



MAYUR UNIQUOTERS LIMITED

Manufacturers of Artificial Leather/PVC Vinyl

Ref: MUL/SEC/2022-23/77

Date: June 30, 2022

To

BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001
Scrip Code: 522249

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1,
G-Block, Bandra-Kurla Complex, Bandra
(East), Mumbai- 400 051
Trading Symbol: MAYURUNIQ

Sub: Notice of 29th Annual General Meeting of the members of the Company

Dear Sir/ Madam

This is to inform you that the 29th Annual General Meeting of the Company is schedule to be held on Friday, July 29, 2022 at 11.00 A.M. through Video Conferencing/OAVM.

In this regard, please find attached herewith notice of 29th Annual General Meeting of the Company.

Thanking you,

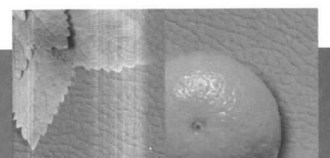
Yours Sincerely,

For Mayur Uniquoters Limited

Dinesh Sharma
Company Secretary and Compliance Officer
Membership: ACS44736



A Texture For Every Idea



Correspondance Address:

28, 4th Floor, Lakshmi Complex, MI Road, Jaipur-302001 (Rajasthan) India • Tel: +91-141-2361132 • Fax: +91-141-2365423

Regd. Office & Works: Village Jaitpura, Jaipur-Sikar Road, Jaipur-303704 (Rajasthan) India • Tel: +91-1423-224001 • Fax: +91-1423-224420

Email: info@mayur.biz • www.mayuruniquoters.com

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NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of Mayur Uniquoters Limited will be held on Friday, July 29, 2022 at 11.00 a.m. through Video conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

- To adopt:
 - The Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022 together with the reports of the Board of Directors and Auditors thereon; and
 - The Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2022 and Auditor's report thereon:
- To declare final dividend of Rs. 2.00 per Equity Share for the financial year ended on March 31, 2022.
- To appoint a Director in place of Mr. Arun Kumar Bagaria (DIN 00373862), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Statutory Auditors of the Company.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to Regulation 18(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part C of Schedule II mentioned therein and the provisions of Section 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), M/s Walker Chandiok & Co LLP, Chartered Accountants (FRN: 001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 years as commencing from the conclusion of this Annual General Meeting till the conclusion of 34th Annual General Meeting at such remuneration as may be decided by the Board of Directors of the Company upon recommendation of Audit Committee."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

- To approve the Related Party Transactions with Mayur Uniquoters Corp - Wholly Owned Subsidiary.**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/transaction(s) with Mayur Uniquoters Corp., Wholly Owned Subsidiary a related party of the Company, for purchase and sale of materials and other transactions as more particularly set out in the explanatory statement for Item No. 5 to this Notice of 29th Annual General Meeting for an amount not exceeding in the aggregate Rs.125,00,00,000/- (Rupees One Hundred Twenty Five Crores Only), financial year 2022-23, provided that the said transactions are entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- To ratify the remuneration of the Cost Auditor for the financial year 2022-23**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under

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(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the payment of the remuneration of Rs. 3,00,000/- (Rupees Three Lakhs Only) plus applicable GST and reimbursement of out of pocket expenses at actuals to M/s. Pavan Gupta & Associates, Cost Accountants (Firm Registration No. 101351) who were appointed by the Board of Directors of the Company as “Cost Auditors” to conduct the audit of the cost records maintained by the Company for financial year ending on March 31, 2023, be and is hereby ratified and approved”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To re-appoint Mr. Shyam Agrawal (DIN: 03516372) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and any other applicable, provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI (LODR) Regulations, 2015”) Mr. Shyam Agrawal (DIN: 03516372), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (LODR) Regulations, 2015, and who is eligible for re-appointment, be and is hereby reappointed as an Independent Director of the Company to hold office for second term of 5 (Five) consecutive years with effect from March 26, 2023 and whose office shall not be liable to retire by rotation”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To re-appoint Mr. Arun Kumar Bagaria (DIN 00373862) as Whole Time Director designated as Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and on the recommendation received by Nomination and Remuneration Committee, the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Arun Kumar Bagaria (DIN: 00373862), as Whole Time Director designated as Executive Director of the Company for a period of 5 (Five) consecutive years commencing from August 01, 2022 to July 31, 2027 on the following terms and conditions:

