

MAHAMAYA

ISO 9001 : 2008



EOGM NOTICE

MAHAMAYA STEEL INDUSTRIES LIMITED



MAHAMAYA STEEL INDUSTRIES LIMITED

Regd. Office: B/8-9, Sector – C, Sarora, Urla Industrial Complex, Raipur – 493 221, Chhattisgarh

Telephone: +91 771 4910058, **Fax No.:** +91 771 4006611

Email: cs@mahamayagroup.in, **Website:** www.mahamayagroup.in

(CIN: L27107CT1988PLC004607)

EXTRA ORDINARY GENERAL MEETING NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Mahamaya Steel Industries Limited will be held on Monday, the 30th April, 2018 at -11 a.m. at the Registered Office of the Company situated at B/8-9, Sector- C, Sarora, Urla Industrial Complex, Raipur-493 221, Chhattisgarh to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1: RECLASSIFICATION OF PERSONS/ENTITIES FORMING PART OF THE PROMOTER GROUP FROM 'PROMOTER & PROMOTER GROUP CATEGORY' TO 'PUBLIC CATEGORY'

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

“RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons/entities (hereinafter individually and jointly referred to as the 'applicants') forming part of the Promoter Group from 'Promoter & Promoter Group Category' to 'Public Category'.

Name of the Shareholders	No of shares held	% of the paid up capital
Anand Kumar Agrawal HUF	50,000	0.37
Nitin Agrawal	15,000	0.11
Neha Agrawal	4,699	0.03
Ravi Agrawal	20,000	0.15
TOTAL	89,699	0.66

RESOLVED FURTHER THAT re-classification of promoter as public shareholders shall be subject to the following conditions:

- a) Such promoter shall not directly or indirectly exercise control over the affairs of the entity.
- b) Increase in the level of public shareholding pursuant to re-classification of promoter shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of Regulation 38 of SEBI(LODR) Regulations, 2015 .
- c) The event of re-classification shall be disclosed to the stock exchange as a material event in accordance with the provisions of these regulations.
- d) Board may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its person acting in concert.

RESOLVED FURTHER THAT after such reclassification following shall be the Promoters of the Company

Name of the Shareholders	No of shares held	% of the paid up capital
Ramanand Agrawal	25,40,370	18.72
Rajesh Agrawal	17,54,510	12.93
Rekha Agrawal	8,95,395	6.60
Ramanand Agrawal HUF	7,94,700	5.86
Rajesh Agrawal HUF	6,98,047	5.14
Abhishek Steel Industries Limited	13,49,000	9.94
Adept IT Solutions Private Limited	6,36,000	4.69
JSR Networks Private Limited	6,00,000	4.42
TOTAL	92,68,022	68.30

RESOLVED FURTHER THAT on approval of the SEBI Board/ Stock Exchanges upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or the Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to the SEBI Board, Stock Exchanges wherein the securities of the company are listed or any other regulatory body as may be required and to take such steps expedient or desirable to give effect to this resolution.

**By Order of the Board of Directors
For Mahamaya Steel Industries Limited,**

Sd/-
**Jaswinder Kaur Mission
Company Secretary & Compliance Officer**

Place : Chhattisgarh

Dated : 4th April, 2018

Notes :

1. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto.
2. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself /herself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
3. 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 authorising their representative to attend and vote on their behalf at the Meeting.
4. The Members are requested to notify any change in their address, email id, nominations under the signature of the registered holder(s) to the Company's Registrars and Share Transfer Agent M/S Link Intime India Private Limited, Unit: - **Mahamaya Steel Industries Limited**, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400 083, Maharashtra and to the Depository Participants in respect of shares held in electronic form.
5. Members/proxies should bring their copies of the Notice, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
6. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto and forming part of this Notice.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.mahamayagroup.in for their download. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Monday, 30th April, 2018. For any communication, the shareholders may also send requests to the Company's investor email id: cs@mahamayagroup.in

10. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by Central Depository Services (I) Limited (CDSL).

