

NOTICE

NOTICE IS HEREBY GIVEN that the Fortieth (40th) Annual General Meeting of the Members of MAURIA UDYOG LIMITED will be held on Thursday, the 31st December, 2020 at 2.00 P.M. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2020, Statement of Profit and Loss for the year ended March 31, 2020 together with the reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Shri Navneet Kumar Sureka (DIN: 00054929), who retires by rotation and, being eligible, offers himself for re- appointment.
3. To appoint M/s NKSC & Co., Chartered Accountants (FRN: 020076N), Delhi as the Statutory Auditors in place of M/s L.K. Bohania & Co.

“**RESOLVED THAT** pursuant to Section 139, 141 and 142 of Companies Act, 2013 (the “Act”) read with Companies (Audit and Auditors) Rules, 2014 and any other provisions applicable (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s NKSC & Co., Chartered Accountants Delhi be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Forty-fifth (45th) Annual General Meeting, at a remuneration of Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per annum.

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.”

SPECIAL BUSINESS:

- 4 **To appoint Shri Akhil Kumar Sureka (DIN: 00060206) as a Director (Non-Executive-Promoter)**
To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT** Shri Akhil Kumar Sureka (DIN:00060206) who was appointed as an Additional Director (Non-Executive Promoter Category) 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 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”
- 5 **To appoint Smt. Veena Aggarwal (DIN: 00060415) as a Director (Non-Executive-Non-Independent)**
To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**
“**RESOLVED THAT** Smt. Veena Agarwal (DIN:00060415), who was appointed as an Additional Director (Non-executive Non-Independent Category) 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 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”
- 6 **To appoint Shri Rannvijay Singh Rishi (DIN: 08974731) as an Independent Director(Non-Executive-Independent)**
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 Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Shri Rannvijay Singh Rishi (DIN:08974731), who was appointed as an Additional Director 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 a Non-Executive Independent Director of the Company to hold office for a term of 5(five) years wef November 26, 2020 ending upto November 25, 2025.”

7 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 1st April 2020, 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 Nomination & 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:

“**RESOLVED** that pursuant to the provisions of Section 196, 197, 198, 203 of the Companies Act, 2013 the proposal for appointment / re-appointment of Shri N. K. Sureka as the Managing Director of the Company with effect from 1st April 2020, who would be liable to retire by rotation, on existing 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 Nomination & Remuneration Committee, given herein below 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 01-04-2020
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 Section-II of 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.”

8 To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013
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 1st April, 2020 upto a maximum amount per annum as specified herein below:

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1 ST APRIL, 2020.					
in Crores					
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their relationship :	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.	
Sh. N.K. Sureka, Managing Director and Sh. A.K. Sureka Director being the Promoter Directors and/or their relatives are interested as Directors, Shareholders or Partners in the following Companies, Trust, Society/Firms/ LLP.					
COMPANIES					
Jotindra Steel & Tubes Ltd.	50	50	10	50	50
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
Taanz 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	100	100
Magnum Products Private Ltd.	5	5	2	100	100
TRUST SOCIETY/FIRMS/ LLP/JOINT VENTUR/SUBSIDIARIES	100	100	100	100	100
Directors/KMPs/Relatives of directors/ other firms and companies in which directors have interest as per section 2(76) of the Companies Act, 2013	5	5	2	2	5
Note: 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.”

9 To approve the remuneration of the Cost Auditors for the financial year ending March, 2020

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, 2021, be paid remuneration of ` 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, 1STFLOOR,
ANAND JYOTI BUILDING,
41, NETAJI SUBHAS ROAD,
KOLKATA-700001
(WEST BENGAL)
CIN: L51909WB1980PLC033010
Date: December 08, 2020.

Notes:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (the “MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the **40th Annual General Meeting (the “AGM” or the “Meeting”) of Mauria Udyog Limited (the “Company”)** will be held through VC or OAVM in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”).
2. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 40TH AGM OF THE COMPANY (THE “NOTICE”).**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at office@agdassociates.in with a copy marked to evotingindia.com.

Since the AGM will be held through VC or OAVM, no Route Map is being provided with the Notice.

