MAHAMAYA STEEL INDUSTRIES LIMITED

CIN : L27107CT1988PLC004607

IS 2062:2011 ISO 9001:2015

REGD. OFFICE & WORKS :
B/8-9, Sector-C, Sarora,
Urla Industrial Complex,
Raipur-493 221 Chhattisgarh

MSI

Phone : 0771 4910058
091099 88271
E-mail : marketing@mahamayagroup.in
Website : www.mahamayagroup.in

Ref: MSIL/2019-20/
Date: 05.09.2019

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Maharashtra, India
Scrip Code: 513554

The Manager
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex,Bandra (E)
Mumbai – 400 001
Maharashtra, India
Symbol: MAHASTEEL

Sub: Notice of 31st Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Intimations regarding Cut-off date for the purpose of remote e-voting and Book Closure dates for the purpose of AGM.

Dear Sir,
It is hereby informed that the 31st Annual General Meeting of the Company is scheduled to be held on Monday, 30th September, 2019 at 11.00 am at Registered Office of the Company at B/8-9, Sector-C, Urla Industrial Area, Sarora, Raipur – 493 221 Chhattisgarh.

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Notice of 31st Annual General Meeting of the Company is attached.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide the remote e-voting facility to its shareholders to exercise their vote by electronic means and through Ballot Paper at the venue of the meeting.

The remote e-voting period shall commence on 26th September, 2019 (09:00 AM) and ends on 29th September, 2019 (05:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date of 20th September, 2019 may cast their vote electronically.

Further, the Register of Members and Share Transfer Books shall remain closed from 22nd September, 2019 to 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting to be held on 30th September, 2019.

This is for your information and records please.

Thanking You,
Yours truly,
For, Mahamaya Steel Industries Limited

MAHAMAYA STEEL INDUSTRIES LTD. RAIPUR (C.G.)

Jaswinder Kaur Mission
Company Secretary
Encl: as above

NOTICE

Mahamaya Steel Industries Limited
(CIN: L27107CT1988PLC004607)
Regd. Office:
B/8-9, Sector - C, Urla Industrial Area,
Sarora, Raipur - 493 221, Chhattisgarh
Tel. : +91 771 4910058
Fax No. : +91 771 4006611
Email : cs@mahamayagroup.in
Web. : www.mahamayagroup.in

Notice is hereby given that the Thirty First Annual General Meeting of the Members of the Mahamaya Steel Industries Ltd. will be held on Monday 30th September, 2019 at 11.00 am at Registered Office at Plot B/8-9, Sector - C, Urla Industrial Area, Sarora, Raipur - 493 221 (C.G.) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rekha Agrawal (DIN: 00597156), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. **To appoint Mr. Uday Raj Singhania (DIN: 02465416) as a Non-Executive Independent Director of the Company.**

   To consider and, if thought fit, to give your assent or dissent to the following Ordinary Resolution:

   "RESOLVED THAT Mr. Uday Raj Singhania who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd September, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and who is eligible for appointment be and is hereby appointed as Director of the Company.

   RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Uday Raj Singhania, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in

writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Uday Raj Singhania as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years commencing from 22nd September, 2018 to 21st September, 2023.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **To appoint Mr. Rajesh Lunia (DIN: 08441126) as a Non-Executive Independent Director of the Company.**

To consider, and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Rajesh Lunia who was appointed by the Board of Directors as an Additional Director of the Company with effect from 4th May, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and who is eligible for appointment be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Rajesh Lunia, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rajesh Lunia as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years commencing from 4th May, 2019 to 3rd May, 2024.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **Ratification of Remuneration of Cost Auditors of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only) including out of pocket expenses if any plus GST as applicable, to be paid to M/s Sanat Joshi & Associates, Cost Accountants (Firm Registration no. 000506), Cost Auditors of the Company, for the financial year 2019-20, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

