



MAYUR LEATHER PRODUCTS LTD.

NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **35th Annual General Meeting [AGM]** of the Members of **MAYUR LEATHER PRODUCTS LIMITED** will be held on Wednesday, September 30th, 2020 at 02:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the following businesses:

ORDINARY BUSINESS:

- 1.** To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statement) of the Company for the year ended 31st March, 2020 and together with the reports of the Auditors and the Board of directors thereon.
- 2.** To appoint a Director in place of Mrs. Amita Poddar (DIN: 00143486), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- 3.** **Appointment of Mr. Manoj Sharma (DIN: 00541803) as an 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 the provisions of Section 149,150,152,160 & 161 of the Companies Act, 2013 and any other applicable provisions, if any of the Companies Act, 2013("Act") and rules made thereunder, (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule IV of the Companies Act, 2013, Mr. Manoj Sharma (DIN: 00541803), who was appointed as an Additional (Independent) Director of the Company by the Board in their meeting held on 14th February, 2020 and whose term expires at ensuing Annual General Meeting of the Company and in respect of whom 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 the Director of the company and who has submitted a declaration that he meets the criteria of the Independence as provide under section 149 (6) of the Companies Act, 2013 and regulation 16 (1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years commencing from February 14, 2020 till the conclusion of AGM to be held in the year ending March 31, 2025 and whose office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT, the Board of Director(s) of the Company be and are hereby authorized jointly and/or severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise in relation to above, and to settle all the matters arising out of and incidental



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Regd. Office: B-5, Vrindavan Apartments, Vrindavan Vihar, King's Road, Jaipur-302019 Rajasthan (INDIA)
E-mail: mlp@mayurleather.com **Website:** www.mayurgroups.com
CIN: L19129RJ1987PLC003889 **GSTin:** 08AABCM1848A1ZV





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thereto and sign and execute all the relevant application, documents and writings that may be required, on the behalf of the Company and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to the aforesaid resolution.”

4. Appointment of Ms. Ashwarya Poddar (DIN: 08268732) as a Non-Executive 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 the provisions of Section 152,160 & 161 of the Companies Act, 2013 and any other applicable provisions, if any (including any statutory modifications or re-enactment thereof for the time being in force), read with Schedule IV of the Companies Act, 2013, Ms. Ashwarya Poddar (DIN: 08268732), who was appointed as an Additional Non-Executive Director of the Company by the Board by passing Resolution by Circulation dated 27th January, 2020 and whose term expires at ensuing Annual General Meeting of the Company and for the same the Company has received her Candidature in writing by the Board of Directors for the office of the Director be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the shifting of registered office aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR MAYUR LEATHER PRODUCTS LIMITED**

**PLACE: JAIPUR
DATE: 01.09.2020**

**ANKIT SHARMA
COMPANY SECRETARY**





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NOTES:

1. IN VIEW OF THE CONTINUING COVID-19 PANDEMIC, AND PURSUANT TO THE GENERAL CIRCULAR NUMBER 20/2020 DATED MAY 5, 2020 READ WITH GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020 AND GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020 ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS (MCA) AND CIRCULAR NUMBER SEBI/HO/CFD/CMD1/CIR/P/2020/79 ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) (COLLECTIVELY REFERRED TO AS "THE CIRCULARS") COMPANIES ARE PERMITTED TO HOLD THE ANNUAL GENERAL MEETING ("AGM") THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM), WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE. IN COMPLIANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT"), SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") AND MCA CIRCULARS, THE AGM OF THE COMPANY IS BEING HELD THROUGH VC / OAVM. THE DEEMED VENUE FOR THE 35TH AGM SHALL BE THE REGISTERED OFFICE OF THE COMPANY.
2. The relative Explanatory Statements pursuant to section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice are annexed.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE, THE AGM IS BEING HELD IN ACCORDANCE WITH THE CIRCULARS THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM), THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE AND HENCE THE PROXY FORM AND ATTENDANCE SLIP INCLUDING ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.
4. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. Additional Information, required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting issued by ICSI, the relevant details of Directors retiring by rotation and/or seeking appointment/re-appointment at the ensuing AGM is annexed hereto along with the Notice as per Schedule V of the Companies Act, 2013 forms part of Notice. The Directors have furnished consent/ Declaration on their appointment / reappointment as required under the Companies Act, 2013 and the Rules made there under.
6. Corporate Members (i.e. other than individuals/HUF, NRI, etc) are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution or governing body Resolution/Authorization etc., authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, to the Scrutinizer at aroracs2@gmail.com with a copy marked to the Company at mlp@mayurleather.com / cs@mayurleather.com
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those