3. 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 amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include

large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mauria.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and the said SEBI Circular dated May 12, 2020, the Notice alongwith the Annual Report of the Company for the financial year ended March 31, 2020, will be sent only through e-mail, to those Members whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. BEETAL Financial & Computers Services Pvt. Ltd. or the Depository Participant(s). The Notice and the Annual Report for the financial year ended March 31, 2020 shall be available on the websites of the Company viz., www.mauria.com and of the Stock Exchanges where Equity Shares of the Company are listed. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository Services (India) Limited (CSDL), viz., www.evotingindia.com

9. Only registered members of the Company holding shares as on **the Cut-off date** decided for the purpose, being Thursday, 24th December, 2020 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.
10. The Register of members and share transfer books of the Company will remain closed from Friday, 25th December, 2020 to Thursday, the 31st December, 2020 (both days inclusive).
11. 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.
12. SEBI mandates transfers of securities only in dematerialized mode vide Notification No.: SEBI/LAD-NRO/GN/2018/24 dated June 8, 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.
6. SEBI mandates updation of Shareholders' PAN and Bank details vide SEBI Circular No.: SEBI/HO/MIRSD/DOP1/CIR/P/2018/24 dated June 08, 2018. 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.
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. 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 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 **M/s A G D & Associates, Chartered Accountant (FRN: 033552N)**, Faridabad 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 **Thursday, 24th December, 2020**,
- 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
Monday, 28th December, 2020 at 10.00 A.M	Wednesday, 30th December 2020 at 5.00 P.M.

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 **Thursday, 24th December, 2020**, may obtain their user ID and password for e-voting from the Company's Registrar and share transfer Agent or CDSL.

i. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, **28th December, 2020 at 10.00 A.M** and ends on **Wednesday, 30th December 2020 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 **Thursday, 24th December, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant Company Name viz **Mauria Udyog Ltd.** on which you choose to vote.
 - (xiii) 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.
 - (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- j The e-voting module shall be disabled by CDSL for voting after **Wednesday, 30th December 2020 (After 05.00 pm)**. The result declared alongwith the Scrutinizer’s Report shall immediately be placed on the Company’s web-site www.mauria.com, notice board of the company and on the web-site of CDSL www.evotingindia.com and communicated to the BSE Ltd. and CSE Ltd., where the shares of the company are listed.

k PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address mauria@mauria.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013("the Act"), attached to the Notice dated 08th December, 2020 convening the 40th Annual General Meeting)

Ordinary Business:

Item No. 3

Ordinary Resolution

The Members of the Company at the 39th Annual General Meeting ('AGM') held on 30th September, 2019 had approved the appointment of M/s L. K. Bohania & Co., Chartered Accountants, as the Auditors of the Company for a period of 5 (five) years from the conclusion of the said AGM. M/s L. K. Bohania & Co. who has tendered their resignation as the Statutory Auditors of the Company vide their letter dt. 13th October, 2020. The present remuneration of M/s L.K. Bohania & Co. for conducting the audit for financial year 2019-20, as approved by the Members, is Rs. 1,50,000 (Rupees One Lakh Fifty Lac only) per annum.

Reason for Resignation: Since the Auditors are based out of Kolkata (WB) they are facing logistic problems in view of prevailing Covid-19 pandemic in visiting company's plant and head office which is located in Faridabad & New Delhi hence they have tendered their resignation from the post of Statutory Auditors. There is no other circumstances connected to their ceasing to hold office of Auditors which they have felt to be brought to the notice of shareholders/creditors.

The Board of Directors of the Company ('the Board'), on recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s **NKSC & Co., Chartered Accountants (FRN: 020076N)**, **Delhi**, as the Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of this AGM till the conclusion of the Forty-fifth (45th) AGM. On recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration of M/s 3,50,000 (Rupees One Lakh Fifty Lac only), for the financial year 2020-21 as set out in the Resolution relating to their appointment.

The Committee considered various parameters like capability to serve in a diverse and complex business landscape as that of the company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s L.K. Bohania & Co., Chartered Accountants To be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s NKSC & Co. have given their consent to act as the Auditors of the Company and have confirmed the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

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

Special Business:

Item No.04

Ordinary Resolution

In compliance with the provisions of the Companies Act, 2013 (as amended) (the "Act") and the Rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"), Articles of Association and Nomination and Remuneration Policy of the Company, the Board of Directors of the Company (the "Board"), based on the recommendation of Nomination and Remuneration Committee (NRC) at its meeting held on November 26, 2020, subject to approval of the Members of the Company, has appointed **Shri Akhil Kumar Sureka** as a Director (Non-Executive

Promoter category) of the Company, liable to retire by rotation, for a period of 5 (Five) consecutive years commencing from November 26, 2020 upto November 25, 2025

In terms of the provisions of the Act, Mr. Akhil Kumar Sureka has filed requisite consent(s) and disclosures before the Board. The Company has also received an intimation from Sh. Akhil Kumar Sureka to the effect that he is not disqualified and further confirming that he is not debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed / continue as a Director in any company. Necessary information in terms of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, relating to Mr. Akhil Kumar Sureka has been provided as an Annexure hereto and in Report on Corporate Governance forming part of this Annual Report. The Company has received a Notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Akhil Kumar Sureka, as a Director of the Company. None of the other Directors, except Mr. Navneet Kumar Sureka, Managing Director being brother, 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. 4 of the Notice.