"RESOLVED THAT pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby accorded for continuation of payment of remuneration to Mr. Rajesh Agrawal, Managing Director & Promoter and Mrs. Rekha Agrawal, Executive Director & Promoter as per the existing terms and conditions as approved by the shareholders at the Annual General Meeting held on 29th September, 2017 till 31st March, 2020, and notwithstanding that:

i) annual remuneration to each of them exceeding Rs. 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or

ii) their aggregate annual remuneration exceeding 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, till 31st March, 2020.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. **To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act") and SEBI (LODR) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into below

mentioned transactions, with Abhishek Steel Industries Limited, Shree Shyam Sponge & Power Limited, Devi Iron & Power Private Limited, and Rajesh Agrawal HUF 'Related Parties' as defined under Section 2(76) of the Act and SEBI (LODR) Regulations 2015 including any modifications thereof and such other transactions as required in connection to efficiently carry out the operations of the Company from 30th September, 2019 till 30th September, 2020.

(A) Sale, Purchase & Services to be received from Abhishek Steel Industries Limited (Limit of Rs. 250 Crore from 30th September, 2019 till 30th September, 2020)

a) Purchase and Sale of Blooms, Billets, Sponge Iron, Pig Iron, End Cutting, Joist, Channel, M.S. Angle, Scrap, Coal or any other goods.
b) Conversion of Blooms and Billets in to Steel Structures.
c) All other types of services to be received in connection with the business of the Company.

(B) Sale and Purchases to be done with Devi Iron & Power Private Limited (Limit of Rs. 150 Crore from 30th September, 2019 till 30th September, 2020)

a) Purchase of Blooms, Billets, Sponge Iron, Pig Iron, End Cutting, Scrap, Coal or any other goods.
b) Sale of Coal or any other goods

(C) Sale and Purchases to be done with Shree Shyam Sponge & Power Limited (Limit of Rs. 100 Crore from 30th September, 2019 till 30th September, 2020)

a) Purchase of Blooms, Billets, Sponge Iron, Pig Iron, End Cutting, Scrap, Coal or any other goods.
b) Sale of Coal or any other goods.

(D) Transportation Services to be received from Rajesh Agrawal HUF (Limit of Rs. 5 Crore 30th September, 2019 till 30th September, 2020)

Transportation Services to be received from Rajesh Agrawal HUF

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

Place: Raipur
Date: 5th September, 2019

By Order of the Board

Rajesh Agrawal
Managing Director

NOTES:

1. An explanatory Statement setting out details relating to the special business to be transacted at Annual General Meeting pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

   A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies etc, must be supported by an appropriate resolution/authority as applicable.

3. The Members/Proxies/Representatives are requested to bring the duly filled and signed Attendance Slip enclosed in the Annual Report for attending the Meeting.

4. In case of Joint holders, the signature of any one holder on proxy form will be sufficient, but names of all the joint holders should be stated.

5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. The information regarding the Directors who is proposed to be reappointed, as required to be provided under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is annexed hereto.

7. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is M/s Link Intime India Private Limited having its Registered Office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400 083 (M.H.).

8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed from 22nd September, 2019 to 30th September, 2019 (both days inclusive).

9. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued Circulars allowing companies to send official documents to their Members electronically.

   In support of the Green Initiative, the electronic copy of the Notice of the 31st Annual General Meeting of the Company interalia indicating the process and manner of e-voting along with Annual Report, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for only a hard copy of the

same. For members who have not registered their email address, physical copy of the Notice of the 31st Annual General Meeting along with Annual Report of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Also the Notice of the 31st Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website at www.mahamayagroup.in.

In case if any Member does not wish to avail the service of documents through electronic mode, such Member may send a request for obtaining the Notice and Annual Report from the Company, in physical mode, by sending a request to the Company at its Registered Office address or through email at: cs@mahamayagroup.in, accordingly the company will send the same, free of cost, upon receipt of a request from such member.