(I) BASIC SALARY:

- (a) Upto a maximum of Rs.12.00 Lakhs p.m. for the period of August 1, 2022 to July 31, 2023
- (b) Upto a maximum of Rs. 13.00 Lakhs p.m. for the period of August 1, 2023 to July 31, 2024
- (c) Upto a maximum of Rs.14.00 Lakhs p.m. for the period of August 1, 2024 to July 31, 2025
- (d) Upto a maximum of Rs.15.00 Lakhs p.m. for the period of August 1, 2025 to July 31, 2026
- (e) Upto a maximum of Rs. 16.00 Lakhs p.m. for the period of August 1, 2026 to July 31, 2027.

(II) **COMMISSION:** Upto 1% Commission on the net profit of the Company w.e.f. August 1, 2022, computed in the manner laid down of the Companies Act, 2013. The commission will be paid pursuant to overall limits as prescribed under the Companies Act, 2013.

(III) **PERQUISITES:** In addition to salary, the following perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Whole Time Director designated as Executive Director.

(A) CATEGORY:

- (i) **Housing:** Free furnished residential accommodation with gas, electricity, water, furnishing and maintenance charges. If the Company does not provide residential accommodation, he will be paid such house allowances as the Board may decide from time to time to that the same does not exceed 60% of the basic salary and expenses on gas, electricity, water, furnishing and

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maintenance charges will be borne by the Company.

- (ii) **Medical Expenses Reimbursement:** Reimbursement of expenses actually incurred for self and family and / or allowance will be paid as decided by the Board from time to time.
- (iii) **Club Fees:** Fees payable subject to a maximum of two clubs.
- (iv) **Leave Travel Concession:** For self and family including dependents, once in a year, as decided by the Board from time to time.
- (v) **Personal Accident Insurance:** As per the rules of the Company
- (vi) **Servant allowance:** Not exceeding Rs. 30,000/- per annum.

(B) CATEGORY:

In addition to the perquisites, Mr. Arun Kumar Bagaria shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law:

- (i) **Contribution to Provident Fund/ Superannuation Fund or Annuity Fund:** Contribution to Provident Fund/ Superannuation Fund or Annuity Fund will be on his Basic Salary and will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- (ii) **Gratuity:** Gratuity payable shall not exceed half a month's basic salary for each completed year of services
- (iii) **Leave and Leave Encashment:** Leave and Leave Encashment as per the rules of the Company

(C) CATEGORY:

- (i) **Conveyance:** Free use of the Company's car with driver. Personal use of car shall be billed by the Company.
- (ii) **Telephone:** Free telephone facility as residence. Personal long distance calls be billed by the Company.
- (iii) **Reimbursement of Expenses:** A part from the remuneration as aforesaid, Mr.

Arun Kumar Bagaria, Whole Time Director designated as Executive Director shall be entitled for reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

- (iv) **Sitting Fees etc.:** No sitting fees shall be paid to Mr. Arun Kumar Bagaria, Whole Time Director designated as Executive Director for attending the meetings of Board of Director or any committee thereof.
- (v) **Retire by Rotation:** He shall be liable to retire by rotation.
- (vi) Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Arun Kumar Bagaria, Whole Time Director designated as Executive Director subject to the applicable provisions of Schedule V of the Companies Act, 2013.

(IV) OTHER TERMS & CONDITIONS:

- (i) Mr. Arun Kumar Bagaria will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (ii) Either party giving the other party one month's prior notice in writing to that effect may terminate the agreement.
- (iii) If at any time, Mr. Arun Kumar Bagaria ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director designated as Executive Director.
- (iv) The terms and conditions as above including remuneration, may be altered/ varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant statutory enactment(s) thereof in this regard subject to that the same not exceed the ceiling as provided in the said resolution".

"RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the

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Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Arun Kumar Bagaria as Whole Time Director designated as Executive Director of the Company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the Company in general meeting”.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

9. To re-appoint of Mr. Suresh Kumar Poddar (DIN 00022395) as Chairman and Managing Director & CEO of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and various other laws, rules, regulations as may be applicable, from time to time, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and pursuant to applicable Article of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Suresh Kumar Poddar (DIN: 00022395), who attained the age of 75 years as Chairman and Managing Director & CEO from April 01, 2023 to March 31, 2026 of the Company of the Company as per the following conditions:

(I) BASIC SALARY:

- a) Upto a maximum of Rs.15.00 Lakhs p.m. for the period of April 01, 2023 to March 31, 2024.