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Members whose email addresses are registered with the Company/ Depositories as on cutoff date i.e. **28st August, 2020**. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.mayurgroups.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

8. Members whose shareholding is in electronic form are requested to intimate immediately any change in their address or bank mandates to their respective Depository Participant(s) (DP) with whom they are maintaining their Demat accounts. Members whose shareholding is in physical form are requested to advise any change in their address or bank mandates intimate immediately to the Company / RTA.
9. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or the Company Secretary, at the Company's registered office, Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which Dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act, and the applicable IEPF rules.

10. Documents open for inspection:

- i) All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company on cs@mayurleather.com for inspection of said documents; and
- ii) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM, upon login to <https://instameet.linkintime.co.in>

11. Members are requested to address all correspondence to **M/s. Link India Intime Pvt. Limited.**, Noble Heights 1st Floor, Plot No. NH-2 LSC, C-1, Block near Savitri Market Industrial Area, Janakpuri, New Delhi - 110058 who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
12. There is no record date for the purpose of Dividend as the same is not recommended by the Board of Directors for FY 2019-20.
13. Other than Mrs. Amita Poddar and Mr. Rajendra Kumar Poddar, Director & CEO, and Ms. Ashwarya Poddar being related to Mrs. Amita Poddar, none of the other Directors, Key Managerial Personnel or their relatives, are interested or concerned, financially or otherwise, in the Ordinary



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Business set out at Item No. 2 of this Notice. Mrs. Amita Poddar is also interested in the resolution to the extent of her shareholding in the Company. Relatives of Mrs. Amita Poddar may be deemed to be interested in the said resolution, to the extent of their shareholding in the Company, if any.

- 14.** Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 15.** Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and / or change in address or bank account, to R&TA of the Company and in case of shares held in electronic mode, to their respective Depository Participants.
- 16.** Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting through email on cs@mayurleather.com . The same will be replied by the Company suitably.
- 17.** **SEBI encourages all shareholders to hold their shares in dematerialized form as this eliminates the possibility of damage/loss of physical share certificate(s) & cases of forgery and facilitates the ease and convenience of paperless trading of shares. Further, no stamp duty is payable on transfer of shares held in Demat form. It is also pertinent to mention that with effect from April 01, 2019, SEBI has prescribed that requests for effecting transfer of securities (except transmission or transposition cases) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, we request you to convert your shareholdings from physical form to demat form at the earliest, in existing demat account or new demat account to be opened with any Depository Participant.**
- 18.** 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 Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
- 19.** Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility. The Form SH-13 is available on the website of the Company at www.mayurgroups.com
- 20.** Pursuant to the provision of section 108 of the Companies Act, 2013 read with Rule 20, of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing a facility of remote e-voting to its members in respect of the business to be transacted at the AGM, to exercise their votes



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electronically through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by the CDSL.

- 21.** The remote e-voting period will commence on **09.00 A.M. on Sunday, September 27th, 2020 and ends on 05.00 P.M. on Tuesday, September 29th, 2020.**
- 22.** 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.
- 23.** 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 as on **Wednesday, 23rd September, 2020 (Cut off date).**
- 24.** The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who 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 the e-voting system during the AGM.
- 25.** Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, 23rd September, 2020 (Cut Off Date for E-Voting)** are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).
- 26.** 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@cdsl.co.in. However, if he / she is already registered with CSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
- 27.** The Company has appointed Mr. Deepak Arora, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- 28.** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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.
- 29.** The final results including the remote E-voting results shall be declared at the AGM of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mayurgroups.com and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
- 30.** Company's website www.mayurgroups.com will be uploaded with the above documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the registered Office of the Company also.



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31. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

32. E-VOTING FACILITY

The voting period begins on **09.00 A.M. on Sunday, September 27th, 2020 and ends on 05.00 P.M. on Tuesday, September 29th, 2020.** During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Wednesday, 23rd September, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

❖ In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

- i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- ii) Click on "Shareholders" tab.
- iii) 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.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) 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.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 (v).