Members are requested to support this Green Initiative by registering / updating their email addresses, with the Depository Participant (in case of shares held in dematerialized form) or with Link Intime India Private Limited (in case of shares held in physical form).

10. Members can avail right of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Private Limited at the above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

11. A Route Map for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.

12. Members are requested to:

    a) Intimate to the Company's Registrar and Transfer Agents, Link Intime India Private Limited at the abovementioned address, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form.
    b) Intimate to the respective Depository Participant, changes, if any, in their registered addresses, mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) at an early date, in case of Shares held in dematerialized form.
    c) Quote their folio numbers/Client ID/DP ID in all correspondence, and
    d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

13. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the on the website of the Company www.mahamayagroup.in. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

14. (a) Adhering to the various requirements set outin the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares

transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

(b) (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: http://iepf.gov.in/IEPFA/refund.html or contact Link Intime India Pvt. Ltd. for lodging claim for refund of shares and / or dividend from the IEPF Authority.

15. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

16. Members holding shares in physical mode:

    (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime India Pvt. Ltd., if not registered with the Company as mandated by SEBI.

    (b) are requested to register / update their e-mail address with the Company / Link Intime India Pvt. Ltd. for receiving all communications from the Company electronically.

17. Members holding shares in electronic mode:

    (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.

    (b) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

18. Non-Resident Indian members are requested to inform Link Intime India Pvt. Ltd. / respective DPs, immediately of:

    (a) Change in their residential status on return to India for permanent settlement.
    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

19. Voting through electronic means:

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on Resolutions proposed to be considered at the 31st AGM by electronic means known as remote e-voting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL). The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting.

Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

The instructions for members for Remote e-voting electronically are as under:-

(i) The voting period begins on 26th September, 2019 at 10.00 am and ends on 29th September, 2019, at 5.00 pm. 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 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders/Members.

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Mahamaya Steel Industries Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the 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.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. Mr. Nitesh Jain, A Practicing Company Secretary, C.P. No. 9273, Membership No. 8216 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

III. The Chairman shall, at the AGM at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

IV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

V. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz. www.mahamayagroup.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

Details of Director seeking re-appointment

Disclosure required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 in respect of Directors seeking reappointment:

Name of the Director	Mrs. Rekha Agrawal	Mr. Uday Raj Singhania	Mr. Rajesh Lunia
Director Identification Number (DIN)	00597156	02465416	08441126
Nature of Directorship	Executive Non-Independent Director	Non Executive Independent Director	Non Executive Independent Director
Date of Birth / Age	22.03.1973	24.05.1988	11.08.1967
Nationality	Indian	Indian	Indian
Date of Appointment on Board	19.06.2014	22.09.2018	04.05.2019
Qualification	B.Sc	CA	B.Com
Nature of Expertise	Mrs. Rekha Agrawal is having an experience of more than 15 years in General Administration	Mr. Udayraj Singhania has more than 7 years of experience in the field of accountancy, auditing, and finance. He possess outstanding exposure as a Practicing Chartered Accountant with various prominent groups of varied industries.	Mr. Rajesh Lunia has 9 years of experience in Marketing & more than 18 years of experience in Auto Finance Industry. He has worked with many big Organizations Citi Bank, AXIS, HDFC, YES Bank
Terms and conditions of appointment/ re-appointment	Executive Non-Independent, liable to retire by rotation.	Non Executive Independent Director for a period of 5 years not liable to retire by rotation.	Non Executive Independent Director for a period of 5 years not liable to retire by rotation.
Remuneration last drawn (2018-19)	Details of remuneration is provided in Report of Corporate Governance forming a apart of Annual Report for the FY 2018-19		
Number of Meetings of the Board attended during the year (i e F.Y. 2018-19)	12 out of 12 Board meetings, the details of the same, is morefully described in the Corporate Governance Report which forms part of the Annual Report	6 out of 6 Board meetings The details of the same, is morefully described in the Corporate Governance Report which forms part of the Annual Report	None*
****Directorships held in other Public Companies**	Abhishek Steel Industries Limited	Abhishek Steel Industries Limited	Abhishek Steel Industries Limited
*****Memberships/ Chairmanships of Committees in other Public**	NIL	Chairmanship in Audit Committee of Abhishek Steel Industries Limited	Membership in Audit Committee of Abhishek Steel Industries Limited
No. of Shares held in the Company	1977477	NIL	NIL
Relationship with other Directors & KMP of the Company	Mrs. Rekha Agrwal is Wife of Mr. Rajesh Agrawal Managing Director of the Company.	None	None

