



MAYUR UNIQUOTERS LIMITED

Manufacturers of Artificial Leather/PVC Vinyl

Ref: MUL/SECR/ 2016-17

Dated: 02.07.2016

To,
The Manager,
Department of Corporate Services,
BSE Ltd.,
P J Towers, Dalal Street,
Mumbai - 400 001
E-mail: corp.relations@bseindia.com

To,
The Manager,
National Stock Exchange of India Ltd.
5th Floor, Exchange Plaza
Bandra(E), Mumbai-400051
E-mail: cmlist@nse.co.in

SUB: Submission of the notice of 23rd Annual General Meeting

Scrip Code: BSE-522249, NSE: MAYURUNIQU

Dear Sir,

Please find attached herewith the notice of 23rd Annual General Meeting scheduled to be held on 27th July 2016 at 11.00 A.M at the Registered office of the Company.

You are requested to take the same on record and inform all those concerned.

Thanking You,
For Mayur Uniquoters Limited

Nikhil Saxena
Nikhil Saxena
Company Secretary &
Compliance Officer
M.No:- ACS19327



NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of Mayur Uniquoters Limited will be held on Wednesday 27th July 2016 at 11.00 A.M. at the registered office of the company situated at Village: Jaipur, Jaipur- Sikar Road, Tehsil: Chomu, Distt: Jaipur -303704 (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt:

(a) the audited standalone financial statement of the Company for the financial year ended March 31st, 2016, together with the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statement of the Company for the financial year ended March 31st, 2016 and auditor's report thereon.

2. To declare final dividend of Rs. 0.20/- per Equity Share of Rs. 5/- each for the financial year 2015-16 and to approve the payment of Interim Dividends of Rs. 3.30/- per Equity Share of Rs. 5/- each, already paid during the year ended March 31st, 2016

3. To appoint a Director in place of Mr. Arun Kumar Bagaria (DIN:K00373862), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

4. RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY.

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

RESOLVED THAT pursuant to 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) and pursuant to the resolution passed by the shareholders in the 21st Annual General Meeting of the Company held on 16th September, 2014, the appointment of M/s. Hrishuk Garg & Co., Chartered Accountants (Firm Registration No. 074998) as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting of Company to be held in the calendar year 2017 be and is hereby ratified (for the financial year 2016-17) and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as recommended by the Audit committee in consultation with the Auditors.

SPECIAL BUSINESS**5. RATIFICATION OF REMUNERATION OF THE COST AUDITOR**

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 The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the payment of the remuneration of Rs. 1,80,000 (Rupees One Lac Eighty Thousand only) plus applicable Service Tax and reimbursement of out of pocket expenses at actual to M/s. Payan 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 31st March, 2017, 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 acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. Re-appointment of Mr. Suresh Kumar Poddar, Chairman and Managing Director as Executive Chairman

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, 198 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) thereof 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, the consent of the company be and is hereby accorded for the re-appointment of Mr. Suresh Kumar Poddar as Executive Chairman for a period of 3 (Three) years w.e.f. 01st April 2017 (first being that the reappointment will be in continuation with the current tenure without any break thereof) as per the under mentioned terms and conditions with liberty to the Board of Directors to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and or any statutory modification(s) or re-enactment(s) thereof or the ceiling as provided in the said resolution.

(1) **Basic Salary** - (a) Up to a maximum of Rs. 15,00,000/- p.m. for the period of 01st April 2017 to 31st March 2018

(b) Up to a maximum of Rs. 16,00,000/- p.m. for the period of 01st April 2018 to 31st March 2019.

(c) Up to a maximum of Rs. 17,00,000/- p.m. for the period of 01st April 2019 to 31st March 2020.



Minimum Remuneration.

Notwithstanding anything herein contained, where in any financial year during the period of his office as Executive Chairman, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approval, pay Mr. Suresh Kumar Foddar remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956) as may be agreed to by the Board of Directors and Mr. Suresh Kumar Foddar.

(ii) **Commission:** 1% Commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. The commission will be paid subject to overall limit prescribed under the Companies Act, 2013.