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- vii) After entering these details appropriately, click on “**SUBMIT**” tab.
- viii) 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN **200902015** for the relevant <**Mayur Leather Products Limited**> on which you choose to vote.
- xi) 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.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) 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.
- xvii) Note Non – Individual Shareholders and Custodians**
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://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 they have to create 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 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.
- xviii) 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- xix) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th





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Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

33. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@mayurleather.com
- b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@mayurleather.com

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. cs@mayurleather.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. cs@mayurleather.com. These queries will be replied to by the company suitably by email.
- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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34. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- c) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/ AGM. However, they will not be eligible to vote at the EGM/ AGM.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR MAYUR LEATHER PRODUCTS LIMITED**

PLACE: JAIPUR

DATE: 01.09.2020

**ANKIT SHARMA
COMPANY SECRETARY**



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ANNEXURE TO THE NOTICE

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

ITEM NO. 3

The Board of Directors appointed Mr. Manoj Sharma (DIN: 00541803) as an Additional Independent Director of the Company with effect from 14.02.2020 who in terms of the provisions of Section 149(4) and 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director. Also pursuant to the provisions of the Section 150(2) read with Section 152(2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in General Meeting.

The Company has received a notice in writing from a Director under Section 160 of the Act proposing the Candidature for Mr. Manoj Sharma as an Independent Director of the Company who has given a declaration to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act and regulation 16(1)(b) of the SEBI(Listing obligations & Disclosure Requirements), 2015 along with the declaration under Section 164(2) of the Companies Act, 2013 read with the rules made there under, confirming he is not disqualified to be reappointed as a Director of the Company.

In the opinion of the Board, Mr. Manoj Sharma fulfills the condition for appointment as an Independent Director as specified in the Act and Listing Regulations, Mr. Manoj Sharma is Independent of the management. The Board of Directors on the basis of the report of performance evaluation has recommended the re-appointment of Mr. Manoj Sharma as an Independent Director for the term of 5 consecutive years w.e.f 14th Feb. 2020 on the Board of the Company. He shall be paid remuneration on the basis of attending meeting of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of the expenses for participating in the Board Meetings and other Meetings. Details of Mr. Manoj Sharma are provided in the "Annexure-A" pursuant to Listing Regulations and Secretarial Standard on General Meetings (SS-2), issued by the ICSI.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Manoj Sharma, being an appointee in in any way, concerned or interested, financially or otherwise in the resolution set out as Item No. 3 of the Notice. The Board recommends the Ordinary Resolution as set out in Item No. 3 in the Notice for approval by the Members.



Works: F-26-A, RIICO Industrial Area, Manpura Macheri, Amer, Jaipur-303805
Regd. Office: B-5, Vrindavan Apartments, Vrindavan Vihar, King's Road, Jaipur-302019 Rajasthan (INDIA)
E-mail: mjp@mayurleather.com **Website:** www.mayurgroups.com
CIN: L19129RJ1987PLC003889 **GSTin:** 08AABCM1848A1ZV





MAYUR LEATHER PRODUCTS LTD.

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

ITEM NO. 4

The Board of Directors appointed Ms. Ashwarya Poddar (DIN: 08268732) as an Additional Non-Executive Director of the Company with effect from 29.01.2020 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Non- Executive Director subject to the approval by the members of the Company in General Meeting.

The Company has received a notice in writing from a Director under Section 160 of the Act proposing the Candidature for Ms. Ashwarya Poddar as an Non-Executive Director of the Company who has given a declaration with the declaration under Section 164(2) of the Companies Act, 2013 read with the rules made there under, confirming she is not disqualified to be reappointed as a Director of the Company.

In the opinion of the Board, Ms. Ashwarya Poddar fulfills the condition for appointment as a Non-Executive Director as specified in the Act and Listing Regulations. The Board of Directors on the basis of the report of performance evaluation has recommended the re-appointment of Ms. Ashwarya Poddar as an Non-Executive Director w.e.f 29th Jan. 2020 on the Board of the Company. Details of Ms. Ashwarya Poddar are provided in the "Annexure-A" pursuant to Listing Regulations and Secretarial Standard on General Meetings (SS-2), issued by the ICSI.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Ms. Ashwarya Poddar, being an appointee in in any way, concerned or interested, financially or otherwise in the resolution set out as Item No. 4 of the Notice. The Board recommends the Ordinary Resolution as set out in Item No. 4 in the Notice for approval by the Members.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR MAYUR LEATHER PRODUCTS LIMITED**

PLACE: JAIPUR

DATE: 01.09.2020

**ANKIT SHARMA
COMPANY SECRETARY**



Works: F-26-A, RIICO Industrial Area, Manpura Macheri, Amer, Jaipur-303805
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ANNEXURE TO THE NOTICE OF 35th AGM

Details of the Directors seeking Appointment/Re-appointment at 35th Annual General Meeting (AGM) pursuant to Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the ICSI.