* Appointed as an Additional Director (Independent) w.e.f. 04.05.2019

** Directorships in Private Limited Companies are excluded.

*** Membership and Chairmanship of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The statement pursuant to Section 102(1) of the Companies Act, 2013 for Item Nos. 3 to 7 of the accompanying notice is as under:

ITEM NO. 3

The Board of Directors of the Company at its meeting held on 22nd September, 2018 on the recommendation of Nomination and Remuneration Committee, appointed Mr. Uday Raj Singhania, aged 31years (DIN: 02465416) as an Additional Director and also an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years with effect from 22nd September, 2018 , subject to approval of the shareholders of the Company.

He is entitled to hold office up to the conclusion of the ensuing Annual General Meeting.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Uday Raj Singhania for appointment as Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has also received declaration from him that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board of Directors considered the matter of his appointment and felt that his continued association would be of immense benefit to the Company and proposed his appointment as Independent Director under Section 149 of the Act to hold office for a term of five consecutive years commencing from 22nd September, 2018 to 21st September, 2023 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto. In the opinion of the Board, he fulfill conditions of appointment as Independent Director as specified in the Act and the Listing Regulation.

Brief particulars of the Director, such as his educational and professional qualifications, nature of the working experience, name(s) of the companies in which he hold directorships, memberships and chairmanships in various Committees, his shareholding in the Company, relationship between director inter-se are provided by way of Annexure to the Notice. This statement may also be regarded as a disclosure under Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Copy of the draft letter for appointment of the aforesaid director as Independent Director, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day between 11.00 a.m. to 5.00 p.m. upto the date of the AGM.

Mr. Uday Raj Singhania is interested in the resolution with regard to his appointment. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 3 to the shareholders for their approval.

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 4th May, 2019 on the recommendation of Nomination and Remuneration Committee, appointed Mr. Rajesh Lunia, aged 52 years (DIN: 08441126) as an Additional Director and also an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years with effect from 4th May, 2019, subject to approval of the shareholders of the Company.

He is entitled to hold office up to the conclusion of the ensuing Annual General Meeting.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Rajesh Lunia for appointment as Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has also received declaration from him that he meet with the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

The Board of Directors considered the matter of his appointment and felt that his continued association would be of immense benefit to the Company and proposed his appointment as Independent Director under Section 149 of the Act to hold office for a term of five consecutive years commencing from 4th May, 2019 to 3rd May, 2024 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines thereto. In the opinion of the Board, he fulfill conditions of appointment as Independent Director as specified in the Act and the Listing Regulation.

Brief particulars of the Director, such as his educational and professional qualifications, nature of the working experience, name(s) of the companies in which he hold directorships, memberships and chairmanships in various Committees, his shareholding in the Company, relationship between director inter-se are provided by way of Annexure to the Notice. This statement may also be regarded as a disclosure under Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Copy of the draft letter for appointment of the aforesaid director as Independent Director, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day between 11.00 a.m. to 5.00 p.m. upto the date of the AGM.

Mr. Rajesh Lunia is interested in the resolution with regard to his appointment. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item No. 4 to the shareholders for their approval.

