

NOTICE

NOTICE IS HEREBY GIVEN that the **Forty-Third (43rd)** Annual General Meeting of the Members of **MAURIA UDYOG LIMITED** will be held on **Thursday, the 28th September, 2023 at 03:00 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, 2023, Statement of Profit and Loss for the year ended March 31, 2023 together with the reports of the Board of Directors and the Auditors.
2. To appoint a director in place of Smt. Veena Aggarwal (DIN: 00060415), who retires by rotation and, being eligible, offers her-self for re- appointment.

SPECIAL BUSINESS:**3. Appointment of Mr. Manohar Menghraj Punjabi (DIN: 08666368) as Non-Executive Independent Director**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 (‘Act’) and Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Rules’), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, (“LODR”), and based on the recommendation of the Nomination and Remuneration Committee, Mr. Manohar Menghraj Punjabi (DIN: 10213816), who qualifies for being appointed as an Independent Director be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for term of five consecutive years with effect from June 26, 2023 till June 25, 2028 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT any Directors of the Company be and are hereby authorized to sign such forms/returns and various documents as may be required to execute and submit to the Concerned Registrar of Companies (ROC) or such other authorities and to do all such acts, deeds and things which may be necessary to give effect to the above said resolution.”

4. Issue of Equity Shares on Preferential Basis :

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as the “ICDR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to

the SEBI, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot **49,99,996 (Forty Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six) fully paid- up equity shares of the Company, having face value of Rs.1/- (Rupees One Only) each at a premium of Rs. 9.80 (Rupees Nine and paise Eighty Only)** per equity share aggregating to Rs. 5,40,00,000 (Rupees Five Crore Forty lacs only) (rounded off) in accordance with the ICDR Regulations and applicable law, to certain persons / entities as mentioned below (hereinafter referred to as the “Investors” or the “Proposed Allottees”) whether they are Shareholders of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

Name of the Proposed allottee	PAN	Category	Number of Shares to be issued
Amit Jindal	AISPJ7723P	Non- Promoter	2,31,481
Amit Jindal HUF	AAPHA8583B	Non- Promoter	2,31,481
Geetika Srivastava	CHSPS4624K	Non- Promoter	7,68,518
Pitam Goel	ALAPG3324L	Non- Promoter	4,62,962
Tushar Aggarwal	AJBPA6833D	Non- Promoter	6,94,444
Swati Goel	AMUPJ7776Q	Non- Promoter	5,74,074
Divya Aggarwal	BINPR9793R	Non- Promoter	5,74,074
Radhey Shyam Aggarwal	ACAPA8341G	Non- Promoter	14,62,962

“RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the Proposed Allottees, on a preferential basis, is August 29, 2023 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act.”

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub- delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

5. Issue of equity shares to the promoters/non-promoters by way of conversion of unsecured loan

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as the “ICDR Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent and approval of the Company be and is hereby accorded and the Board be and is hereby authorized to create, offer, issue and allot **3,17,03,700 (Three Crore Seventeen Lakh Three Thousand Seven Hundred Only) Equity Shares, having face value of Rs.1/- (Rupees One Only) each at a premium of Rs. 9.80 (Rupees Nine and paise Eighty Only) per equity share** in accordance with the ICDR Regulations and applicable law on preferential basis to the promoters of the Company, by way of conversion of existing unsecured loan of Rs. 34,24,00,000 (Rupees Thirty Four Crore Twenty Four Lakh only) extended by the following promoters/non-promoters and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Name of the Proposed allottee	PAN	Category	Number of Equity Shares to be issued
Quality Synthetic Industries Limited	AAACQ0508Q	Promoter	1,71,29,629
Prem Lata Sureka	APNPS0422C	Promoter	23,14,814
Deepanshu Sureka	CKKPS0791J	Promoter	18,51,851
Vishnu Kumar Sureka	AATPS7024H	Promoter	27,77,777
Navneet Kumar Sureka (HUF)	AACHN0444F	Promoter	11,57,407
Navneet Kumar Sureka	ANWPS5531K	Promoter	34,72,222
S.B. Overseas Private Limited	AAACD9338B	Non-Promoter	30,00,000

“RESOLVED FURTHER THAT in accordance with Regulation 161 of the ICDR Regulations, the “Relevant Date”, for determining the minimum price of the equity shares being allotted to the promoters, on a preferential basis, is August 29, 2023 being the date which is 30 (Thirty) days prior to the date of passing of special resolution to approve the proposed preferential issue in terms of Section 42 and Section 62(1)(c) of the Act.”

“RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall rank pari passu with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period that may be prescribed under the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Issue and Allotment Committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds,

matters and things (including sub- delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.”