- i. The voting period begins on Wednesday, the 25th April, 2018 at 9.00 a.m. and ends on Sunday, the 29th April, 2018, at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd April, 2018 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.
- 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 digits 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 the relevant <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 Corporate.
 - 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 favor 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

11. Mr. Nitesh Jain, 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.
12. The Chairman shall, at the EOGM at the end of discussion on the resolution 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 EOGM but have not cast their votes by availing the remote e-voting facility.
13. The Scrutinizer shall after the conclusion of voting at the EOGM, will count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of EOGM, 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.
14. 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 the 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.

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

Item 1

Regulation 31A of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 (hereinafter referred to “Listing Regulations, 2015”, effective from December, 2015 has provided a regulatory mechanism for re-classification of Promoters as Public shareholders subject to fulfillment of conditions as provided therein.

In this regard, the Company received applications from the following promoter group person/entities pursuant to Regulations, 31 A of the Listing Regulations, 2015 re re-classifying them under the Public Category since their names have been included as a part of the Promoter group.

Mr. Anand Kumar Agrawal Karta of Anand Kumar Agrawal HUF is Brother in Law of Mr. Rajesh Agrawal Managing Director of the Company and Mr. Nitin Agrawal and Mr. Ravi Agrawal are nephew of Mr. Rajesh Agrawal and Mrs. Neha Agrawal is neice of Mr. Rajesh Agrawal.

They are not forming part of immediate relatives as per the definition of Promoter Group as provided in Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Name of applicants classified Under Promoter Group Category	No of shares held	% of the paid up capital
Anand Kumar Agrawal HUF	50,000	0.37
Nitin Agrawal	15,000	0.11
Neha Agrawal	4,699	0.03
Ravi Agrawal	20,000	0.15
TOTAL	89,699	0.66

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly whatsoever with any activity of the Company. Further the other persons/corporate in the Promoter Group of the Company do not have any control over the affairs and decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly exercise control, over the affairs of the Company. They are also not holding any post of Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal; arrangements with the company or Promoters or any person/corporate in the Promoter Group. Also Mr. the Promoters have no interest in the profession/ business being carried on by these Applicants.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, 2015 the Board of Directors of the Company at their meeting held on 12th February, 2018, have approved the applications for reclassification received by the Company as above from Promoter group category to Public category subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchange based on declaration received from the aforesaid persons/entities.

None of the concerned persons/entities, acting individually and in concert, directly or indirectly exercise control over the management and affairs of the Company. Their shareholding along with persons acting in concert does not exceed 1 % of the total share capital of the Company.

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on the date of the notice fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the Public Shareholding to achieve compliance with the minimum public shareholding requirement.

Your Directors recommend the passing of the Resolution as a Special Resolution.