ITEM NO. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 4th May, 2019, has considered and approved the appointment of M/s Sanat Joshi & Associates, Cost Accountants (Firm Registration no. 000506), Cost Auditors of the Company, for the financial year 2019-20 at a remuneration of Rs. 35,000/- (Rupees Thirty Five Thousand Only) including out of pocket expenses if any plus GST as applicable.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in this resolution.

The Board recommends the resolution set out at Item No. 5 to the shareholders for their approval.

ITEM NO. 6

The remuneration of Mr. Rajesh Agrawal, Managing Director and Mrs. Rekha Agrawal Executive Director Promoters of the Company was approved by the Shareholders by passing a Special Resolution on 29th September, 2015. Regulation 17(6)(e) was inserted in the Listing Regulations vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effective from April 1, 2019. The said regulation prescribe that the fee or compensation payable to all the Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the Shareholders by special resolution in general meeting, if -

i) the annual remuneration payable to such Executive Director exceeds rupees 5 crores or 2.5% of the net profits of the listed entity, whichever is higher; or

ii) where there is more than one such director, the aggregate annual remuneration to such Directors exceeds 5% of the net profits of the listed entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Mr. Rajesh Agrawal, Managing Director and, Mrs. Rekha Agrawal Executive Director are promoters of the Company and their aggregate annual remuneration exceeds 5% of the net profits of the Company. In order to comply with the requirement of Regulation 17(6)(e) of the listing regulations and on recommendation of Nomination and Remuneration Committee, Board of Directors is seeking to take members' approval by way of Special Resolution for paying remuneration at the same levels as paid during the financial year 2018- 2019, to both the directors up to 31st March, 2020, which was already approved by the members by passing a Special Resolution on 29th September, 2017.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Rajesh Agrawal, Mrs. Rekha Agrawal and their relatives is concerned or interested in the Special Resolution set out at Item No. 6.

The Board recommends the resolution set out at Item No. 6 to the shareholders for their approval.

ITEM NO. 7

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board Pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 all material related party transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transactions or not.

Thus Approval is required from the Shareholders for the following Contracts/transactions to be entered in to with Abhishek Steel Industries Limited, Shree Shyam Sponge & Power Limited, Devi Iron & Power Private Limited, and Rajesh Agrawal HUF (Related Parties).

(A) Sale, Purchase & Services to be received from Abhishek Steel Industries Limited (Limit of Rs. 250 Crore from 30th September, 2019 till 30th September, 2020)

d) Purchase and Sale of Blooms, Billets, Sponge Iron, Pig Iron, End Cutting, Joist, Channel, M.S. Angle, Scrap, Coal or any other goods.
e) Conversion of Blooms and Billets in to Steel Structures.
f) All other types of services to be received in connection with the business of the Company.

(B) Sale and Purchases to be done with Devi Iron & Power Private Limited (Limit of Rs. 150 Crore from 30th September, 2019 till 30th September, 2020)

c) Purchase of Blooms, Billets, Sponge Iron, Pig Iron, End Cutting, Scrap, Coal or any other goods.
d) Sale of Coal or any other goods

(C) Sale and Purchases to be done with Shree Shyam Sponge & Power Limited (Limit of Rs. 100 Crore from 30th September, 2019 till 30th September, 2020)

a) Purchase of Blooms, Billets, Sponge Iron, Pig Iron, End Cutting, Scrap, Coal or any other goods.
b) Sale of Coal or any other goods.

(D) Transportation Services to be received from Rajesh Agrawal HUF (Limit of Rs. 5 Crore 30th September, 2019 till 30th September, 2020)

Transportation Services to be received from Rajesh Agrawal HUF

The Particulars of the transaction pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188 of the Companies Act, 2013 are as under:

Related Party transaction with Abhishek Steel Industries Limited

1) Name of the Related Party: Abhishek Steel Industries Limited.
2) Name of the Director or Key Managerial Personnel who is related: Mr. Rajesh Agrawal, Managing Director and Mrs. Rekha Agrawal, Director.
3) Nature of Relationship: Mr. Rajesh Agrawal and Mrs. Rekha Agrawal are common Directors and shareholders in Abhishek Steel Industries Limited and the Company.