- (b) Upto a maximum of Rs. 16.00 Lakhs p.m. for the period of April 01, 2024 to March 31, 2025.

- (c) Upto a maximum of Rs.17.00 Lakhs p.m. for the period of April 01, 2025 to March 31, 2026.

(II) **COMMISSION:** Upto 1% Commission on the net profit of the Company w.e.f. April 1, 2023, computed in the manner laid down of the Companies Act, 2013. The commission will be paid pursuant to overall limits as prescribed under the Companies Act, 2013.

(III) **PERQUISITES:** In addition to salary, the following Perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Chairman and Managing Director & CEO.

(A) CATEGORY:

(i) **Housing:** Free furnished residential accommodation with gas, electricity, water, furnishing and maintenance charges. If the Company does not provide residential accommodation, he will be paid such house allowances as the Board may decide from time to time to that the same does not exceed 60% of the basic salary and expenses on gas, electricity, water, furnishing and maintenance charges will be borne by the Company.

(ii) **Medical Expenses Reimbursement:** Reimbursement of expenses actually incurred for self and family and / or allowance will be paid as decided by the Board from time to time.

(iii) **Club Fees:** Fees payable subject to a maximum of two clubs.

(iv) **Leave Travel Concession:** For self and family including dependents, once in a year, as decided by the Board from time to time.

(v) **Personal Accident Insurance:** As per the rules of the Company

(vi) **Servant allowance:** Not exceeding Rs. 36,000/- per annum.

(B) CATEGORY:

In addition to the perquisites, Mr. Arun Kumar Bagaria shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration

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mentioned above, as permissible by law:

(i) Contribution to Provident Fund/ Superannuation Fund or Annuity Fund: Contribution to Provident Fund/ Superannuation Fund or Annuity Fund will be on his Basic Salary and will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

(ii) Gratuity: Gratuity payable shall not exceed half a month's basic salary for each completed year of services.

(iii) Leave and Leave Encashment: Leave and Leave Encashment as per the rules of the Company.

(C) CATEGORY:

(i) Conveyance: Free use of the Company's car with driver. Personal use of car shall be billed by the Company.

(ii) Telephone: Free telephone facility as residence. Personal long distance calls be billed by the Company.

(iii) Reimbursement of Expenses: A part from the remuneration as aforesaid, Mr. Suresh Kumar Poddar, Chairman and Managing Director & CEO shall be entitled to reimbursement such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

(iv) Sitting Fees etc.: No sitting fees shall be paid to Mr. Suresh Kumar Poddar, Chairman and Managing Director & CEO for attending the meetings of Board of Director or any committee thereof.

(v) Retire by Rotation: He shall be liable to retire by rotation.

(vi) Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Suresh Kumar Poddar, Chairman and Managing Director & CEO subject to the applicable provisions of Schedule V of the Companies Act, 2013.

(IV) OTHER TERMS & CONDITIONS:

(i) Mr. Suresh Kumar Poddar will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

(ii) Either party giving the other party one month's prior notice in writing to that effect may terminate the agreement.

(iii) If at any time, Suresh Kumar Poddar ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman and Managing Director & CEO.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration and the terms and Condition of appointment of Mr. Suresh Kumar Poddar, Chairman and Managing Director & CEO including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are severally hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

**By order of the Board of Directors
For Mayur Uniquoters Limited**

Dinesh Sharma
(Company Secretary)
ACS 44736

Village: Jaitpura, Jaipur-Sikar Road
Tehsil: Chomu, District-Jaipur 303704 (Rajasthan)

Date: June 20, 2022
Place: Jaipur

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NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021 21/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021 and 5th May 2022 respectively, ("MCA Circulars") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto 31st December, 2022, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first serve basis. This will not include large Shareholders (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, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.mayuruniquoters.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter by the governing body to the Company or upload on the VC portal / e-voting portal.
8. 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, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. July 29, 2022. Members seeking to inspect such documents can send an email to secr@mayur.biz
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and to M/s. Beetal Financial and Computer Services Private Limited, in case the shares are held in physical form.
10. The Register of Members and Share Transfer Books will remain closed from Saturday, July 9, 2022 to Monday, July 11, 2022 (both days inclusive) for the purpose of 29th AGM for determining the entitlement of