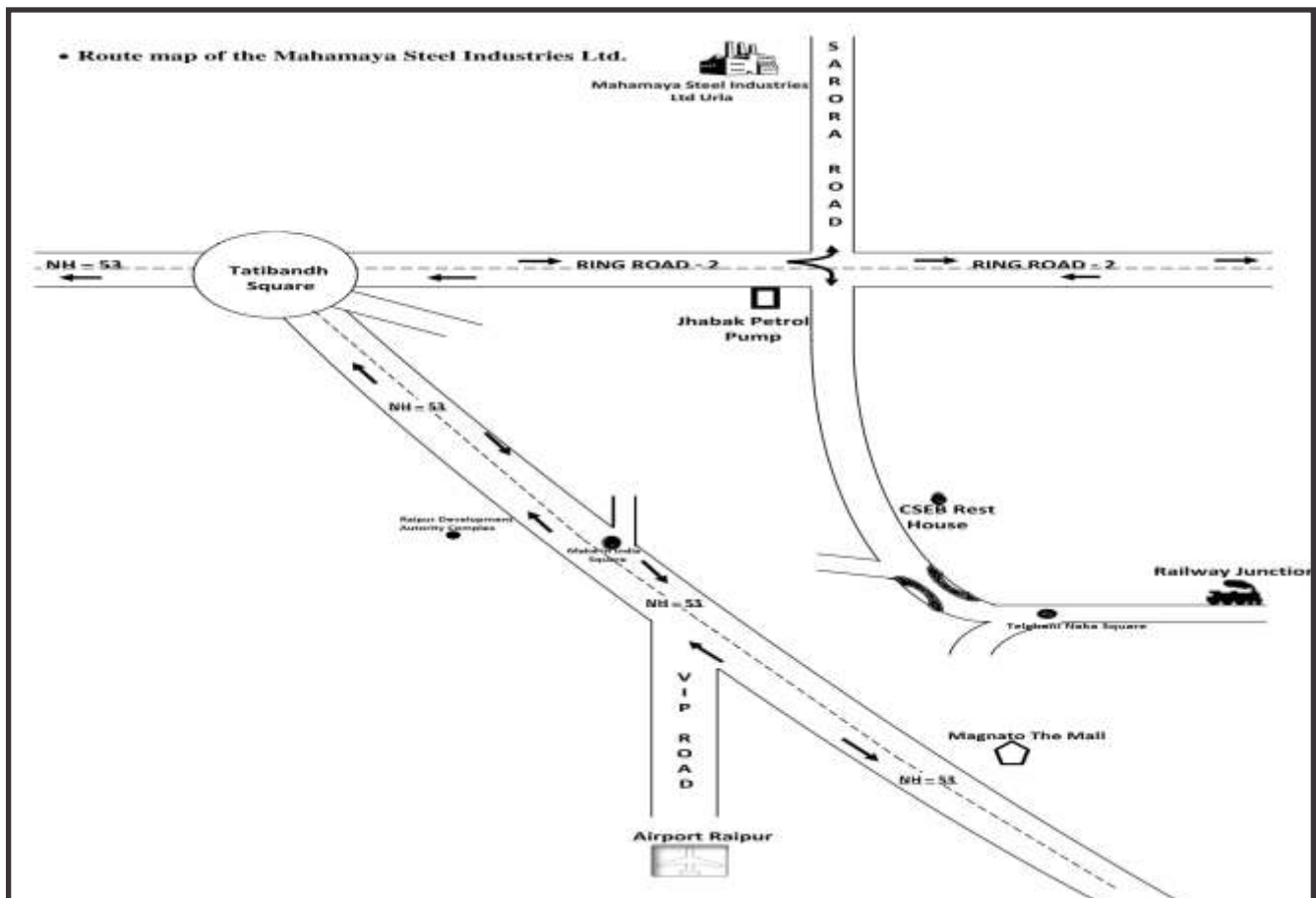
None of the Directors or Key Managerial Personnel of the Company or their relatives is in anyway concerned or interested in this Resolution.

**By Order of the Board of Directors
For Mahamaya Steel Industries Limited,**

**Sd/-
Jaswinder Kaur Mission
Company Secretary & Compliance Officer**

Place: Chhattisgarh

Dated: 4th April, 2018





MAHAMAYA STEEL INDUSTRIES LIMITED

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(CIN: L27107CT1988PLC004607)

Proxy Form

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

Name of the Member (s): Registered address :		E-mail id : Folio No./*Client Id : *DP Id :	
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I/We, being the member(s) holding _____ shares of Mahamaya Steel Industries Limited Services Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, the 30th April, 2018 at 11 a.m. at B/8-9, Sector-C, Sarora, Urla Industrial Complex, Raipur- 493 221, Chhattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Item No.	Resolutions	Type of Resolution	For	Against
1	Reclassification of persons/entities forming part of the promoter group from 'promoter & promoter group category' to 'public category'	Special		

Signed this ----- day of _____ 2018

Signature of Shareholder

Signature of first Proxy Holder

Signature of Second Proxy Holder

Signature of third Proxy Holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% 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.

** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

(5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

(6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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Email: cs@mahamayagroup.in, **Website:** www.mahamayagroup.in
(CIN: L27107CT1988PLC004607)

Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER :

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 30th April, 2018 at 11 a.m. at B/8-9, Sector-C, Sarora, Urla Industrial Complex, Raipur- 493 221, Chhattisgarh

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the EOGM Notice for reference at the Meeting.

Signature of Shareholder/Proxy

(*)Applicable only in case of investors holding shares in Electronic Form.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
180329001	Please refer to Note No. 10 of Notice	
