

MARYADA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY LIMITED

CIN: U65993DL1982PLC013738

Regd. Off.: C-9 / 9375, Ground Floor, Vasant Kunj, New Delhi - 110070

NOTICE TO THE 35th ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of the Members of the Company will be held on **Friday, 29th September, 2017** at 11:00 A.M. at the registered office of the Company at C-9/9375, Ground Floor, Vasant Kunj, New Delhi - 110070 to transact the following business:

Ordinary Business

Item no. 1: Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2017, including the audited balance sheet as at 31st March 2017 and Statement of Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors' thereon.

Item no. 2: Appointment of Auditors

To appoint the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"Resolved That pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Rajesh Suresh Jain & Associates, Chartered Accountants (Firm Registration No. 017163N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses."

Special business

Item no. 3: Appointment of Mrs. Ritu Sobti as an Independent Women Director of the Company

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

"RESOLVED THAT pursuant to section 149(1) & 149(6) and Schedule IV of the Companies Act, 2013 refer to Companies (Directors Appointment & Qualification) Rules, 2014, Mrs. Ritu Sobti (holding a valid DIN-07928788), who was appointed as an Additional Woman Director in the Company, w.e.f 04.09.2017, and whose term of office expires at this Annual General Meeting is not disqualified for being appointed as an Independent Director of the company in term of the section 164 of the Companies Act, 2013 or any other applicable provisions and had given his consent to for appointment as an Independent Director be and is hereby appointed as Independent Director of the company for the period of 5 years with effect from 04.09.2017."

"RESOLVED FURTHER that as per the provision of section 149(6) of the Companies Act, 2013 Mrs. Ritu Sobti is appointed for the period of 5 years, as an Independent Director of the Company is not eligible for Retire by rotation.

RESOLVED FURTHER THAT Mr. Pawan Kumar Aggarwal, Director of the Company (DIN: 00079230) be and is hereby authorized, empowered, instructed and directed to digitally sign all the necessary forms and documents to be filed with the office of the Registrar of Companies and also to do all such other acts, things, deeds, matters as may be required or necessary for the purpose of giving effect to above resolution.

Item no. 4: Appointment of Mr. Kuldip Sharma as Independent Director of the Company

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), Mr. Kuldip Sharma (DIN: 06746475), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective September 04, 2017 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, 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. Kuldip Sharma (DIN: 06746475), as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from 04-09-2017, and the term shall not be subject to retirement by rotation;

RESOLVED FURTHER THAT Mr. Pawan Kumar Aggarwal, Director of the Company (DIN: 00079230) be and is hereby authorized, empowered, instructed and directed to digitally sign all the necessary forms and documents to be filed with the office of the Registrar of Companies and also to do all such other acts, things, deeds, matters as may be required or necessary for the purpose of giving effect to above resolution.

For and on Behalf of the Board
For Maryada Commercial Enterprises
and Investment Company Limited


Pawan Kumar Aggarwal
Director
DIN: 00079230

Date: 04th September, 2017

Place: New Delhi

NOTES:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- b. **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**
- c. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- d. Corporate Members: Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- e. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- f. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- g. Queries at the Annual General Meeting: Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- h. Book Closure: The Register of Members and Share Transfer Books of the Company will remain from Saturday, 23rd of September, 2017 to Friday, 29th September, 2017 for the purpose of the Annual General Meeting.
- i. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s. Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi - 110 020.
- j. The Securities and Exchange Board of India (SEBI) has mandated the submission of the 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 shall submit their PAN details to the Company.
- k. The Notice of AGM, Annual Report and Attendance Slip are being sent in physical form to all the members at their address registered with the Company.
- l. **Process and manner for Members opting for e-voting are as under:**
 - i. In compliance with provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM 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 AGM ("remote e-voting") will be provided by Central Depository Services Ltd. (CDSL).

Members are provided with the facility for voting either through electronic voting system or polling paper at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting. Resolution(s) passed by Members through Polling Paper (at the place of AGM) and e-voting is / are deemed to have been passed as if they have been passed at the AGM.
 - ii. Members who have cast their vote by remote e-voting prior to the AGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.
 - iii. Members can opt for only one mode of voting, i.e., either by e-voting or Polling Paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Polling paper shall be treated as invalid.
 - iv. The remote e-voting period commences on Monday, 25th September, 2017 (9:00 a.m. IST) and ends on Thursday, 28th September, 2017 (5:00 p.m. IST). Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 22nd September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

v. The process and manner for remote e-voting are as under:

- a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- b. Click on Shareholders Tab.
- c. Now Enter your User ID
 - ✓ For CDSL: 16 digits beneficiary ID,
 - ✓ For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - ✓ Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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.
- f. 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) <ul style="list-style-type: none">• 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.
Dividend Bank details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If 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 (c).

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. 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.

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for MARYADA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY LIMITED.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Note for Non-individual Shareholders & Custodians:
 - ✓ Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodian respectively.
 - ✓ 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 they have to create a compliance user using the admin login and password. The Compliance user should link the account(s) for which they wish to vote on.
 - ✓ The list of Accounts 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.
- vi. 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.
- vii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
- viii. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- ix. M/s Ravi Shankar & Associates, Company Secretaries, Delhi has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
- x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "remote e-voting" or "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.

- xi. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting 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 from 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xii. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.maryadainvestment.in immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed.

