

MARYADA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY LIMITED

CIN: L65993DL1982PLC013738

Regd. Off.: 106, (1ST FLOOR), MADHUBAN TOWER, A-1, V.S. BLOCK, SHAKARPUR CROSSING, NEW DELHI – 110092

NOTICE TO THE 40TH ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting of the Members of the Company will be held on Friday, 30th September, 2022 at 03:30 P.M. at the registered office of the Company at 106, (1st Floor), Madhuban Tower, A-1, V.S. Block, Shakarpur Crossing, New Delhi – 110 092 through Video Conferencing / Other Audio Visual Means (VC / OAVM) 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, 2022, including the audited balance sheet as at 31st March 2022 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: Re-appointment of Statutory Auditor M/s Rajesh Suresh Jain & Associates for second term of five consecutive years

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Rajesh Suresh Jain & Associates, Chartered Accountants, having Firm Registration No. 017163N be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting to be held in the year 2027 to examine and audit the accounts of the Company, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS

Item no. 3: Appointment of Mr. Sunil Dutt Malhotra 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. Sunil Dutt Malhotra (DIN: 09724550), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective September 05, 2022 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. Sunil Dutt Malhotra (DIN: 09724550), 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 04-09-2022, and the term shall not be subject to retirement by rotation;

RESOLVED FURTHER THAT Mr. Sati Nath Das, Director of the Company 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: Re-appointment of Mrs. Ritu Sobti (DIN: 07928788) as an Independent Director (Category: Non-Executive) of the Company for the second term of five (5) consecutive years

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mrs. Ritu Sobti (**DIN: 07928788**) who was appointed as an Independent Director for a term of 5 (five) consecutive years commencing from 4th September, 2017 to 03rd September, 2022 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby re-appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation, to hold office for the second term of 5 (five) consecutive years with effect from September 4th, 2022 to September 3rd, 2027, on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and

things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

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

Date: 05th September, 2022

Place: New Delhi

**Sd/-
Sati Nath Das
Director
DIN: 03114586**

NOTES

- a. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021 and December 14, 2021, respectively followed by Circular No. 2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter referred to as “SEBI Circulars”) physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- b. Since this AGM is being held pursuant to the Circular issued by Ministry of Corporate Affairs having Circular No. 2/2022 dated May 05, 2022 read along with MCA circular dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021 and December 14, 2021 and SEBI circular dated May 13, 2022 this AGM is being held through VC / OAVM, where physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
- c. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
- e. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Skyline Financial Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- f. 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.
- g. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain Close from Saturday, 24th day of September, 2022 to Friday, 30th of September, 2022 for the purpose of the Annual General Meeting.
- h. 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.

- i. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 05, 2022 and May 13, 2022 respectively, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.maryadainvestment.in, websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India Limited at www.msei.in, and on the website of NSDL <https://www.evoting.nsdl.com>.
- 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 at its Registered Office or to the Registrar and Transfer Agents.
- k. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 2 to 4 are annexed hereto.
- l. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, are open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
- m. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- n. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Transfer Agent M/s. SKYINE FINANCIAL SERVICES PVT LTD., D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi, Delhi 110020, Ph:- 011 26812683, E-mail:- admin@skylinerta.com , website: www.skylinerta.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
- o. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited at the address mentioned in point No. (n).
- p. The Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and BSE Circular Ref. No. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated July 09, 2018, as modified by the Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandated that transfer of securities with effect from April 01, 2019 would be in dematerialized form only. Members holding shares in physical form are requested to

take necessary steps with their respective Depository Participants to dematerialize their physical shares.

- q. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
- r. The recorded transcript of the forthcoming AGM on September 30, 2022, shall also be made available on the website of the Company in the investor relation section, as soon as possible after the meeting is over.
- s. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONIC MEANS:

- (a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- (b) The remote e-voting period commences on Tuesday, September 27, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (c) The Board of Directors has appointed M/s Ravi Shankar & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- (d) The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM and make, not later than 2 working days of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

- (e) The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.maryadainvestment.in and on the website of NSDL <https://www.evoting.nsd.com> immediately. The Company shall simultaneously forward the results to Metropolitan Stock Exchange of India Limited where the shares of the Company are listed.
- (f) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (g) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (h) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@skylinerta.com However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- (i) The instructions for members for remote e-Voting are as under:

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

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

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>1. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>2. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>3. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login, through their depository participants.</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the</p>

	remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

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

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 1 2 * * * * * then your user ID is 12*****
c) For Members holding shares in Physical	EVEN Number followed by Folio Number registered with the Company.