Relative

Mr. Ramanand Agrawal(relative of Mr. Rajesh Agrawal and Mrs. Rekha Agrawal) is Director in Abhishek Steel Industries Limited and common shareholder in Abhishek Steel Industries Limited and the Company.

4) Nature, Material terms, Monetory Value and particulars of the Contract or arrangement: All the Contracts/transactions are at best negotiated terms/market price.
5) Any other information relevant or important for the members to take decision on the proposed resolution - None.

Related Party transaction with Devi Iron & Power Private Limited

1) Name of the Related Party: Devi Iron & Power Private Limited.
2) Name of the Director or Key Managerial Personnel who is related: Mr. Rajesh Agrawal, Managing Director and Mrs. Rekha Agrawal, Director.
3) Nature of Relationship: Mr. Rajesh Agrawal is common director and shareholder in both the Companies, Mrs Rekha Agrawal is common shareholder in Devi Iron & Power Private Limited and the Company.

Relative

Mr. Ramanand Agrawal(relative of Mr. Rajesh Agrawal and Mrs. Rekha Agrawal) is Director in Devi Iron & Power Private Limited and common shareholder in Devi Iron & Power Private Limited and the Company.

4) Nature, Material terms, Monetory Value and particulars of the Contract or arrangement: All the Contracts/transactions are at best negotiated terms/market price.
5) Any other information relevant or important for the members to take decision on the proposed resolution – None.

Related Party transaction with Shree Shyam Sponge & Power Limited

1) Name of the Related Party: Shree Shyam Sponge & Power Limited.
2) Name of the Director or Key Managerial Personnel who is related: Mr. Rajesh Agrawal, Managing Director and Mrs. Rekha Agrawal, Director.
3) Nature of Relationship: Mr. Rajesh Agrawal and Mrs Rekha Agrawal are common shareholder in Shree Shyam Sponge & Power Limited and the Company.

Relative

Mr. Ramanand Agrawal(relative of Mr. Rajesh Agrawal and Mrs. Rekha Agrawal) is Director in Shree Shyam Sponge & Power Limited and common shareholder in Shree Shyam Sponge & Power Limited and the Company.

4) Nature, Material terms, Monetory Value and particulars of the Contract or arrangement: All the Contracts/transactions are at best negotiated terms/market price.
5) Any other information relevant or important for the members to take decision on the proposed resolution – None.