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- the shareholders to the dividend, if declared at the AGM.
11. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as July 8, 2022 for both physical and demat holding of the members. The recommended final dividend is Rs.2.0 per equity share.
 12. Members are requested to quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
 13. It has been observed that some members have still not surrendered their old Share Certificates for Equity Shares of Rs. 10.00 each for exchange with the new Share Certificates for Equity Shares of Rs. 5.00 each. The Members are once again requested to surrender the old Share Certificates having face value of Rs. 10.00 each to the RTA or the Company to exchange for the new Share Certificates having face value of Rs. 5.00 each.
 14. Non Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
 15. Members are requested to address all correspondence, including on dividends, to the Registrar and Share Transfer Agents, Beetal Financial and Computer Services Private Limited "BeetalHouse" 3rd Floor, 99 Madangir, Behind local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062.
 16. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's registered office address. 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 rules.
 17. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2014-15 (3rd Interim Dividend), from time to time on due dates, to the IEPF established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company i.e. www.mayuruniquoters.com and also on the website of the Ministry of Corporate Affairs or the Investor Education and Protection Fund Authority i.e. www.iepf.gov.in.
 18. The Securities and Exchange Board of India has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Accordingly, the Company/ Registrar and Share Transfer Agent has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of Dematerialization.
 19. The Securities and Exchange Board of India 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 are required to submit their PAN details to the Registrar and Share Transfer Agent.
 20. Members desirous of making nomination as permitted under Section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH- 13, which can be procured from the RTA. The Members holding shares in demat form may contact their respective depository participants for making such nominations.
 21. Process and manner for members opting for voting through electronic means:
 - I. Pursuant to the provisions 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circular issued by the Ministry of Corporate Affairs dated January 13, 2021, in continuation and read with its Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.

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- II. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date i.e. Friday July 22, 2022 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the notice, who shall has no voting rights as on the Cut-off date, shall treat this notice as intimation only.
- III. A person who has acquired the shares and has become a member of the Company after the dispatch of the notice of the AGM and prior to the Cut-off date i.e. Friday July 22, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the process mentioned in this part.
- IV. The remote e-voting will commence on Monday at 10:00 A.M. on July 25, 2022 and will end on Thursday at 05:00 P.M. on July 28, 2022. During this period, the member of the Company holding shares either in physical form or in Demat form as on the Cut-off date i.e.. Friday July 22, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- V. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently or cast the vote again.
- VI. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday July 22, 2022.
- VII. The Company has appointed CS Manoj Maheshwari, Practicing Company Secretary, Jaipur (Membership No. FCS: 3355 CP No. 12789), partner of M/s V. M. & Associates, Company Secretaries as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- 22. The instructions for the shareholders for remote e-voting and joining virtual meeting are as under:**
- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on Monday at 10:00 A.M. on July 25, 2022 and will end on Thursday at 5:00 P.M. on July 28, 2022. During the period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the Cut-off date i.e. Friday July 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.
- Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit: www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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.nsdl.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) 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. 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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. After Successful login, you will be able to see e-Voting option. 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting .</p>

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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 abovementioned website.

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

Login type	Helpdesk details
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 1800 22 55 33
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting for **shareholders other than Individual shareholders & physical shareholders.**
- The shareholders should log on to the e-voting website: www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Mayur Uniquoters Limited > on which you choose to vote.

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- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians – For remote voting only
 - 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 in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any,

should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secr@mayur.biz if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

23. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

- I. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. 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.
- VII. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before July 18, 2022 to meeting mentioning their name, demat account number/ folio number, email id, mobile number at secr@mayur.biz. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before July 18, 2022 mentioning their name, demat account number/folio number, email id, mobile number secr@mayur.biz. These queries will be replied to by the company suitably by email.

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- VIII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- IX. 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.
- X. 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.

24. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- I. 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 beetalrta@gmail.com.
- II. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- III. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th 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.