6. To approve entering into Transactions with Related Parties u/s 188 of the Companies Act, 2013

To consider and if thought fit, to pass 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, 2023 upto a maximum amount per annum as specified herein below:

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER ANNUM) WEF 1 ST APRIL, 2023. Rs in Crores					
	Transactions defined u/s 188(1) of the Companies Act, 2013				
Name of the related parties and name of the Directors or Key Managerial Personnel who is related, if any alongwith nature of their relationship:	Sale, purchase or supply of any goods /material	Selling/Leasing 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 or collaterals etc.	Others
Sh. N.K. Sureka, Managing Director and Smt. Deepa 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	75
Srinarayan Rajkumar Merchants Ltd.	20	20	5	20	75
TaanZ Fashions India Private Ltd.	5	5	5	25	50
Veshnoudevi Properties Pvt. Ltd.	5	5	5	100	50
Vee Em Infocentre Private Ltd	5	5	5	100	50
J.S.T. Engineering Services Ltd.	5	5	5	100	50
Bhama Properties Pvt. Ltd.	5	5	5	100	50
Bihariji Properties Pvt. Ltd.	5	5	5	100	50
Be Indi Fashions India Pvt. Ltd.	01	01	0.50	5	1

TRUST SOCIETY/FIRMS/ LLP/JOINT VENTUR/SUBSIDIARIES-Sureka Public Charity Trust/Stawberry Star India Pvt. Ltd.	50	50	50	50	75
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 and appropriate.”

7. To approve the remuneration of the Cost Auditors for the financial year ending March, 2023

To consider and if thought fit, to pass, 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, 2023, be paid remuneration of Rs. 55,000/-”(Rupees Fifty-five 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: September 04, 2023.

Notes:

- 1 As you are aware, in view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, Circular no. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 21/2021 dated 14th December, 2021 and Circular No. 2/2022 dated 5th May, 2022 and Circular No.10/2022 dated 28th December, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 and circular no. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the forthcoming **43rd AGM of Mauria Udyog Ltd.** is being convened and conducted through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

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 **National Securities Depository Limited (NSDL)** for facilitating voting through electronic means, as the authorized E-Voting 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 .NSDL
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 at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM is being convened and conducted through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, Circular no. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 21/2021 dated 14th December, 2021 and Circular No. 2/2022 dated 5th May, 2022 and Circular No.10/2022 dated 28th December, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 and circular no. SEBI/

8. Dispatch of Annual Report through E-mail

In accordance with the MCA and SEBI Circulars, the Notice of the 43rd AGM alongwith the Annual Report of the Company for the financial year 2022-23 are being 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). Members may please note that the Notice and the Annual Report for the financial year ended March 31, 2023 shall be available on the websites of the Company i.e., www.mauria.com, the Stock Exchanges where Equity Shares of the Company are listed i.e. BSE Limited at www.bseindia.com and the website **National Securities Depository Limited (NSDL)**, i.e., www.evoting.nsdl.com.

9. Only registered members and/or any proxy appointed by such registered member of the Company holding shares as on **the Cut-off date i.e. Thursday, 21st September, 2023**, decided for the purpose, 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, 22nd September, 2023 to Thursday, the 28th September, 2023 (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 secretarial@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:

- 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.
- 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 **National Securities Depository Limited (NSDL)** 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).
- 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
- 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.
- 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.
- The cut-off date for the purpose of voting (including remote e-voting) in the meeting is **Thursday, 21st September, 2023.**
- Members are requested to carefully read the instructions for remote e-voting before casting their vote.
- 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, 25th September, 2023 at 10.00 A.M	Wednesday, 27th September 2023 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, 21st September, 2023.**, may obtained their user ID and password for e-voting from the Company's Registrar and share transfer Agent or NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 25th September, 2023 at 10.00 A.M. and ends on Wednesday, 27th September 2023 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 21st September, 2023. may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 23rd September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system


A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under „IDeAS” section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e- Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under

	<p>„Shareholder/Member“ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under „Shareholder/Member” section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the „initial password“ which was communicated to you. Once you retrieve your „initial password“, you need to enter the „initial password“ and the system will force you to change your password.
- c) How to retrieve your „initial password“?
 - (i) If your email ID is registered in your demat account or with the company, your „initial password“ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your „User ID“ and your „initial password“.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to office@agdassociates.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre- Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 secretarial@mauria.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 secretarial@mauria.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **7 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 **7 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not cast 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 secretarial@mauria.com**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013("the Act"), attached to the Notice dated 04th September, 2023 convening the 43rd Annual General Meeting)

Item No. 03

Special Resolution

Appointment of Mr. Manohar Menghraj Punjabi (DIN: 10213816) as Non-Executive Independent Director

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, Mr. Manohar Menghraj Punjabi as an Additional Director (Independent Category) of the Company for a term of five consecutive years with effect from 26th June, 2023.