(i) Brief Profile

Name of Director	Amita Poddar
Age	66 Years
Date of first appointment on the Board	01.09.2002
Designation:	Chairperson & Non-Executive Director
Qualifications	Senior Cambridge or Graduate Equivalent
Experience / Brief Resume:	Mrs. Amita Poddar, Non-Independent & Non-Executive Director of the Company is currently designated as Chairperson of the Company. She has work experience of almost two decades at Board level and has expertise in Management and Strategic Planning, provides valuable insights to the company for its management and growth aspects.
Terms and Conditions of appointment	Mrs. Amita Poddar, Non-Executive & Non-Independent Director of the Company since Incorporation of the Company presently she is Non-executive Director of the company and her term is liable to retire by rotation. And in ensuing Annual General Meeting she is retiring by rotation and offer herself for Re-appointment, she will be entitling for sitting fees as per the norms of the Company.
Details of remuneration	Nil
No. of Shares Held in Company as on March 31, 2020	6,86,100
Relationship with another Director/Manager and other KMP	Rajendra Kumar Poddar-Husband Akhilesh Poddar-Son Ashwarya Poddar-Daughter
No of Meeting of the Board Attended during the financial year (2019-20)	5 of 5
Directorships held in other Companies	Mayur Global Private Limited - Director
Membership/Chairmanship of Committees of other Board	Member of- Audit Committee Stakeholder's Relationship Committee Nomination & Remuneration Committee

(ii) Brief Profile

Name of Director	Ashwarya Poddar
Age	25 Years
Date of First Appointment on the Board	29.01.2020
Designation:	Non-Executive Director
Qualifications	Post-Graduate
Experience / Brief Resume	Ms. Ashwarya Poddar previously working as Marketing Executive in the Company currently designated as an Additional Non-Executive Director in the Company handling the marketing department of the Company, responsible for all the marketing decisions, Client Pitching and formulating strategies and its implementation.
Terms and Conditions of appointment	Ms. Ashwarya Poddar, Non-Executive & Non-Independent Director of the Company she has appointed as a Additional Non-executive Director of the company w.e.f 29.01.2020 and in ensuing Annual General Meeting she will be regularise and will be appoint as a Non-Executive director of the company, she will be entitle for sitting fees as per the norms of the Company.
Details of remuneration	Nil
No. of Shares Held in Company	Nil
Relationship with another Director/Manager and other KMP	Rajendra Kumar Poddar- Father Amita Poddar- Mother Akhilesh Poddar-Brother
No of Meeting of the Board Attended	Nil
Directorships held in other Companies	Nil
Membership/Chairmanship of Committees of other Board	Nil

(iii) Brief Profile

Name of Chief Financial Officer	Manoj Sharma
Age	52 Years
Designation:	Non-Executive Director
Date of first appointment on the Board	14.02.2020
Qualification	Advocate & Cost & Work Accountant (CWA)
Experience / Brief Resume	Mr. Manoj Sharma who was previously hold Directorship in Swena Consultants Private Limited, currently designated as an Independent Director of the Company. Being as an Advocate and CMA by profession, he had vast experience in Legal Matters, Corporate Laws and various other regulatory frameworks as well as handling Financial complexities and Accounting matters.
Terms and Conditions of appointment	Mr. Manoj Sharma, Additional Independent Director of the Company he appointed as an Additional Independent Director of the company w.e.f 14.02.2020 and in ensuing Annual General Meeting he will be regularize and will be appoint as a Independent director of the company, he will be entitle for sitting fees as per the norms of the Company.
Details of remuneration	Nil
No. of Shares Held in Company	Nil
Relationship with another Director/Manager and other KMP	Nil
No of Meeting of the Board Attended	Nil
Directorships held in other Companies	Nil
Membership/Chairmanship of Committees of other Board	Chairperson of- Audit Committee Stakeholder's Relationship Committee Nomination & Remuneration Committee

**BY ORDER OF THE BOARD OF DIRECTORS
FOR MAYUR LEATHER PRODUCTS LIMITED**

**PLACE: JAIPUR
DATE: 01.09.2020**

**ANKIT SHARMA
COMPANY SECRETARY**