member)</p>
Shareholding in the Company	3,33,000 Equity shares of Rs. 10/ each (as on 31.03.2018)	22,67,340 Equity shares of Rs. 10/ each (As on 31.03.2018)	Nil	Nil	Nil	Nil





# MAURIA UDYOG LIMITED

(AN ISO 14001 & OHSAS 18001 CERTIFIED COMPANY)

Regd. Office: Anand Jyoti Building, R.No. 107, 1<sup>st</sup> Floor, 41, Netaji Subhas Road, Kolkata-700 001

Works: Sohna Road, Sector-25, Faridabad-121004 (Haryana), INDIA

Ph. +91-129-4092000, Fax: +91-129-2231220, Visit us: [www.mauria.com](http://www.mauria.com)

CIN: L51909WB1980PLC033010; e-mail Id- [mauria@mauria.com](mailto:mauria@mauria.com)

**Proxy Form (Form No. MGT-11)**

(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)
Registered Address:
E-mail Id:
Folio No./Client Id:
DP ID:

I/We, being the member(s) of and holding.....shares of the above named company, hereby appoint

- Name:..... of (Address).....having Email Id:.....  
Signature:....., or failing him
- Name:..... of (Address).....having Email Id:.....  
Signature:....., or failing him
- Name:..... of (Address).....having Email Id:.....  
Signature:....., or failing him

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 38<sup>th</sup> Annual General Meeting of the Company, to be held on Friday the 28<sup>th</sup> of September, 2018 at 2.00 P.M. at the BRIDDHI 82A, Shambunath Pandit Street, 2<sup>nd</sup> Floor, Kolkata-700020 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Sl. No.	Resolution(s)	For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Audited Financial Statements for the financial year ended 31stMarch, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend		
3.	To Re-appoint Sh.V.K. Sureka (DIN: 00060160) Director liable to retire by rotation		
<b>SPECIAL BUSINESS</b>			
1.	To Re-appoint Sh. Shiv Kumar Yadav (DIN:00118786 ) as an Independent Director		
2.	To Re-appoint Smt. Sujata Kumar (DIN: 01310030) as an Independent Director		
3.	To appoint Shri Vishnu Kumar Sureka (DIN: 00060160) as the Whole-time Director and Chairman		
4.	To appoint Shri Navneet Kumar Sureka (DIN: 00054929) as the Managing Director		
5.	To appoint Shri Karkala Manjunath Pai ( DIN: 00060371 ) as Director (Marketing)		
6.	To appoint Smt. Jaspreet Arora (DIN: 06959857) as an Independent Director		
7.	To approve the limits of borrowings not exceeding Rs. 600 Crores		
8.	Approval for Creation of charge on the assets of the company for aggregate indebtedness not exceeding Rs. 500 Crores		
9.	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013		
10.	To Ratify the Payment of Remuneration to M/s Jai Prakash & Co. the Cost Auditors (Firm Regd. No.-100572)		

Signed this .....day of .....2018

Signature of shareholder

Affix  
Revenue  
Stamp

Signature of first proxy holder

signature of second proxy holder

signature of third proxy holder

**Note: 1. This form of proxy 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 of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**



# MAURIA UDYOG LIMITED

(AN ISO 14001 & OHSAS 18001 CERTIFIED COMPANY)

Regd. Office: Anand Jyoti Building, R.No. 107, 1<sup>st</sup> Floor, 41, Netaji Subhas Road, Kolkata-700 001

Works: Sohna Road, Sector-25, Faridabad-121004 (Haryana), INDIA

Ph. +91-129-4092000, Fax: +91-129-2231220, Visit us: [www.mauria.com](http://www.mauria.com)

CIN: L51909WB1980PLC033010; e-mail Id- [mauria@mauria.com](mailto:mauria@mauria.com)

## Attendance Slip

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

I hereby record my presence at the 38<sup>th</sup> Annual General Meeting held at BRIDDHI 82A, Shambunath Pandit Street, 2<sup>nd</sup> Floor, Kolkata-700020 on Friday, 28<sup>th</sup> September, 2018 at 2.00 P.M.

Member's/proxy's Name \_\_\_\_\_

Member's/proxy's Signature \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Folio No./DP Id No\*/ Client Id Number\* \_\_\_\_\_

\*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTION SEE AS UNDER)

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### NOTICE

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.
4. Shareholders are requested to bring their copies of the Annual Report to the venue of the AGM.