In terms of the provisions of Section 161(1) of the Act, read with Reg. 17(1C) of SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015, as amended, Mr. Manohar Menghraj Punjabi would hold office upto the date of the ensuing General Meeting .

Mr. Manohar Menghraj Punjabi_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.

The Board of Directors believes that Mr. Manohar Menghraj Punjabi_possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mr. Manohar Menghraj Punjabi_fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Manohar Menghraj Punjabi_is independent of the management.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Manohar Menghraj Punjabi_is appointed as an Independent Director.

Copy of the draft letter of appointment of Mr. Manohar Menghraj Punjabi_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 or 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. 3 of the Notice.

The Board in view of the aforesaid legal requirements recommends the Special Resolution set out at Item No.3 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.

ItemNo.04 & 05

Special Resolutions

Your Company is a leading Manufacturer & Exporters of welded steel cylinders and funds are required to augment its working capital and capital expenditure needs as well as to improve its financial ratios. The promoters of your Company and non-promoters as detailed hereunder have therefore decided to subscribe for the equity shares of the Company.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the “Act”), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V – “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

Accordingly, the Company proposes to issue and allot an aggregate of **3,67,03,696 (Three Crore Sixty Seven Lakh Three Thousand Six Hundred Ninety Six Only) fully paid-up equity shares of Rs. 1/- (Rupees One Only) each at a premium of Rs. 9.80/- (Rupees Nine and Eighty Paise Only)** per equity share in accordance with the ICDR Regulations and applicable law, to the promoters and non-Promoters.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

1. Particulars of the offer including date of passing of Board resolution;

The Board in its meeting held on September 04, 2023 proposed to convert unsecured loan amounting to Rs. 34,24,00,000 (Rupees Thirty Four Crore Twenty Four Lakh only) extended by the following promoters/non-promoters by issuing 3,17,03,700 (Three Crore Seventeen Lakh Three Thousand Seven Hundred Only) Equity Shares, having face value of Rs.1/- (Rupees One Only) each at a premium of Rs. 9.80 (Rupees Nine and paise Eighty Only) by way of preferential allotment.

The Board also proposed raising Rs. 5,40,00,000 (Rupees Five Crores Forty Lacs) (rounded off) by way of preferential allotment to non-promoters by fresh issue and allot 49,99,996 (Forty Nine Lakh Ninety Nine Thousand Nine Hundred Ninety Six) fully paid-up equity shares of the Company, having face value of Rs.1/- (Rupees One Only) each at a premium of Rs. 9.80 (Rupees Nine and paise Eighty Only).

2. Purpose or Objects of the Preferential Issue:

The purpose or object of raising funds by issuing Equity Shares is to repay the existing loans raised from the banks/financial institutions.

3. Kind and amount of Securities, and the price at which security is being offered

The Company proposes to issue and allot an aggregate of 3,67,03,696 (Three Crore Sixty-Seven Lacs Three Thousand Six Hundred and Ninety-Six Only) fully paid-up equity shares of Rs.1/- (Rupees One Only) each at a premium of Rs. 9.80/- (Rupees Nine and Eighty Paise Only) per equity share in accordance with the ICDR Regulations and applicable law, to the promoters and non-promoters.

4. The price or price band at which the allotment is proposed:

The issue price is Rs 10.80/- (Rupees Ten and Eighty Paise Only) per Equity Share having face value of Rs. 1/- (Rupees One Only) each, at a premium of Rs. 9.80/- (Rupees Nine and Eighty Paise) per Equity Share.

5. Basis on which price has been arrived at:

While the Equity Shares of the Company are listed on BSE Limited ("BSE") and Calcutta Stock Exchange, however, the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on BSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price and also there was no trading of Shares of the Company on Calcutta Stock Exchange. Therefore, trading volume of the Equity Shares on the BSE has been considered to determine the issue price.

In terms of the provisions Regulation 164(1) of ICDR Regulations the price at which Equity shall be allotted shall not be less than higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

We also confirm that the Articles of Association doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment to the individual allottee(s) shall be more than 5% of the post issue fully diluted Equity Shares capital of the company, and therefore, the pricing of the Equity Shares to be allotted shall be higher of the following parameters:

- I. Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which is Rs. 10.75 (Rupees Ten and Seventy Five Paise Only) per Equity Share.