Related Party transaction with Rajesh Agrawal HUF

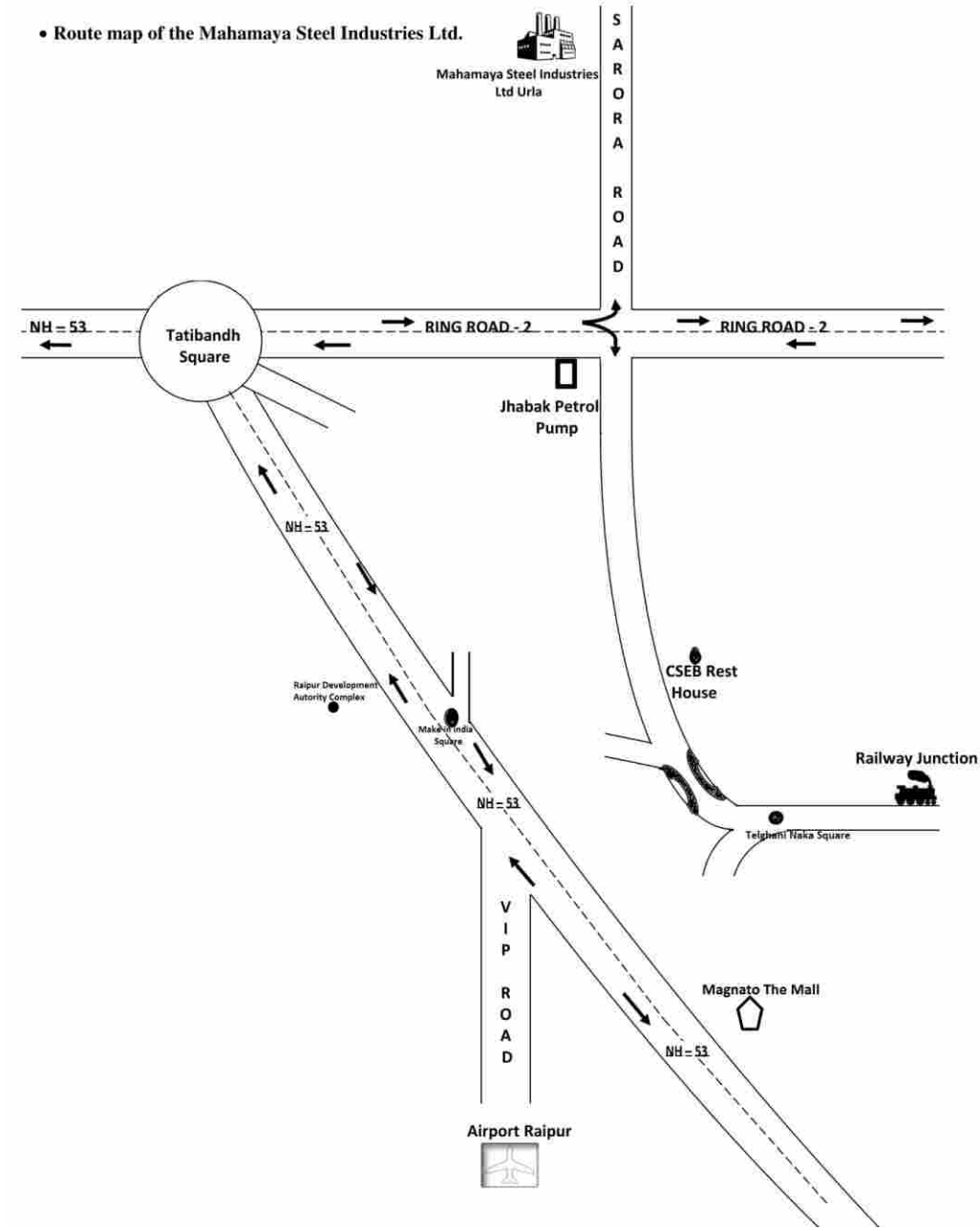
1) Name of the Related Party: Rajesh Agrawal HUF.
2) Name of the Director or Key Managerial Personnel who is related: Mr. Rajesh Agrawal, Managing Director and Mrs. Rekha Agrawal, Director.
3) Nature of Relationship: Mr. Rajesh Agrawal is Director of the Company is Karta of Rajesh Agrawal HUF and Mrs Rekha Agrawal relative of Mr. Rajesh Agrawal.
4) Nature, Material terms, Monetory Value and particulars of the Contract or arrangement: All the Contracts/transactions are at best negotiated terms/market price.
5) Any other information relevant or important for the members to take decision on the proposed resolution – None.

The Board, therefore recommends the Special Resolution set out in Item No. 7.

Place: Raipur
Date: 5th September, 2019

By Order of the Board

Rajesh Agrawal
Managing Director


• Route map of the Mahamaya Steel Industries Ltd.
Mahamaya Steel Industries Ltd Urla
S A R O R A R O A D
NH – 53
Tatibandh Square
RING ROAD - 2
RING ROAD - 2
Jhabak Petrol Pump
NH – 53
CSEB Rest House
Raipur Development Autority Complex
Make in India Square
Railway Junction
NH – 53
Teighani Naka Square
V I P R O A D
Magnato The Mall
NH – 53
Airport Raipur

Notes

Notes

MAHAMAYA STEEL INDUSTRIES LIMITED

Regd. Office: B/8-9, Sector - C, Urla Industrial Area, Sarora, Raipur - 493 221, Chhattisgarh
Telephone: +91 771 4910058, **Fax No.:** +91 771 4006611
E-mail: cs@mahamayagroup.in, **Website:** www.mahamayagroup.in
(**CIN:** L27107CT1988PLC004607)

ATTENDANCE SLIP
PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE

Name of Shareholder(s) or Proxy (In Block Letters) …….....….....

