



Mayur Uniquoters Limited

**Notice
of
Extra Ordinary General Meeting**

Regd. Office and Works: Jaipur Sikar Road,
Village Jaitpura, Tehsil-Chomu, Distt. Jaipur-303704 Rajasthan India

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of **Mayur Uniquoters Limited** will be held on Saturday the 22nd day of March 2014 at 3.00 p.m. at the registered office of the company situated at Village:- Jaitpura, Jaipur-Sikar Road, Teh. Chomu, Distt. Jaipur- 303 704, to transact the following business:

SPECIAL BUSINESS:

ITEM 1: INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

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 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the existing Authorized Share Capital of Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 2,40,00,000 (Two Crores Forty Lacs) Equity Shares of Rs. 5/- (Rupees Five) each be and is hereby increased to Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting in place thereof, the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

ITEM 2: ISSUE OF BONUS SHARES BY WAY OF CAPITALISATION OF RESERVES

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 applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and Article 207 of Articles of Association of the Company and on the recommendation of the Board of Directors (hereinafter referred to as **"the Board"** which term shall deem to include any Committee(s) constituted/ to be constituted by the Board to exercise the powers, including the powers conferred by this Resolution) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, as amended (hereinafter referred to as **"SEBI (ICDR) Regulations"**) or any other rules, regulations, guidelines, notifications, circulars issued by the Securities and Exchange Board of India (SEBI) and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (GOI), the Reserve Bank of India (RBI) or any other relevant authority from time to time and in terms of the provisions and the conditions, as prescribed under the Listing Agreement entered into by the Company with the Stock Exchanges on which the Company's shares are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which the Board thinks fit, the consent of the members be and is hereby accorded to capitalize a sum of Rs. 10,82,64,000 (Rupees Ten Crores Eighty Two Lacs and Sixty Four Thousand Only) out of Reserves and Surplus Account and/or the Securities Premium Account or such other eligible accounts as are permissible to be utilized for the purpose, as per audited accounts of the company for the Financial year ended 31st March, 2013 for issue of fully paid Bonus Shares of Rs. 5/- (Rupees Five) each to the holders of the existing equity shares of the company on such Record Date as may be fixed by the Board in this regard in the proportion of 1 (One) new equity share (**"Bonus Shares"**) of Rs. 5/- (Rupees Five) each for every 1 (One) existing fully paid up equity shares of Rs. 5/- (Rupees Five) each held and to which the shareholder is entitled and the said amount be transferred to the Share Capital Account and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the equity capital of the Company held by each such member and not as income;

"RESOLVED FURTHER THAT the bonus shares of Rs. 5/- (Rupees Five) each shall be subject to the Memorandum and Articles of association of the Company and shall rank pari passu in all respects including Dividend with and shall carry the same rights as the existing fully paid up equity shares of the Company;

"RESOLVED FURTHER THAT No letter of allotment shall be issued, but the shares will be issued to the shareholders either by way of crediting their demat account in respect of existing shares held by them in dematerialized form or share certificates

Mayur Uniquoters Limited

Regd. Office: Village : Jaitpura, Jaipur-Sikar Road,
Teh.: Chomu, Distt. : Jaipur - 303 704 (Rajasthan), India
Phone No: 91-1423-224001, Fax : 91-1423-224420
Website: www.mayuruniquoters.com

ATTENDANCE SLIP

(Please fill this attendance slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the Extra Ordinary General Meeting of the Company being held on Saturday, 22nd March 2014 at 03:00 PM at the registered office of the Company.

Folio No. DP-ID*
No. of Shares held Client ID*

Member's/Proxy's Name (in Block Letters)

Signature

Note :- Shareholder/Proxy holder desiring to attend the meeting should bring his/her copy of Notice of Extra Ordinary General Meeting for reference at the meeting.

*Applicable for Members holding shares in electronic form.

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PROXY FROM

I/We of
district of being member / members of Mayur Uniquoters Limited
hereby appoint Mr./Mrs. of in the district of
..... or failing him Mr./Mrs of
in the district of as my/our proxy to attend and vote for me/us and on my/our
behalf at the Extra Ordinary General Meeting of the Company to be held at its Registered Office & Work situated at Village : Jaitpura,
Jaipur-Sikar Road, Teh. : Chomu, Distt.- Jaipur- 303 704 (Rajasthan), India at 03.00 PM on Saturday 22nd March 2014 and at any
adjournment thereof.

Folio No. DP-ID*
No. of Shares held Client ID*

Signed this day of 2014 at

Signature



*Applicable for members holding Shares in electronic form.

Note :

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. A Proxy need not be a Member.
3. This form in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

will be dispatched to persons entitled to the Bonus Shares who are holding shares in physical mode as per the applicable guidelines, regulations and notifications in force;

"RESOLVED FURTHER THAT the allotment and issue of fully paid up new equity shares as Bonus Shares, to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and/or other applicable laws.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and are hereby authorised to give such directions as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the Bonus Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority (ies) and which the Board in its discretion thinks fit and proper."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all the such things required for issue and allotment of Bonus Shares and to list the equity shares on all the Stock Exchanges where the shares of the Company are listed and to do or cause to do all such acts, deeds, matters as may be necessary in the interest of the Company to give effect to this resolution, including but not limited to signing and execution of necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in this regard."