OR

- II. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is Rs. 10.75 (Rupees

Ten and Seventy Five Paise Only) per Equity Share.

Hence the floor price is Rs. 10.75 (Rupees Ten and Seventy Five Paise Only) per Equity Share. In view of the above, the Board of the Company has fixed the Equity Share price of Rs. 10.80 (Rupees Ten and Eighty Paise Only) which is above the floor price as determined in compliance with the requirements of the ICDR Regulations.

6. Name and address of valuer who performed valuation;

The valuation report dated August 29, 2023, issued by Mr. Prabhakar Kumar, an Independent Registered Valuer, Registration No. IBBI/RV/02/2021/14527, having its Registered Office situated at Building No. 1, 3rd Floor, Shiva Enclave, Pitampura, New Delhi-110034, India), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.mauria.com.

7. The relevant date on the basis of which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, in case of preferential issue of equity shares, the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue shall be the relevant date. The Annual General Meeting is proposed to be held on Thursday, September 28, 2023 and accordingly, August 29, 2023 is the relevant date for preferential issue.

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Promoter, Promoter Group and Non-promoter as mentioned at point no. 14 below.

9. Intention of Promoters, directors or key managerial personnel to subscribe to the offer or contribution:

Except Mr. Vishnu Kumar Sureka, Mr. Navneet Kumar Sureka, Mr. Prem Lata Sureka and Mr. Deepanshu Sureka, promoters/directors who will be subscribing to Equity shares in the preferential issue, none of the other promoters and directors or key management personnel of the Company intends to apply /subscribe/contribute to any of the Equity Shares.

10. The proposed time within which the allotment shall be completed:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

11. Change in control, if any, upon preferential issue:

Consequent to the proposed conversion of Loan into Equity Shares and allotment of Equity Shares; there will be no change in control or change in management of the Company.

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The said provision will not be applicable.

13. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

No preferential issue was made during the current financial year.

14. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr No	Category	Pre-Issue		Preferential Offer	Post-Issue	
		Number of Shares	% of Share Holding		Number of Shares	% of Share Holding
A	Promoters and Promoters Group Holding					
1	Indian					
	Individual / HUF	9,84,75,200	73.93	2,87,03,700	12,71,78,900	74.85
	Sub Total A(1) :	9,84,75,200	73.93	2,87,03,700	12,71,78,900	74.85
2	Foreign Promoters	-	-	-	-	-
	Sub Total A(2) :	-	-	-	-	-
	Total A= A(1) + A (2) :	9,84,75,200	73.93	2,87,03,700	12,71,78,900	74.85
					-	
B	Non Promoters Shareholding					
1	INSTITUTIONS					
	Mutual Funds / UTI	-	-	-	-	-
	Financial Institutions / Banks	-	-	-	-	-
	Insurance Companies	-	-	-	-	-
	Foreign Institutional Investors	-	-	-	-	-
	Sub Total B(1):	-	-	-	-	-
2	NON INSTITUTIONS					
	Bodies Corporate	7,63,575	0.57	30,00,000	37,63,575	2.22
	Indian Public	3,27,87,083	24.61	47,68,515	3,75,55,598	22.10
	Directors And Their Relatives	-	-	-	-	-
	Non Resident Indians	1,82,350	0.14	-	1,82,350	0.11
	Others (IEPF, Clearing Member, HUF)	9,91,792	0.74	2,31,481	12,23,273	0.72
	Sub Total B(2):	3,47,24,800	26.07	79,99,996	4,27,24,796	25.15
	Total B = B(1) + B (2) :	3,47,24,800	26.07	79,99,996	4,27,24,796	25.15

	Total (A + B) :	13,32,00,000	100.00	3,67,03,696	16,99,03,696	100.00
C	Shares Held by Custodians. Against which Depository Receipts have been issued	-	-	-	-	-
	GRAND TOTAL (A + B + C):	13,32,00,000	100	3,67,03,696	16,99,03,696	100.00

15. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

		Pre-Issue shareholding			Post Issue Shareholding	
S.No.	Name of the Proposed Allottee (s)	No. of shares	%	Present Issue	No. of shares	%
1	Quality Synthetic Industries Limited	-	0.00	1,71,29,629	1,71,29,629	10.08
2	Prem Lata Sureka	77,36,150	5.81	23,14,814	1,00,50,964	5.92
3	Deepanshu Sureka	1,38,66,000	10.41	18,51,851	1,57,17,851	9.25
4	Vishnu Kumar Sureka	33,30,000	2.50	27,77,777	61,07,777	3.59
5	Navneet Kumar Sureka (HUF)	2,07,18,000	15.55	11,57,407	2,18,75,407	12.88
6	Navneet Kumar Sureka	2,21,53,400	16.63	34,72,222	2,56,25,622	15.08
7	Amit Jindal	-	0.00	2,31,481	2,31,481	0.14
8	Amit Jindal HUF	-	0.00	2,31,481	2,31,481	0.14
9	Geetika Srivastva	-	0.00	7,68,518	7,68,518	0.45
10	Pitam Goel	-	0.00	4,62,962	4,62,962	0.27
11	Tushar Aggarwal	-	0.00	6,94,444	6,94,444	0.41
12	Swati Goel	-	0.00	5,74,074	5,74,074	0.34