Registered Folio No./ DP ID & Client ID No…….....

No. of Shares held…….....……..

I / We, hereby record my / our attendance at the 31st Annual General Meeting of the Company being held at B/8-9, Sector-C, Urla Industrial Area, Sarora, Raipur - 493 221, Chhattisgarh on Monday, 30th September, 2019 at 11.00 am

Signature of Shareholder or Proxy …….....…….....……

ELECTRONIC VOTING PARTICULARS :

EVSN	User ID	Password
190828007	Please refer to Note No. 19 of Notice	

MAHAMAYA STEEL INDUSTRIES LIMITED

Regd. Office: B/8-9, Sector - C, Urla Industrial Area, Sarora, Raipur - 493 221, Chhattisgarh
Telephone: +91 771 4910058, **Fax No.:** +91 771 4006611
E-mail: cs@mahamayagroup.in, **Website:** www.mahamayagroup.in
(**CIN:** L27107CT1988PLC004607)

Registration of e-mail address for future communication

Name of Shareholder(s) (In Block Letters) …….....…….....

Registered Address …….....…….....…….....

E-mail Id …….....…….....…….....

Registered Folio No./ DP ID & Client ID No …….....…….....…….....

Signature of Shareholder(s) …….....…….....…….....

MAHAMAYA STEEL INDUSTRIES LIMITED

Regd. Office: B/8-9, Sector - C, Urla Industrial Area, Sarora, Raipur - 493 221, Chhattisgarh
Telephone: +91 771 4910058, **Fax No.:** +91 771 4006611
E-mail: cs@mahamayagroup.in, **Website:** www.mahamayagroup.in
(**CIN:** L27107CT1988PLC004607)

PROXY FORM
Form MGT-11

[Pursuant to this Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Share holder (s) (In Block Letters)…….....…….....……...

Registered Address…….....…….....……...

E-mail Id…….....…….....……

Registered Folio No. / DP ID & Client ID No…….....…….....……...

I/We being the member(s) of …….....…….shares of Mahamaya Steel Industries Limited, hereby appoint:

1) Name:…….....……..... ...… Address…….....……

Email ID:…….....……..... Signature…….....……

or failing him/her

2) Name:…….....……..... ...… Address…….....……

Email ID:…….....……..... Signature…….....……

or failing him/her

3) Name:…….....……..... ...… Address…….....……

Email ID:…….....……..... Signature…….....……

or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 11.00 am at B/8-9, Sector - C, Urla Industrial Area, Sarora, Raipur - 493 221, Chhattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Description	Type of Resolution	For	Against
ORDINARY BUSINESS			
1. Adoption of Financial Statement including the Consolidated Financial Statements for the year ended March 31, 2019	Ordinary		
2. Appointment of Mrs. Rekha Agrawal, Director of the Company who retires by rotation.	Ordinary		
SPECIAL BUSINESS			
3. Appointment of Mr. Uday Raj Singhania as a Non Executive Independent Director of the Company.	Ordinary		
4. Appointment of Mr. Rajesh Lunia as a Non Executive Independent Director of the Company.	Ordinary		
5. Ratification of Remuneration payable to M/s Sanat Joshi & Associates, Cost Auditors of the Company.	Ordinary		
6. Continuation of payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018.	Special		
7. Approval of Related Party Transactions	Special		

Signed this….....… day of….....2019

Signature of Shareholder(s) .....

Signature of Proxy holder(s) .....

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.