(iii) **Perquisites:** In addition to above the following perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Chairman:

CATEGORY (A)

a) 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 allowance as the Board may decide from time to time subject 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.

b) 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.

c) Club Fees: Fees payable subject to a maximum of two clubs.

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

e) Personal Accident Insurance: As per the rules of the Company.

f) Servant allowance: Not exceeding Rs. 24000/- per annum.

CATEGORY (B)

In addition to the perquisites, Mr. Suresh Kumar Foddar 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 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 payable shall not exceed half a month's basic salary

for each completed year of service.

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

CATEGORY (C)

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

b) Telephone: Free telephone facility at residence. Personal long distance calls shall be billed by the Company.

c) Reimbursement of Expenses: Apart from the remuneration as aforesaid, Mr. Suresh Kumar Foddar, Executive Chairman shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee etc.: No sitting fee shall be paid to Mr. Suresh Kumar Foddar, Executive Chairman for attending the meetings of Board of Directors or any committee thereof. He shall be liable to retire by rotation subject to necessary alterations in Articles of Association.

e) 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 Foddar, Executive Chairman subject to the applicable provisions of Schedule V of the Companies Act 2013.

(IV) Other Terms & Conditions:

(i) Mr. Suresh Kumar Foddar 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. Suresh Kumar Foddar ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Executive Chairman.

(iv) The terms & 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 does 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 Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is 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 appointment of Mr. Suresh Kumar Foddar, Executive Chairman 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 be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

7. Re-appointment of Mr. Arun Kumar Bagaria as Whole time Director

To consider and if thought fit, to pass the following resolution as an Ordinary 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, the consent of the company be and is hereby accorded to the re-appointment of Mr. Arun Kumar Bagaria as Whole Time Director for a period of 3 (Three) years w.e.f. 01st August 2016 (interim being that the re-appointment will be in continuation with the current tenure without any break thereof) as per the under mentioned terms and conditions with liberty to the Board of Directors to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and or any statutory modification(s) or re-enactment(s) thereof or the ceiling as provided in the said resolution.

(I) Basic Salary:

(a) Up to a maximum of Rs. 8,00,000/- p. m. for the period of 01st August, 2016 to 31st July, 2017

(b) Up to a maximum of Rs. 99,00,000/- p. m. for the period of 01st August, 2017 to 31st July, 2018

(c) Up to a maximum of Rs. 10,00,000/- p. m. for the period of 01st August, 2018 to 31st July, 2019

Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole Time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approval, pay Mr. Arun Kumar Bagaria remuneration by way

of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956) as may be agreed to by the Board of Directors and Mr. Arun Kumar Bagaria as Whole Time Director.

(ii) Commission:

1% Commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. The commission will be paid subject to overall limit prescribed under the Companies Act, 2013.

(iii) **Perquisites:** In addition to above 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:

CATEGORY (A)

a) 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 allowance as the Board may decide from time to time subject 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.

b) 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.

c) Club Fees: Fees payable subject to a maximum of two clubs.

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

e) Personal Accident Insurance: As per the rules of the Company.

f) Servant allowance: Not exceeding Rs. 24000/- per annum.

CATEGORY (B)

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 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 payable shall not exceed half a month's basic salary for each completed year of service.

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

CATEGORY (C)

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



- b) Telephone: Free telephone facility at residence. Personal long distance calls shall be billed by the Company.
- c) Reimbursement of Expenses: Apart from the remuneration as aforesaid, Mr. Arun Kumar Bagaria as Whole Time Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
- d) Sitting Fee etc.: No sitting fee shall be paid to Mr. Arun Kumar Bagaria as Whole Time Director for attending the meetings of Board of Directors or any committee thereof. He shall be liable to retire by rotation.
- e) 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 as Whole Time 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.
- (iv) The terms & 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 does 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 Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is 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 appointment of Mr. Arun Kumar Bagaria as Whole Time 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 be and is hereby authorized to take all such steps as may be

necessary, proper or expedient to give effect to this Resolution.