Form.	For example if folio number is 1*** and EVEN is 122300 then user ID is 1223000000001, if folio number is B-1 then user id is 116700B000001.
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5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered with the depositories, for procuring user id and Password and for registration of email ID for e-Voting, please follow the steps mentioned below:

- a) In case shares are held in physical mode please send signed request with Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of PAN Card, self-attested copy of Aadhar Card by email to admin@skylinerta.com with subject line "UPDATION OF EMAIL ID OF MARAYDA COMMERCIAL ENTERPRISES AND INVESTMENT COMPANY LIMITED FOLIO NUMBER" (mention folio number).
- b) In case shares are held in demat mode, please update your email id with your depository participant and send scan copy of latest client by email admin@skylinerta.com.
- c) However, if you are an individual shareholder you can generate your password as explain above in e-voting instructions.
- d) In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2. How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting.

2. Select “EVEN” **122300** (e-voting even number) of “Maryada Commercial Enterprises and Investment Company Limited”;

3. Now you are ready for e-Voting as Cast Vote page opens;

4. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted;

5. Upon confirmation, the message “**Vote cast successfully**” will be displayed;

6. You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page

7. Once you have voted on the resolution, you will not be allowed to modify your vote;

General guidelines for shareholders

- For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at contact@csravi.in with a copy marked to evoting@nsdl.co.in. Members may contact Ms. Harshika Agrawal, Company Secretary and Compliance Officer for any grievances connected with electronic means / e-voting at the Registered Office of the Company at 106, 1st Floor, A-1, V.S. Block, Shakarpur Crossing, New Delhi - 110092.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

(j) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company’s AGM.

- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
- Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Members, who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 and our Registrar and Transfer Agent on admin@skylinerta.com / 011-2681 2683.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at mace11982@gmail.com before September 25, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

(k) Other Instructions:

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

For and on Behalf of the Board

**For Maryada Commercial Enterprises
and Investment Company Limited**

Date: 05th September, 2022

Place: New Delhi

**Sd/-
Sati Nath Das
Director
DIN: 03114586**

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

ITEM NO. 2:

The Members of the Company at the 35th Annual General Meeting ('AGM') held on September 29, 2017 approved the appointment of M/s Rajesh Suresh Jain & Associates, Chartered Accountants, (Firm Registration No. 017163N), as the Auditors of the Company for a period of Five (5) years from the conclusion of the said AGM. Accordingly, the auditors has completed their present term on conclusion of this AGM.

Pursuant to Section 139 of the Companies Act 2013, the Board of Directors based on the recommendation of the Audit Committee approved the re-appointment of M/s Rajesh Suresh Jain & Associates, Chartered Accountants, (Firm Registration No. 017163N), as the Statutory Auditors of the Company for 2nd term of Five (5) consecutive years on September 05, 2022.

If approved by the members, the appointment of M/s Rajesh Suresh Jain & Associates, Chartered Accountants as the Statutory Auditors will be for 2nd term of five consecutive years commencing from the conclusion of this 40th Annual General Meeting till the conclusion of the 45th Annual General Meeting at such remuneration as approved by Board of Directors of the Company.

M/s Rajesh Suresh Jain & Associates, Chartered Accountants have confirmed that their re-appointment for the 2nd term of five consecutive years, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as Statutory Auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Personnel and other relatives are concerned or interested in the Resolution at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution at Item No. 2 of this Notice for the approval of the members.

ITEM NO 3:

Mr. Sunil Dutt Malhotra (DIN: 09724550) was appointed as Additional (Independent) Director of the Company w.e.f. 05.09.2022. 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 Mr. Sunil Dutt Malhotra (DIN: 09724550) 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 45th Annual General Meeting of the company in the calendar year 2027.