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

**Sd/-
Nikhil Saxena
(Company Secretary)**

Place: Jaitpura, Jaipur
Date: February 15, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LATTER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AND THE PROXY FORM SHOULD BE DULY FILLED, STAMPED AND SIGNED BY THE MEMBER.
2. Members / Proxies should bring in their attendance slip duly filled in for attending the Meeting.
3. Corporate members are requested to send a duly certified true copy of the board resolution authorizing their representatives to attend and vote at the Extra-Ordinary General Meeting.
4. Bonus shares will be issued to the shareholders as per the records/ register available/ made available to the Company as of the record date.
5. Communication regarding credit/ allotment will be mailed to the shareholders, for the shares held in electronic form at the address as provided by the Depositories as of the record date and in respect of shares held in physical form as per the Register of Members maintained by the Registrar and Transfer Agent.
6. Members are informed that in case of joint holder's attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
7. The Memorandum of Association and Articles of Association of the Company are open for inspection of Members on all working days excluding Bank holidays, Saturdays and Sundays from 11 am to 1 pm at the registered office of the Company up to the date of the Extraordinary General Meeting of the Company.
8. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 11 a.m. and 1 p.m. up to the date of the Meeting.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS

Item No. 1

The Company is proposing to increase the authorized share capital of the Company to accommodate the increase in the paid up share capital as a result of the proposed issue of Bonus Shares as mentioned in Item 2 of the notice as well as to meet the future need for expansion of capital base of the Company. The present authorized share capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only). Since the Company cannot issue equity shares in excess of its authorized share capital, as such it is necessary to increase the authorized share capital of the Company and make necessary amendments in the Memorandum of Association.

Therefore the Authorized Share Capital of Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 2,40,00,000 (Two Crores Forty Lacs) Equity Shares of Rs. 5/- (Rupees Five) each is proposed to be increased to Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five) each. Consequent to the increase in the Authorised Share Capital, it is necessary to alter the Capital Clause of the Memorandum of Association of the Company. The Ordinary Resolution seeks to make corresponding alteration in Clause V of the Memorandum of Association of the Company to give effect to the above.

The Board recommends the Resolution for approval of the members.

None of the Directors, key managerial personnel and their relatives, if any, is deemed to be concerned or interested, financial or otherwise in the proposed Ordinary Resolution except to the extent of their shareholding in the company.

Item No. 2

The present paid up share capital is Rs. 10,82,64,000 (Rupees Ten Crores Eighty Two Lacs and Sixty Four Thousand Only) divided into 2,16,52,800 equity shares of Rs. 5/- each and the free reserves as per audited accounts as on 31st March, 2013 is Rs. 10,764.08 Lacs. Based on the available reserves as per the audited accounts as on March 31, 2013 and based on the performance of the Company of current nine months ended December 31, 2013, The Board of Directors at their meeting held on 12th February, 2014 has recommended the issue and allotment of Bonus Shares in the proportion of one (1) new equity share ("**Bonus Share**") of Rs. 5/- each for every one (1) existing fully paid up equity share of Rs. 5/- each held by the members as on date (Record Date) to be hereinafter fixed by the Board by capitalization of a sum of Rs. 10,82,64,000 (Rupees Ten Crores Eighty Two Lacs and Sixty Four Thousand Only) out of the Securities Premium Account/ General Reserves Account or such other eligible reserves/ accounts as are permissible to be utilized for the purpose. The same is proposed to be applied in full, by issuing at par 2,16,52,800 (Two Crores Sixteen Lacs Fifty Two Thousand Eight Hundred) new fully paid equity shares of Rs. 5/- each as bonus shares. The paid up capital after allotment of Bonus shares would be Rs. 21,65,28,000/- (Rupees Twenty One Crores Sixty Five Lacs and Twenty Eight Thousand Only) divided into 4,33,05,600 equity shares of Rs. 5/- each.

The proposed issue of bonus shares will be made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009, as amended and subject to the approvals, if required from the statutory authorities. As per Article 207 of the Articles of Association of the Company it is necessary to obtain your approval for capitalization of reserves and issue of Bonus Shares.

Further it is necessary to authorize the Board to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges or which the shares of the Company are listed and/or any other Regulatory or Statutory Authority in connection with the issue of Bonus Shares.

The Board recommends the Resolution for approval of the members.

None of the Directors, key managerial personnel and their relatives, if any, is deemed to be concerned or interested, financial or otherwise in the proposed Ordinary Resolution except to the extent of their shareholding in the company.

By order of the Board of Directors
For Mayur Uniquoters Limited

Sd/-
Nikhil Saxena
(Company Secretary)

Place: Jaitpura, Jaipur
Date: February 15, 2014