8. Appointment of Mr. Manav Poddar as Whole-time Director/ Managing Director

To consider and if thought fit, to pass the following resolution as an Ordinary 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, the consent of the company be and is hereby accorded to the appointment as a director, designated as Whole Time Director (Executive Director) of the Company for tenure as under:
Whole Time Director - 22nd June, 2016 to 31st March, 2017 (Executive Director)

Pending Director - 01st April, 2017 to 21st June, 2019

(Intent being that the appointment will be in continuation with the current tenure without any break thereof) as per the under mentioned terms and conditions with liberty to the Board of Directors to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and / or any statutory modification(s) or re-enactment(s) thereof or the ceiling as provided in the said resolution.

- (i) **Basic Salary:**
 - a) Up to a maximum of Rs. 10,00 Lacs /- p.m. for the period of 22nd June, 2016 to 31st March, 2017
 - b) Up to a maximum of Rs. 11,00 Lacs/- p.m. for the period of 01st April, 2017 to 31st March, 2018
 - c) Up to a maximum of Rs. 12,00 Lacs/- p.m. for the period of 01st April, 2018 to 21st June, 2019

Minimum Remuneration:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole Time Director/Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Manav Poddar remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Manav Poddar as Whole Time Director/ Managing Director.

- (ii) Commission: 1% Commission on the net profit of the Company, computed in the manner laid down in the Companies Act, 2013. The commission will be paid subject to overall limit prescribed under the Companies Act, 2013.

(iii) Perquisites: In addition to above 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/Managing Director.

CATEGORY (A)

- a) 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 allowance as the Board may decide from time to time subject 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.
- b) Medical Expenses: Reimbursement of Reimbursement of expenses actually incurred for self and family and / or allowance will be paid as decided by the Board from time to time.
- c) Club Fees: Fee payable subject to a maximum of two clubs.
- d) Leave Travel Concession: For self and family including dependents, once in a year, as decided by the Board from time to time.
- e) Personal Accident Insurance: As per the rules of the Company.

CATEGORY (B)

In addition to the perquisites, Mr. Manav Poddar 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 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 payable shall not exceed half a month's basic salary for each completed year of service.
- (iii) Leave and Leave Encashment as per the rules of the Company.

CATEGORY (C)

- a) Conveyance: Free use of the Company's car with driver. Personal use of car shall be billed by the Company.
- b) Telephone: Free telephone facility at residence. Personal long distance calls shall be billed by the Company.
- c) Reimbursement of Expenses: Apart from the remuneration as aforesaid, Mr. Manav Poddar as Whole Time Director/

Managing Director shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

d) Sitting Fee etc.: No sitting fee shall be paid to Mr. Manav Poddar as Whole Time Director / Managing Director for attending the meetings of Board of Directors, or any committee thereof. He shall be liable to retire by rotation, or any committee thereof.

e) 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. Manav Poddar as Whole Time Director/ Managing Director subject to the applicable provisions of Schedule V of the Companies Act, 2013.

(V) Other Terms & Conditions:

- (i) Mr. Manav 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 Mr. Manav Poddar ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Whole Time Director/ Managing Director.
- (iv) The terms & 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 does 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 Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is 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 appointment of Mr. Manav Poddar as Whole Time Director/ Managing 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 be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