23. In compliance with the aforesaid MCA Circulars SEBI Circulars dated May 05, 2022 read with SEBI Circular dated May 13, 2022, Notice of the AGM with Annual Report 2021-22 is being sent only through electronic mode and instructions for e-voting are being sent by electronic mode to all the members whose email addresses are registered with the Company / Depository Participant(s).
24. Members may also note that the Notice of the 29th AGM and the Company's Annual Report 2021-22 will be available on the Company's website at <https://www.mayuruniquoters.com> and on the website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
25. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended on March 31, 2022 together with the Board's and Auditor's Report thereon are enclosed herewith.
26. As 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 are furnished as Annexure A to this notice of AGM. The Directors have furnished consent/ Declaration on their appointment / reappointment as required under the Companies Act, 2013 and the Rules made there under.
27. Members may please note the following:

After discussion on the resolutions on which voting is to be held, the Chairman shall allow members who are attending the AGM to cast their vote electronically but have not cast their votes by availing the remote e-voting facility earlier.

The Scrutinizer shall after the conclusion of voting at AGM, will submit consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare results (consolidated) two working days from the conclusion of the AGM.

The Results of voting along with Scrutinizer's Report(s) will be published on the website of the Company i.e. www.mayuruniquoters.com and on Service Provider's website i.e. www.evotingindia.com within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the

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BSE Limited and the National Stock Exchange of India Ltd.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”) FORMING PART OF THE NOTICE

Item No.4 :

M/s Price Waterhouse Chartered Accountants LLP, the Statutory Auditors of the company has completed their term as Statutory Auditors. The Board of Directors has recommended the appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants, as Statutory Auditors of the Company for a period of five years, commencing from the

conclusion of 29th AGM till the conclusion of the 34th AGM, subject to approval of Shareholders. M/s. Walker Chandio & Co LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors 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. The details required to be disclosed under provisions of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Name of the Firm	M/s. Walker Chandio & Co LLP,
Brief Profile	<p>M/s. Walker Chandio & Co LLP was established on January 1, 1935 and converted to a Limited Liability Partnership firm on March 25, 2014 and has a registered office at L-41, Connaught Circus, New Delhi-110 001. The firm is registered with The Institute of Chartered Accountants of India and empanelled on the Public Company Accounting Oversight Board and Comptroller & Auditor General of India. The firm provides professional services like auditing, taxation and management consultancy services to clients in India. The firm has 47 Partners and over 1,255 personnel operating from 14 offices in 11 cities [Bengaluru, Chandigarh, Chennai, Delhi (2 offices, including head office) Gurgaon, Hyderabad, Kolkata, Mumbai, (2 offices), Noida, Pune, Kochi, Dehradun].</p> <p>M/s. Walker Chandio & Co LLP have provided confirmation that they have subjected themselves to peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the ‘Peer Review Board of ICAI’.</p>
Terms of appointment:	Appointment as Statutory Auditors of the Company from conclusion of 29 th AGM up to conclusion of 34 th AGM to carry out Audit of the Financial Statements and Annual Financial Results of the Company and Limited Review of the Unaudited Quarterly Financial Results of the Company.
Basis of recommendation for appointment:	The Board of Directors and Audit Committee have considered various evaluation criteria with respect to skill set, governance & competitiveness and recommend their appointment to the Shareholders of the Company.
Proposed fee payable	<p>Rs. 34,00,000 plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of accounts of the Company.</p> <p>The fees paid to outgoing Statutory Auditors for the statutory audit for the financial year 2021-22 was Rs. 40 Lacs</p>

The Company has received their eligibility and willingness for their proposed appointment for the period from conclusion of the 29th Annual General Meeting upto the conclusion of 34th Annual General Meeting of the Company. None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No.4 of the notice. The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

Item No. 5:

Pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof (“SEBI Listing Regulations”) and the Company’s Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company (“the Policy”), the material related party transactions to be entered by the Company on arm’s length basis with Mayur Uniquoters Corp, being a Wholly Owned Subsidiary and related party of the Company as set out in Item No. 5 require approval of the members of the Company through the ordinary resolution.

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In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company ("material related party limit").