# MAURIA UDYOG LIMITED

(AN ISO 14001 & OHSAS 18001 CERTIFIED COMPANY)

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Works: Sohna Road, Sector-25, Faridabad-121004 (Haryana), INDIA

Ph. +91-129-4092000, Fax: +91-129-2231220, Visit us: [www.mauria.com](http://www.mauria.com)

CIN: L51909WB1980PLC033010; e-mail Id- [mauria@mauria.com](mailto:mauria@mauria.com)

## Form No. MGT- 12 Polling Paper

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company: Mauria Udyog Limited</b>				
<b>Registered Office: Room No.-107, 1<sup>st</sup> Floor, Anand Jyoti Building, 41, Netaji Subhas Road, Kolkata -700 001.(West Bengal).</b>				
<b>Venue of 38<sup>th</sup> AGM: BRIDDHI 82A, Shambunath Pandit Street, 2<sup>nd</sup> Floor, Kolkata-700020</b>				
<b>CIN: L51909WB1980PLC033010</b>				
<b>BALLOT PAPER</b>				
S. No.	Particulars	Details		
1	Name of the first named Shareholder (In Block Letters)			
2	Postal address			
3	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4	Class of Share	Equity Shares of Rs. 10/- each		
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
S No	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
<b>ORDINARY BUSINESS</b>				
1.	Adoption of Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon.			
2.	Declaration of Dividend			
3.	To Re-appoint Sh.V.K. Sureka (DIN: 00060160) Director liable to retire by rotation			
<b>SPECIAL BUSINESS</b>				
1.	To Re-appoint Sh. Shiv Kumar Yadav (DIN:00118786 ) as an Independent Director			
2.	To Re-appoint Smt. Sujata Kumar (DIN: 01310030) as an Independent Director			
3.	To appoint Shri Vishnu Kumar Sureka (DIN: 00060160) as the Whole-time Director and Chairman			
4.	To appoint Shri Navneet Kumar Sureka (DIN: 00054929) as the Managing Director			
5.	To appoint Shri Karkala Manjunath Pai (DIN: 00060371 ) as Director (Marketing)			
6.	To appoint Smt. Jaspreet Arora (DIN: 06959857) as an Independent Director			
7.	To approve the limits of borrowings not exceeding Rs. 600 Crores			
8.	Approval for Creation of charge on the assets of the company for aggregate indebtedness not exceeding Rs. 500 Crores			
9.	To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013			
10.	To Ratify the Payment of Remuneration to M/s Jai Prakash & Co. the Cost Auditors (Firm Regd. No.-100572)			
<b>Place:</b>		<b>(Signature of the shareholder)</b>		
<b>Date:</b>				

## **NOTES/INSTRUCTIONS**

### **For Members opting for e-voting**

The Company is pleased to announce that it is offering remote e-voting facility as an alternate, for Members to enable them to cast their vote electronically instead of voting at the venue of AGM through physical ballots. For the procedure to be followed for remote e-voting by Members, kindly refer to Notes 13 of the Notice dated September 04, 2018.

Last date for remote e-voting is the close of working hours (05:00 P.M.) on 27<sup>th</sup> September, 2018.

### **For Members opting to vote by Physical Ballot**

A shareholder desiring to exercise his/her vote by physical ballot are required to be physically present at the venue of the AGM and can give his/her assent or dissent in the ballot paper attached herewith the Notice of AGM. At the time of physical voting at the venue of the AGM, the ballot paper shall be duly filled and completed and be dropped in the ballot box kept at the AGM venue. Company has appointed a scrutinizer for confirming that the voting through physical ballot paper is being done in a fair and transparent manner. Shareholder can send proxy as well instead of attending the AGM personally and the proxy can vote on his/her behalf. Proxy can vote only after submitting duly filled and signed Proxy Forms. Shareholder/Proxy are requested to bring alongwith them, the attendance slip, Proxy Form(only in case Proxy attends meeting) and his/her copy of Annual Report and Notice.

Voting rights shall be reckoned on the number of shares registered in the name of members as on 21<sup>st</sup> September, 2018.

Kindly note that the members can opt only one mode for voting i.e. either by Physical Ballot at the venue of AGM or Remote E- Voting. If you are opting for remote e-voting, then do not vote by Physical Ballot also and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail.

The results declared alongwith Scrutinizer's Report, shall be placed on the Company's Web-site [www.mauria.com](http://www.mauria.com), notice board of the company and on the web-site of the CDSL within twodays of the passing of the Resolutions at AGM of the Company held on Friday, 28th September, 2018 and communicated to the BSE Limited & CSE Limited where the shares of the company are listed.