By order of the Board of Directors
NIKHIL SAXENA
Company Secretary

Plice, Jaipur
Date: 22nd June, 2016



NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting/AGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy in order to be effective, should be duly stamped, filled, signed and must, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
3. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The Statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is appended hereto.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members/Proxies/ Authorized representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under the section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Number and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 05th July, 2016 to 06th July, 2016 (both days inclusive) for annual closing and determining the entitlement of the members to the dividend, if declared at the AGM.
9. The dividend on Equity Shares of the Company, if declared, will be made payable within 30 days of the date of declaration i.e. 27.07.2016 to those members whose names shall appear on the Company's Register of Members and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
10. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08 (Final Dividend), from time to time on due date, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company as also on the website of the Ministry of Corporate Affairs.
11. In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to intimate the Company's Registrars & Transfer Agents particulars of their Bank Account viz. Name of Bank, Name of Branch, Complete address of the Bank with Pin Code Number, Account type - whether Saving Account or Current Account and Bank Account Number.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.
13. 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 Registrar and Share Transfer Agent M/s Beetal Financial and Computer Services (P) Ltd. The Members holding shares in demat form may contact their respective depository participants for such nominations.
14. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and transfer Agents, M/s Beetal Financial and Computer Services (P) Ltd. (RTA), for consolidation into a single folio.
15. It has been observed that some members have still not surrendered their old Share Certificates for Equity Shares of Rs. 10/- each for exchange with the then new Share Certificates for Equity Shares of Rs. 5/- each. The Members are once again requested to surrender the old Share Certificates for Equity Shares of Rs. 10/- each to the RTA or

the Company to exchange for the Equity Shares of Rs. 5/- each.

16. With a view to using natural resources, we request Shareholders to update their e-mail addresses, with their depository participants to enable Company to send Communications electronically.
17. The Notice of the Meeting along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
18. As required under SEBI (LODR) Regulations, 2015 with the Stock Exchanges, the relevant details of Director retiring by rotation and/or seeking re-appointment at the ensuing AGM are furnished as annexure to the Notice of AGM.
19. The documents referred to in the proposed resolutions are available for inspection at the registered office of the company during working hours between 10.00 A.M and 1.00 PM except on holidays.
20. Queries, if any, on accounts and operations may please be sent to the company 7 days in advance of the meeting so that the answers can be made available at the meeting.
21. A copy of Audited Financial Statements (standalone and consolidated) for the year ended 31st March, 2016 together with the Boards' and Auditor's Report thereon are enclosed herewith.
22. CS Manoj Maheshwar, Practicing Company Secretary, Jaipur has been appointed as a scrutineer for the conduct of e-voting process in a fair and transparent manner and also for polling at the time of 23rd Annual General Meeting of the Company.
23. Company's website www.mayuruniquters.com, will be uploaded with the above documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the Registered Office of the Company also.

24. E-VOTING FACILITY

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mayur Uniquters Limited ("MUL") is pleased to provide to the members, facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-Voting Services. National Securities Depository Limited ("NSDL") will provide the facility of casting the votes by the members by using an electronic voting system

from a place other than venue of the AGM ("remote e-voting").

Mayur Uniquters Limited has therefore approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolutions placed by the Company on e-Voting system.

The Notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.mayuruniquters.com>

The e-voting period commences at 10.00 A.M. on Saturday, 23rd July, 2016 and ends at 05.00 PM, on Tuesday, 26th July, 2016. During this period shareholders of the Company may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 20th July, 2016.

The facility for voting through Ballot / Roll Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting, can exercise their right at the meeting through Ballot / Roll paper.

The procedure to login to e-Voting website is given below:

1. Open the attached PDF file "MULNotice remote e-voting.pdf" giving your Client ID (In case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting Active Voting Cycles.



7. Select "EVEN" of "Mayur Uniquoters Limited". Members can cast their vote 10:00 A.M. on Saturday, 23rd July, 2016 and ends at 05:00 PM. on Tuesday, 26th July, 2016

Note:- Voting shall not be allowed beyond said time.

8. Now you are ready for "e-Voting" as "CastVote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Auditor's Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: csmanish@gmail.com with a copy marked to evoting@nsdl.com.

Members may please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but he shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Paper.

The Chairman, at the AGM, at the end of discussion on the resolutions on which voting is to be held, shall allow voting with the assistance of scrutiner, by use of Ballot / Poll Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer, after the conclusion of voting at the AGM, shall first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (Forty Eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- NSDL is pleased to inform you that NSDL has now integrated

its e-Services website (<https://services.nsdl.com>) with the already e-Voting system of NSDL, which enables you as a registered User of IDaAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz: User ID and password of IDaAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of companies.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no: 1800-222-990.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") FORMING PART OF THE NOTICE

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

Item No. 5:

The Board, on the recommendation of Audit Committee, has approved the appointment of Mr. Pawan Gupta & Associates, Cost Accountants (Firm Registration No. 101351) to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2017.