Details of the proposed transactions with Mayur Uniquoters Corp, being a Wholly Owned Subsidiary and related party of the Company are as follows:

Maximum Value of Transactions per annum (Rs. In Crores)	Nature of Transactions	Advance Paid/ Received	Indicative base price
125	Sales/ Purchase of Goods	No	At Arms' Length basis

Further the Audit Committee and the Board of Directors of the Company both on May 30, 2022 has granted approval for the related party transactions proposed to be entered into by Company with Mayur Uniquoters Corp in financial year 2022-23 including as stated in the resolution and explanatory statement subject to the approval of the members of the Company.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote or approve the resolutions set out in Item No. 5 of this Notice whether the related party is a related party to the proposed transaction or not.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Suresh Kumar Poddar, Chairman and Managing Director & CEO and Mr. Arun Kumar Bagaria, Executive Director of the Company being interested in the said resolution as set out at item no. 5 of the notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 in the Notice for approval by the members.

Item No. 6:

The Board, on the recommendation of Audit Committee, has approved the appointment of M/s Pavan Gupta & Associates, Cost Accountants (Firm Registration No. 101351) as Cost Auditor to conduct the audit of the cost records of the Company, for the financial year ending on March 31, 2023.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, the resolution as set out at Item No. 6 of the notice seeks the consent of the members for the ratification of payment of remuneration amounting to Rs. 3,00,000/- (Rupees Three Lakhs Only) plus applicable GST and reimbursement of out of pocket expenses at actuals to the Cost Auditor for the financial year ending on March 31, 2023.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the resolution as set out at item no. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 in the Notice for approval by the members.

Item No. 7:

Mr. Shyam Agrawal was appointed as an Independent Director of the Company by the members at the Annual General Meeting of the Company held on July 27, 2018 for a period of five consecutive years from March, 26 2018 to March 26, 2023.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto 5 (Five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (Five) consecutive years on the Board of a Company.

Mr. Agrawal have a wide knowledge and experience on Corporate Governance and Legal Compliances. On the basis of the report of performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shyam Agrawal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment for second term of 5 (Five) consecutive years from March 27, 2023 upto March 26, 2028 and he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013. The Company has received a declaration from Mr. Shyam Agrawal, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time.

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The Company has also received a declaration from Mr. Shyam Agrawal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Mr. Shyam Agrawal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. He has also confirmed that he is not debarred from being appointed or continuing as director of Company by any statutory authority in terms of Securities and Exchange Board of India and any other regulatory authority. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. He confirmed that his name is included in IICA data bank and he has also provided exemption certificate from appearing in online proficiency exam.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Shyam Agrawal to be re-appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Details of Mr. Shyam Agrawal are provided in the "Annexure A (i)" to the notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India/

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr. Shyam Agrawal, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 7 of the notice.

The Board recommends the Special Resolution as set out at item no. 7 in the notice for approval by the members.

Item No. 8:

The Board of Directors has appointed Mr. Arun Kumar Bagaria, Whole Time Director designated as Executive Director in their Board Meeting held on May 30, 2019 for a period of 3 (Three) years with effect from August 1, 2019 and the same has been approved by shareholders in 26th AGM held on September 27, 2019. The tenure of Mr. Arun Kumar Bagaria will complete on July 31, 2022.

Mr. Arun Kumar Bagaria is one of the Promoters and contributor to the growth and development of the Company and he is focused in the execution of Mission and Vision of the Company.

During his tenure, the Company has achieved decent growth. He is responsible for overall strategic planning and business development of the Company. Head of Departments of Sales, Marketing, Productions, Quality, Audit, HR, Finance & Accounts and other departments reporting to him on daily basis.

Moreover; the Company is aggressively concentrating on business expansion plans besides exploring opportunities both in India and abroad. Since there has been a considerable increase in the duties and responsibilities performed by him and thereafter considering his performance and remuneration, the Nomination and Remuneration Committee, at their meeting held on May 30, 2022 reviewed the performance of Mr. Arun Kumar Bagaria as Whole Time Director designated as Executive Director and recommended his re- appointment with effect from August 01, 2022 for a period of 5 (Five) years, for the approval of the Board.

On the recommendations made by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 30, 2022 have approved the proposal to re-appoint Mr. Arun Kumar Bagaria as Whole Time Director designated as Executive Director of the Company with effect from August 1, 2022 for a period of 5 (Five) years at the terms and conditions of his re-appointment mentioned in the resolution.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member for proposing the candidature of Mr. Arun Kumar Bagaria to be re-appointed as Whole Time Director designated as Executive Director of the Company as per the provisions of the Companies Act, 2013.