Item No.05

Ordinary Resolution

The Board of Directors of the Company, pursuant to the provisions of section 161(1) of the Act, and the Articles of Association of the Company, appointed Smt. Veena Agarwal as an Additional Director of the Company with effect from October 10, 2020.

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

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

Brief resume of Smt. Veena Agarwal, nature of her expertise in specific functional areas and the names of companies in which she holds directorship and membership/chairmanships of Board committees, shareholding and relationship between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Veena Agarwal is appointed as a Director liable to retire by rotation under the provisions of Section 149 and 152 of the Companies Act, 2013 read with Companies(Appointment and Qualification of Directors)Rules, 2014.

Smt Veena Aggarwal is a relative of Shri Vishnu Kumar Sureka who has resigned from the Board Directors of the Company wef 16th August, 2019 during the year under report.

Save and except the above, 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. 5 of the Notice.

The Board in view of the aforesaid legal requirements recommends the Ordinary Resolution set out at Item No.3 for approval by the shareholders.

Item No.06

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, **Shri Rannvijay Singh Rishi** as an Additional Director (Independent Category) of the Company for a term of 5(five) years wef November 26, 2020 ending upto November 25, 2025.”

In terms of the provisions of Section 161(1) of the Act, Shri Rannvijay Singh Rishi would hold office upto the date of the ensuing Annual General Meeting.

Shri Rannveer Singh Rishi 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 Shri Rannvijay Singh Rishi that he 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 Shri Rannvijay Singh Rishi 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, Shri Rannvijay Singh Rishi fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri Rannvijay Singh Rishi is independent of the management.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Shri Rannvijay Singh Rishi is appointed as an Independent Director.

Copy of the draft letter of appointment of Shri Rannvijay Singh Rishi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the other Directors except Shri Rannvijay Singh Rishi, other 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.07

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. 1st April, 2020 with no change in terms and conditions including remuneration who would be liable to retire by rotation for a fresh term of one year.

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 26 years of rich experience in Finance & Works apart from excellence in overall management and joined the Board as promoter director wef. 29th 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 that in view of the background and experience of Shri N.K. Sureka and for the future growth of the company 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 A.K. Sureka, being his brother, no other director or Key managerial personnel or their relatives is interested or concerned in the proposed resolution no. 7 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.08

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 2019-20 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. 08 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 08th December, 2020 and recommends the Resolution as set out in the Notice for the approval of members of the Company as an Ordinary Resolution.

Also, it is to note that all entities falling under the related parties shall not vote to approve the transaction as set out at Item no. 07, irrespective whether the entity is party to the said transaction or not.

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

Item No.09

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, 2021 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)	` 55000
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. 08 under special business of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

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. 09 under Special Business of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 08 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, 1ST FLOOR,
ANAND JYOTI BUILDING,
41, NETAJI SUBHAS ROAD,
KOLKATA-700001-(WEST BENGAL)
CIN: L51909WB1980PLC033010
Date: December 08, 2020

Annexure**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:**

Name of Directors	Shri Navneet Kumar Sureka	Shri Akhil Kumar Sureka	Smt. Veena Aggarwal	Shri Rannvijay Singh Rishi
DIN	00054929	00060206	00060415	08974731
Date of Birth	16-09-1973	08/09/1978	21/10/1959	11/03/1993
Date of First Appointment	29-07-1997	26/11/2020	10/10/2020	26/11/2020
Designation	Managing Director	Director	Director	Director
Qualification	Graduate	Graduate	Graduate	Bachelor of Architecture
Expertise in specific functional area	He is an industrialist having 26 years experience in steel industry .He is having expertise in the field of planning, marketing/export general management & finance	22 Years working experience in Steel Industry .He is having expertise in the field of planning, general management exports & finance	Having 37 years experience in the field of finance & investment.	Mr. Rannvijay Singh Rishi is having 2 Years experience as an Architect. He is having expertise in Project execution & general management
Relation with other Directors	Not related to any other Directors of the company except to Sh. Akhil Kumar Sureka being his brother	Not related to any other Directors of the company except to Sh. Navneet Kumar Sureka being his brother	Not related to any other Directors of the company except to Shri V.K. Sureka, a past director during the year	Not related to any other Directors of the company except to Sh. Ranveer Singh Rishi being his brother
List of public companies in which directorship held(including foreign Companies)	-Bihariji Ispat Udyog Ltd. -Bihariji Fancy Fibres & Fabrics Ltd.	-Jotindra Steel & Tubes Ltd. -Quality Synthetic Industries Ltd.	-Jotindra Steel & Tubes Ltd. -Bihariji Ispat Udyog Ltd. -Sri Narayan Rajkumar Merchants Ltd.	Nil
Shareholding in the Company	22,67,340 Equity shares of Rs. 10/-each as on 31.03.2019	Nil	Nil	Nil