The company has also received declaration from Mr. Sunil Dutt Malhotra (DIN: 09724550) that he meets with the criteria of independence as prescribed under sub section (6) of section 149 of the Companies Act.

In the opinion of the Board, Mr. Sunil Dutt Malhotra (DIN: 09724550) fulfil the conditions for appointment as independent directors as specified in the Act and the Listing Regulations.

Brief resume of Mr. Sunil Dutt Malhotra, 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 Mr. Sunil Dutt Malhotra themselves in their respective resolution.

ITEM NO. 4:

At the 35th Annual General Meeting of the Company held on 29th September, 2017, the members of the Company had approved appointment of Mrs. Ritu Sobti as an Independent Director(s) of the Company for a term of five (5) consecutive years commencing from 4th September, 2017 to 03rd September, 2022. Thus her tenure has expired on 03rd September, 2022.

Further, pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the board of directors of a company, but shall be eligible for re-appointment for another term of upto five consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company.

Subject to the shareholder's approval, Nomination and Remuneration Committee and Board of Directors at their meeting held on September 05, 2022 respectively has approved their re-appointment as an Independent Director(s) (Category: Non-Executive) for a second term of 5 (five) consecutive years with effect from September 04, 2022 to September 03, 2027 and that they shall not be liable to retire by rotation.

Mrs. Ritu Sobti have given Form DIR-2, intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) of the Companies Act, 2013 to act as a Director(s), a declaration to the Board that they meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intimation to the effect that they are not disqualified from being appointed as a Director(s) of a listed entity by virtue of any SEBI order or any such authority, as per instructions given by SEBI and circulated to the Companies by BSE vide its circular No. LIST/COMP/14/2018-19 and NSE vide its circular Ref No. NSE/CML/2018/24 dated June 20, 2018 respectively.

In the opinion of the Board, Mrs. Ritu Sobti fulfils the conditions specified in the Companies Act, 2013 read with rules made thereunder and Listing Regulations for re-appointment as an Independent Director(s) (Category: Non-Executive) and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Listing Regulations, appointment of Mrs. Ritu Sobti is now being placed before the Members for their approval.

The terms and conditions of re-appointment of the Independent Director(s) shall be open for inspection by the members at the registered office during normal working business hours on any working days of the Company upto date of closing of the Annual General Meeting.

Except Mrs. Ritu Sobti (for her respective appointment) none of the others Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the passing of resolution set out at Item No. 4 of the Notice.

Accordingly, the Board/Committee recommends the resolution as set out in Item No.4 of the Notice for approval of the members.

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. 03

Name of Director	Mr. Sunil Dutt Malhotra
Date of Birth	23.01.1958
Nationality	Indian
DIN	09724550
Date of Appointment	05.09.2022
Appointed as	Additional Independent Director
Category	Non - Executive
Qualification	Post Graduate
Expertise in specific areas	General Management
Name of other listed entitie(s) in which he also holds the directorship	None
Listed entities from which he has resigned in the past three years	None
Name of Committee(s) of listed entitie(s) in which he is Chairman/Member	None
Number of Shares held in the Company	None
Relationship with Other Director(s) in the Company	None
Number of Meetings of the Board attended during the FY 2021-22	None
Terms of Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Not Applicable

ITEM NO. 04

Name of Director	Mrs. Ritu Sobti
Date of Birth	17.09.1969
Nationality	Indian
DIN	07928788
Date of Re-Appointment	04.09.2022
Date of First Appointment	04.09.2017
Re-Appointed as	Woman Director
Category	Non - Executive
Qualification	Law Graduate
Expertise in specific areas	Law

Name of other listed entitie(s) in which she also holds the directorship	None
Listed entities from which she has resigned in the past three years	None
Name of Committee(s) of listed entitie(s) in which she is Chairman/Member	None
Number of Shares held in the Company	None
Relationship with Other Director(s) in the Company	None
Number of Meetings of the Board attended during the FY 2021-22	5 (Five)
Terms of Appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable.	Re-appointment as the Non - Executive Director of the Company for another term of 5 (five) consecutive years effective from September 04, 2022 on terms and conditions as specified in this Notice and Explanatory Statement.