Mr. Arun Kumar Bagaria satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) and also the conditions as set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for reappointment.

Details of Mr. Arun Kumar Bagaria are provided in the "Annexure A (ii)" to the notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Arun Kumar Bagaria being appointee together with Mr. Suresh Kumar Poddar, Chairman and Managing Director & CEO of the Company their relative deemed to be

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concerned or interested, financially or otherwise in the said resolution. None of the other Directors, Key Managerial Personnel of the Company being interested in the said resolution as set out at item no. 8 of the notice.

The Board recommends the Special Resolution as set out at item no. 8 in the notice for approval by the members.

Item No. 9:

Mr. Suresh Kumar Poddar was appointed as Chairman and Managing Director & CEO of the Company for a period of 3 years by passing a special resolution by the shareholders at the Annual General Meeting of the Company held on August 27, 2020. The present tenure of Mr. Suresh Kumar Poddar expires by efflux of time on March 31, 2023.

In accordance with the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), a person who has attained the age of 70 years can be appointed as Managing Director only by passing a special resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

The Board is of the opinion that the re-appointment of Mr. Suresh Kumar Poddar as Chairman and Managing Director & CEO would be in the interest of the Company and it is desirable to continue to avail services of Mr. Suresh Kumar Poddar as Chairman and Managing Director & CEO due to his extensive experience regardless of his age. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Suresh Kumar Poddar as Chairman and Managing Director & CEO, for the approval by the shareholders of the Company.

On the recommendations made by the Nomination and Remuneration Committee and consent of the Board of Directors, it is proposed to re-appoint Mr. Suresh Kumar Poddar as Chairman and Managing Director & CEO of the Company for a further period of 3 (three) years with effect from April 01, 2023 on the terms and conditions as mentioned in the resolution no. 9 along with 'Annexure A (iii)', notwithstanding his completion of seventy years of age during the proposed tenure.

Mr. Suresh Kumar Poddar is one of the Promoters and contributor to the growth and development of the Company

and he is focused in the execution of Mission and Vision of the Company. During his tenure, the Company has achieved decent growth. He is responsible for overall strategic planning and business development of the Company. Head of Departments of Sales, Marketing, Productions, Quality, Audit, HR, Finance & Accounts and other departments reports to him on daily basis. He has attended all the Board Meetings and the meetings of the Committees of which he is a member, during his tenure as Chairman and Managing Director & CEO. Mr. Suresh Kumar Poddar has been evaluated on parameters including proactive discussions, understanding of the Company's business, engagement with the Company's management, exercising of Independence of behavior and judgment in his decisions.

Mr. Suresh Kumar Poddar satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) and also the conditions as set out under sub-section (3) of section 196 of the Companies Act, 2013 for being eligible for reappointment. The Company has received his consent to act as Chairman and Managing Director & CEO and disclosure for non disqualification/ debarment by any Statutory Authority.

The brief resume of Mr. Suresh Kumar Poddar, Chairman and Managing Director & CEO, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A iii. The Board of Directors accordingly recommends the Special Resolution as mentioned at item no. 9 of this Notice for approval of the Members of the Company.

Mr. Suresh Kumar Poddar being appointee together with his relatives deemed to be concerned or interested, financially or otherwise in the said resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Arun Kumar Bagaria, Whole Time Director designated as Executive Director of the Company being interested in the said resolution as set out at item no. 9 of the Notice.

**By order of the Board of Directors
For Mayur Uniquoters Limited**

Dinesh Sharma
(Company Secretary)
ACS 44736

Village: Jaitpura, Jaipur-Sikar Road
Tehsil: Chomu, District-Jaipur 303704 (Rajasthan)

Date: June 20, 2022
Place: Jaipur

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Annexure A

Details of Directors seeking re-appointment/appointment at 29th Annual General Meeting (AGM) pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI

(i)