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, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31st, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the members.

Item No:- 6

Mr. Suresh Kumar Poddar, who was appointed as Chairman and Managing Director by the Members to hold office upto 31.03.2017. Hence his re-appointment as Executive Chairman requires approval of Members by the means of Special Resolution.

The Board hereby recommends the appointment of Mr. Suresh Kumar Poddar as the Executive Chairman of the Company with effect from 01.04.2017 for a period of 3 years. The Company, during the year, has achieved growth with its turnover crossing Rs. 501.99 crore (on standalone basis). Moreover, the Company is aggressively concentrating on its expansion plans besides

exploring opportunities both in India and abroad. Since there has been a considerable increase in the duties and responsibilities performed by the Managing Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 27.05.2016, on the recommendations made by the nomination and remuneration committee, has approved the proposal to reappoint Mr. Suresh Kumar Poddar as an Executive Chairman of the Company on terms and conditions of his appointment as mentioned in the Resolution.

Mr. Suresh Kumar Poddar being appointee together with their relative may be deemed to be concerned or interested in the said resolution. None of other directors and Key Managerial Personnel of the Company or their relatives except Mr. Pawan Poddar and Mr. Arun Kumar Bagaria being the relative is interested in the said resolution.

The Board recommends the Special resolution as set out in the Notice for approval by the members.

Item No:- 7

The Board hereby recommends the appointment of Mr. Arun Kumar Bagaria as Whole Time Director of the Company with effect from 01.08.2016 for a period of 3 Years. The Company, during the year, has achieved remarkable growth with its turnover crossing Rs. 501.99 crore (on standalone basis). Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad. Since there has been a considerable increase in the duties and responsibilities performed by the Whole Time Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 27.05.2016, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to reappoint Mr. Arun Kumar Bagaria as a Whole Time Director of the Company on terms and conditions of his appointment as mentioned in the resolution and the proposed remuneration are well in conformity with the relevant provisions of the Companies Act, 2013, read with

Schedule V to the said Act. Central Government approval is not necessary.

Mr. Arun Kumar Bagaria being appointee together with their relative may be deemed to be concerned or interested in the said resolution. None of other directors and Key Managerial Personnel of the Company or their relatives except Mr. Suresh Kumar Poddar and Mr. Pawan Poddar being the relative is interested in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the members.

Item No:- 8

Mr. Pawan Poddar was appointed as an additional director of the Company w.e.f. 09.06.2016. The Board of Directors at the meeting held on 22.06.2016, on the recommendation of the Nomination and Remuneration Committee, have approved the appointment of Mr. Pawan Poddar as a Whole Time Director/ Managing Director of the company on terms and condition as mentioned in the Agenda Item No-8 for tenure as under:

Whole Time Director - 22nd June, 2016 to 31st March, 2017 (Executive Director)

Managing Director - 01st April, 2017 to 21st June, 2019.

The terms and conditions and the proposed remuneration are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act. Central Government approval is not necessary.

Mr. Pawan Poddar being appointee together with their relative may be deemed to be concerned or interested in the said resolution. None of other directors and Key Managerial Personnel of the Company or their relatives except Mr. Suresh Kumar Poddar and Mr. Arun Kumar Bagaria being the relative is interested in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval by the members.

By order of the Board of Directors
Nikhil Saxena
Company Secretary

Pace, Jaipur
Date: 22nd June, 2016



ANNEXURE TO THE NOTICE OF 23RD AGM

Information pursuant to Regulation of SEBI (LODR) Regulations, 2015 with the Stock Exchanges in respect of the Director who is proposed to be re-appointed at the ensuing Annual General Meeting to be held on 27th July, 2016:

Name of Director	Age	Date of Appointment	Designation	Expertise in specific functional area	Qualification	Directorship in other companies as on 31/03/2016	Member/Chairman of the Committees of the Board of other Companies as on 31/03/2016	No. of shares held in the Company as on 31/03/2016
Suresh Kumar Poddar	69	01.04.2017	Chairman and Managing Director		B.Sc.	Sterling Buildhome Private Limited	Nil	1,56,64,312
Arun Kumar Bagaria	43 years	30.06.2007	Whole Time Director	19 years experience in trading business with exposure in all commercial activities	MBA (Marketing)	Nil	Nil	Nil
Mr. Manav Poddar	42 years	09.06.2016	Director	Total Quality Management and Export Marketing	B.Com. (Hons.)	Nil	Nil	72,65,912

MAYUR UNIQUOTERS LIMITED

ATTENDANCE SLIP

CIN: L18101RJ1992PLC006952
 Registered Office: Village-Jaipura, Jaipur-Sikar Road, Teh.-Chomu, Dist.- Jaipur-303704 (Rajasthan), India
 Phone No: 91-1423-224001, Fax:- 91-1423-224420, Website: www.mayuruniquoters.com
 (PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)
 Joint shareholders may obtain additional slip at the venue of the meeting

Client ID# _____ DP ID# _____
 NAME AND ADDRESS OF THE SHAREHOLDER/PROXY (IN BLOCK LETTERS)
 Folio No. _____ No. of Shares _____

I hereby record my presence at the 23rd Annual General Meeting [AGM] of the Company being held on Wednesday, 27th July, 2016 at 11:00 AM, at the registered office of the Company situated at Village-Jaipura, Jaipur-Sikar Road, Teh.-Chomu, Dist.- Jaipur-303704 (Rajasthan), India

Note :- Shareholder/Proxy holder desiring to attend the meeting should bring higher copy of Annual Report for reference at the meeting.
 Signature of Shareholder/Proxy

MAYUR UNIQUOTERS LIMITED

CIN: L18101RJ1992PLC006952
 Regd. Office: Village-Jaipura, Jaipur-Sikar Road, Teh.-Chomu, Dist.- Jaipur-303704 (Rajasthan), India
 Phone No: 91-1423-224001, Fax:- 91-1423-224420, Website: www.mayuruniquoters.com

PROXY FORM
 (Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____ e-mail id _____
 Registered address: _____ DP No./Client ID _____
 _____ Folio No. _____
 _____ DP ID _____

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint _____ of _____ having e-mail id _____ or falling him/ her _____ of _____ having e-mail id _____ or falling him/ her _____ and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Wednesday, 27th July 2016 at 11:00 AM, at the Registered Office of the Company situated at Jaipur-Sikar Road, Village Jaipura, Tehik Chomu, Dist. Jaipur-303704 (India) and at any adjournment thereof in respect of such resolutions as are indicated below.
 I/We with my above Proxy to vote in the manner as indicated in the box below:

Resol. No.	Description	For*	Against*
1.	To consider and adopt (a) the audited standalone financial statement of the Company for the financial year ended March 31 st , 2016, together with the reports of the Board of Directors and Auditors thereon; (b) the audited consolidated financial statement of the Company for the financial year ended March 31 st , 2016 and auditor's report thereon.		
2.	To declare final dividend of Rs. 0.20/- per Equity Share of Rs. 5/- each for the financial year 2015-16 and to approve the payment of Interim Dividends of Rs. 1.30/- per Equity Share of Rs. 5/- each, already paid during the year ended March 31 st , 2016		
3.	To appoint A Director in place of Mr. Arun Kumar Bagaria (DIN:00272862), who retires by rotation at this Annual General Meeting and being eligible, others thereof for re-appointment.		
4.	Ratification of appointment of the statutory auditors of the company		
5.	Ratification of remuneration of the cost auditor.		
6.	Re-appointment of Mr. Suresh Kumar Poddar, Chairman and Managing Director as an Executive Chairman		
7.	Re-appointment of Mr. Arun Kumar Bagaria as Whole-time Director		
8.	Re-appointment of Mr. Manav Poddar as Whole-time Director/ Managing Director		

*Applicable for investors holding shares in electronic form. P.T.O.





Signed this day of 2016.

Signature of shareholder

Affix
1/- Rupee
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- (4) **This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- (5) **Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.**
- (6) **In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.**