13	Divya Aggarwal	-	0.00	5,74,074	5,74,074	0.34
14	Radhey Shyam Aggarwal	-	0.00	14,62,962	14,62,962	0.86
15	S.B. Overseas Private Limited	-	0.00	30,00,000	30,00,000	1.77
		6,78,03,550	51	3,67,03,696	10,43,07,246	61.51

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees.

S.No.	Name of the Proposed Allottee (s)	Beneficial Owner
1.	Quality Synthetic Industries Limited	Navneet Kumar Sureka
2.	Navneet Kumar Sureka (HUF)	Navneet Kumar Sureka
3.	Vishnu Kumar Sureka	Vishnu Kumar Sureka
4.	Navneet Kumar Sureka	Navneet Kumar Sureka
5.	Prem Lata Sureka	Prem Lata Sureka
6.	Deepanshu Sureka	Deepanshu Sureka
7.	Amit Jindal	Amit Jindal
8.	Amit Jindal HUF	Amit Jindal
9.	Geetika Srivastava	Geetika Srivastava
10.	Pitam Goel	Pitam Goel
11.	Tushar Aggarwal	Tushar Aggarwal
12.	Swati Goel	Swati Goel
13.	Divya Aggarwal	Divya Aggarwal
14.	Radhey Shyam Aggarwal	Radhey Shyam Aggarwal
15.	S.B. Overseas Private Limited	Vijay Kumar Gupta

17. Lock-In Period:

The Equity shares to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations. Also, entire pre-preferential holding of the proposed allottees, have been locked under Regulation 167(6) of the SEBI (ICDR) Regulations.

18. Requirements as to re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so.

The Company also undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

19. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower

Neither the Company nor its Promoters or Directors have been declared as willful defaulter or fraudulent borrower as defined

None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the Equity Shares, and the Equity Shares so allotted shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

21. Practicing Company Secretary's Certificate:

Practicing Company Secretary of the Company, M/s. Harish Kumar & Associates have issued a certificate dated September 04, 2023 confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is www.mauria.com.

22. Principal terms of assets charged as securities: Not applicable

23. Other Disclosures/Undertaking:

- a) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date; and
- c) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

In terms of the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or reenactment thereof, for the time being in force), Regulation 160(b) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations"), Chapter V of SEBI (ICDR) Regulations the said Preferential issuance requires prior approval of the Shareholders of the Company by way of a special resolution.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

Except Mr. Vishnu Kumar Sureka, Mr. Navneet Kumar Sureka, Mr. Prem Lata Sureka and Mr. Deepanshu Sureka, promoters/directors, Promoters/Directors of the Company and their relatives, none of the Directors or Key Managerial Personnel of the Company including their relatives are in, anyway, concerned or interested, in the above resolution.

Item No.06

Special 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 2023-24 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. 04 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 2023 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. 04, 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.07

Ordinary Resolution

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors for conducting the audit of the cost records of the Company for the financial year ending March 31, 2023 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)	Rs. 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. 05 under special business of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

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. 05 under Special Business of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 05 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, 1STFLOOR,

ANAND JYOTI BUILDING,

41, NETAJI SUBHAS ROAD,

KOLKATA-700001-(WEST BENGAL)

CIN: L51909WB1980PLC033010

Date: September 04, 2023

ANNEXURE

PURSUANT TO REGULATION 36 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 IS FURNISHED AS BELOW:

Name of Directors	MANOHAR MENGHRAJ PUNJABI
DIN	10213816
Date of Birth	04-10-1961
Date of First Appointment/ re-appointment on Board	26-06-2023
Designation	Non-Executive Independent Director
Qualification	Primary Education
Nationality	India
Expertise in specific functional area	Finance, Accounts & general managements
Relation with other Directors	Not related to any of the Directors
List of public companies in which directorship held (including foreign Companies)	1. Mauria Udyog Ltd.
Listed entities in which membership of Committee of Board held.	NIL
Listed entities from which resigned during past three years	NA
Shareholding in the Company	NA