Name of the Director:	Mr. Shyam Agrawal
Age:	42 Years
Date of first Appointment on the board:	May 26, 2018
Designation :	Independent Director
Brief Resume :	He is a Practicing Company Secretary having experience of more than 15 years and having held the posts of President and Vice-President of the one of the most prestigious Institutions of the nation, The Institute of Companies Secretaries of India (ICSI). He made his presence felt across associations and organizations of likes of Ministry of Corporate Affairs, Ministry of Commerce of Industry, PHD Chambers of Commerce and Industry, ASSOCHAM, CII, NFCG, INSOL International, INSOL India, SEBI, Insolvency and Bankruptcy Board of India, Indian Bank Association, ICAI, Institute of Directors etc
Expertise in specific functional area:	Corporate Governance and Legal Compliances
Qualification :	Ph.D (Law), LLM, LLB & CS
Experience:	15 Years
Terms and conditions of Appointment/Reappointment:	Independent Director not liable to retire by Rotation
Remuneration drawn in the Company for the FY 2021-22:	Rs. 3.25 Lakhs (Sitting Fee for attending Board and Committee Meetings)
Remuneration sought to be paid :	Sitting Fee for attending Board and Committee Meetings.
Directorship in other listed Companies as on June 20 , 2022:	Venus Pipes & Tubes Limited
Member/Chairman of the Committees of the Board of other listed Companies:	NIL
Directorship in other Public Companies as on June 20 , 2022:	ICMAI Registered Valuers Organisation Venus Pipes & Tubes Limited South Eastern Coalfields Limited
Member/Chairman of the Committees of the Board of other Public Companies:	2
No. of shares held in Company :	NIL
Relationship between the directors and KMP's inter se :	N.A
No. of meetings of the Board attended during the year (FY 2021-2022)	4 (Four)

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(ii)

Name of the Director:	Mr. Arun Kumar Bagaria
Age:	49 Years
Date of first Appointment on the board:	June 30, 2007
Designation :	Whole Time Director designated as Executive Director
Brief Resume :	He is Commerce and Masters in Business Administration from University of Strathclyde Graduate Business School, U.K. He is Strategic Management Personnel and Key Member of Board of Mayur.
Expertise in specific functional area:	He is an expert in the Business Administration
Qualification :	MBA
Experience:	25 Years
Terms and conditions of Appointment/Reappointment:	Whole-Time Director liable to retire by rotation
Remuneration drawn in the Company for the FY 2021-22:	Rs. 1,65,44,774.04
Remuneration sought to be paid :	
Directorship in other listed Companies as on June 20 , 2022:	Nil
Member/Chairman of the Committees of the Board of other listed Companies:	Nil
Directorship in other Public Companies as on June 20 , 2022:	Nil
Member/Chairman of the Committees of the Board of other Public Companies:	Nil
No. of shares held in Company :	4,93,207
Relationship between the directors and KMP's inter se :	Son in Law of Mr. Suresh Kumar Poddar, Chairman and Managing Director(CMD) & CEO
No. of meetings of the Board attended during the year (FY 2021-2022)	4 (Four)

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(iii)

Name of the Director:	Mr. Suresh Kumar Poddar
Age:	75 Years
Date of first Appointment on the board:	14 th September, 1992
Designation :	Chairman and Managing Director & CEO
Brief Resume :	He is B.Sc. (Science Graduate) and widely recognized for path breaking and visionary contributions made towards spearhead synthetic leather industry. He has excellent entrepreneur skills which have lead Mayur, largest Manufacturer of Synthetic leather.
Expertise in specific functional area:	He is an expert in the Business Management, Administration, Global Business, Strategy planning, leadership/operational experience.
Qualification :	B.Sc. (Science Graduate)
Experience:	52 Years
Terms and conditions of Appointment/Reappointment:	Director liable to retire by rotation
Remuneration drawn in the Company for the FY 2021-22:	Rs. 2,38,50,223.46
Remuneration sought to be paid :	
Directorship in other listed Companies as on June 20, 2022:	Nil
Member/Chairman of the Committees of the Board of other listed Companies:	Nil
Directorship in other Public Companies as on June 20, 2022:	Sterling Build home Private Limited
Member/Chairman of the Committees of the Board of other Public Companies:	Nil
No. of shares held in Company :	1,49,65,244
Relationship between the directors and KMP's inter se :	Father in Law of Mr. Arun Kumar Bagaria, Whole Time (Executive) Director
No. of meetings of the Board attended during the year (FY 2021-2022)	4 (Four)

Important Communication to the Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by email to its members. To support this Green Initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their email addresses. In respect of electronic holding with depository through concerned depository participants.