For and on Behalf of the Board
For Maryada Commercial Enterprises
and Investment Company Limited

Date: 04th September, 2017

Place: New Delhi

Pawan Kumar Aggarwal
Director
DIN: 00079230

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI), INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE- APPOINTED/ APPOINTED UNDER ITEM NO.03 & 04 IS FURNISHED AS BELOW(ANNEXURE-I):

ITEM NO. 04

Name of Director	Mrs. Ritu Sobti
Date of Birth	17.09.1969
Date of First Appointment	04.09.2017
No. of Equity Shares held (face value of ₹ 2 each)	NIL
Qualification	Lib
Nature of Expertise	She is Law Graduate and looks after the legal affairs of the company.
Relationship with other Director(s)	None
Name of Listed Companies in which he holds Directorship	Maryada Commercial Enterprises and Investment Company Limited (w.e.f. 04.09.2017)

Name of Committees of Listed Companies in which he is Chairman/Member	Not Applicable
Number of Meetings of the Board attended during the FY 2016-17	Not Applicable

ITEM NO. 04

Name of Director	Mr. Kuldip Sharma
Date of Birth	29.03.1952
Date of First Appointment	04.09.2017
No. of Equity Shares held (face value of ₹ 2 each)	NIL
Qualification	B.Tech
Nature of Expertise	He is Btech Graduate and looks after the management of the Company
Relationship with other Director(s)	None
Name of Listed Companies in which he holds Directorship	Maryada Commercial Enterprises and Investment Company Limited (w.e.f. 04.09.2017)
Name of Committees of Listed Companies in which he is Chairman/Member	Not Applicable
Number of Meetings of the Board attended during the FY 2016-17	Not Applicable

Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice

Item no 3 & 4

Mrs. Ritu Sobti (DIN- 07928788) and Mr. Kuldip Sharma (DIN: 06746475) were appointed as Additional (Independent) Directors of the Company w.e.f. 04/09/2017. In terms of Section 161 of the Companies Act 2013, they hold office up to the date of this AGM but are eligible for the appointment as Director. They have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act.

It is proposed to appoint Mrs. Ritu Sobti (DIN- 07928788) as independent women director under section 149 of the Act and Regulation 25 of the Listing Regulations to hold office for 5 (Five) consecutive years for a term up to the conclusion of 40th Annual General Meeting of the company in the calendar year 2022.

It is proposed to appoint Mr. Kuldip Sharma (DIN: 06746475) as independent director under section 149 of the Act and Regulation 25 of the Listing Regulations to hold office for 5 (Five) consecutive years for a term up to the conclusion of 40th Annual General Meeting of the company in the calendar year 2022.

The company has also received declarations from Mrs. Ritu Sobti and Mr. Kuldip Sharma that they meet with the criteria of independence as prescribed under sub section (6) of section 149 of the Companies Act.

In the opinion of the Board, Mrs. Ritu Sobti and Mr. Kuldip Sharma fulfil the conditions for appointment as independent directors as specified in the Act and the Listing Regulations.

Brief resume of Mrs. Ritu Sobti and Mr. Kuldip Sharma, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of Board committees, shareholding as stipulated in annexed herewith.

None of the directors or Key managerial personnel or their relative is deemed to be concerned or interested in the resolution except Mrs. Ritu Sobti and Mr. Kuldip Sharma themselves in their respective resolution.

**For and on Behalf of the Board
For Maryada Commercial Enterprises
and Investment Company Limited**

Date: 04th September 2017

Place: New Delhi


**Pawan Kumar Aggarwal
Director
DIN: 00079230**

MARYADA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY LIMITED
CIN: U65993DL1982PLC013738
Regd. Off.: C-9 / 9375, Ground Floor, Vasant Kunj, New Delhi - 110070

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 Member:

Registered Address:

Regd. Folio No./ D.P. ID / Client ID:

E-mail Id:

I / WE, being a member(s) of _____ equity shares of the above named Company, hereby appoint

Name: _____ Email: _____

Address: _____

Signature: _____ or failing him/her

Name: _____ Email: _____

Address: _____

Signature: _____ or failing him/her

Name: _____ Email: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Friday, 29th day of September, 2017 at 11:00 A.M. at the registered office of the Company at C-9 / 9375, Ground Floor, Vasant Kunj, New Delhi - 110070:

Resolution number	Resolution
	Ordinary Business
1	Adoption of Financial Statements for the year ended March, 31 2017
2	Appointment of Statutory Auditors and authorize Board of Directors to fix their remuneration.
	Special Business
3	Appointment of Mrs. Ritu Sobti as an Independent Women Director of the Company
4	Appointment of Mr. Kuldip Sharma as Independent Director of the Company

Signed this ____ day of _____, 2017

Signature of shareholder

Signature of Proxy holder(s)

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.

MARYADA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY LIMITED
CIN: U65993DL1982PLC013738
Regd. Off.: C-9 / 9375, Ground Floor, Vasant Kunj, New Delhi - 110070

Attendance Slip for Attending Annual General Meeting

Name of Member:

Registered Address:

Regd. Folio No./ D.P. ID / Client ID:

No. of Shares held:

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held on Friday, 29th day of September, 2017 at 11:00 A.M. at the registered office of the Company at C – 9 / 9375, Ground Floor, Vasant Kunj, New Delhi - 110070.

.....
Member's / Proxy's Name in Block Letters

.....
Signature of Member/ Proxy

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

NOTE: IN CASE ANY SHAREHOLDER WISH TO CAST HIS/ HER VOTE THROUGH EVOTING, PLEASE REFERE TO THE DETAILS MENTIONED IN THE NOTICE OF THE ANNUAL GENERAL MEETING.