



## MAYUR UNIQUOTERS LIMITED

Manufacturers of Artificial Leather/PVC Vinyl

Ref: MUL/SEC/2018-19/712

Date: 05<sup>th</sup> July, 2018

To

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

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

Dear Sir/ Madam

**Sub: Notice of 25<sup>th</sup> Annual General Meeting of the Members of the Company.**

This is to inform you that the 25<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday, 27<sup>th</sup> July, 2018 at 11.00 a.m. at registered office of the Company situated at Village- Jaitpura, Jaipur-Sikar Road, Tehsil: Chomu, District: Jaipur- 303704 (Rajasthan) India.

In this regard, please find enclosed notice of 25<sup>th</sup> Annual General Meeting of the Company.

The above is for your information and record.

Thanking you,

Yours truly,

**For Mayur Uniquoters Limited**

**Rahul Joshi**  
Company Secretary



Encl: As above

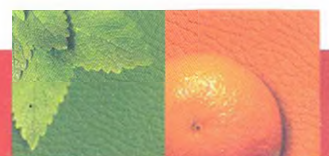
A Texture For Every Idea

**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



## NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting (AGM) of Mayur Uniquoters Limited will be held on Friday, 27<sup>th</sup> July 2018 at 11.00 a.m. at the registered office of the Company situated at Village-Jaitpura, Jaipur-Sikar Road, Tehsil-Chomu, Distt.-Jaipur – 303704 Rajasthan, India to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt:
  - (a) The Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the reports of the Board of Directors and Auditors thereon; and
  - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and Auditor's report thereon.
2. To declare final dividend of Rs. 0.25/- per Equity Share for the financial year ended 31<sup>st</sup> March, 2018 and to confirm all Interim Dividends of Rs. 1.15/- per Equity Share, already paid during the financial year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Mr. Arun Kumar Bagaria (DIN:00373862), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **To ratify the payment of remuneration to the Cost Auditor for the financial year 2018-19**

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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the payment of the remuneration of Rs. 2,35,000/- p.a. (Rupees Two Lakhs Thirty Five Thousand rupees only) plus applicable GST and reimbursement of out of pocket expenses at actual 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 31<sup>st</sup> March, 2019, 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.”

5. **To Appoint Mr. Shyam Agrawal (DIN:03516372) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shyam Agrawal (DIN: 03516372), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 26<sup>th</sup> March, 2018 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 26<sup>th</sup> March, 2018 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.”

**6. To adopt new set of Regulations of Articles of Association of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of shareholders of the company be and is hereby accorded that the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and others and shall be effective from the date of passing this resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**7. To authorise the Board of Directors to grant loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board

and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Articles of Association of the Company and subject to necessary approvals, if required, approval of the shareholders be and is hereby given to the Board of Directors for : i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and / or iii) for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate upto an amount, the aggregate outstanding of which should not, at any time, exceed Rs. 500 Crore (Rupees Five Hundred Crore Only).”

**“RESOLVED FURTHER THAT** the Board of Directors is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution.”

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

**Rahul Joshi**

Company Secretary  
ACS 33135

Place: Jaitpura, Jaipur  
Date : May 30, 2018

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

**NOTES:**

- 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/herself 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.**

**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.**

**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.**

2. An explanatory statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, with respect to Special Business as set out in the notice is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies/ Authorized representatives are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
5. 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.
6. 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 Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 6<sup>th</sup> July, 2018 to Saturday, 7<sup>th</sup> July, 2018 for the purpose of 25<sup>th</sup> Annual General Meeting for annual closing and determining the entitlement of the shareholders to the final 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<sup>th</sup> July, 2018 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 those members whose names are furnished by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL) as beneficial owner as on 05<sup>th</sup> July, 2018.
10. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11 (3<sup>rd</sup> Interim Dividend), from time to time on due dates, to the Investor Education and Protection Fund (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 at [www.mayuruniquote.com](http://www.mayuruniquote.com) and also on the website of the Ministry of Corporate Affairs.
11. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more. Details of shares transferred to the IEPF Authority are available on the website of the Company i.e. [www.mayuruniquote.com](http://www.mayuruniquote.com). The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.html> or contact our RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.
12. In order to provide protection against fraudulent encashment of dividend warrants, Members are requested to intimate the Company's Registrars & Share Transfer Agent "Beetal Financial and Computer Services

(P) Ltd” (RTA), 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.

13. 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 details to the Company /RTA.
14. 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.
15. 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 RTA, for consolidation of such folios into a single folio.
16. 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 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 new Equity Shares of Rs. 5/- each.
17. The Notice of the Meeting along with the Annual Report 2017-18 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. The Shareholders who have not registered their email address are requested to update their e-mail addresses

with their depository participants to enable Company to send all the Communications including Annual Report, Notices, Circulars, etc. electronically.

19. Members are requested to:
  - (a) Notify the change in address if any, with Pin Code numbers immediately to the Company (in case of shares held in physical mode).
  - (b) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its RTA.
20. Non Resident Indian Members are requested to inform RTA 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.
21. As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General meeting issued by the 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.
22. The documents referred to in the proposed resolutions are available for inspection by members at the registered office of the Company during working hours between 10.00 A.M. to 5.00 P.M. except on holidays upto the date of this AGM.
23. Queries, if any, on accounts and operations may please be sent to the company at least 7 days in advance of the meeting so that the answers can be made available at the meeting.
24. A copy of Audited Financial Statements (Standalone and Consolidated) for the year ended 31<sup>st</sup> March, 2018 together with the Board’s and Auditor’s Report thereon are enclosed herewith.
25. CS Manoj Maheshwari, Practicing Company Secretary, Jaipur has been appointed as the scrutinizer for the conduct of e-voting and polling process to be carried out at the AGM of the Company in a fair and transparent manner.



26. The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

## 27. **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) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the company is pleased to provide to the members, facility to exercise their right to vote at the AGM by electronic means from a place other than the venue of the AGM ('remote e-voting') and the business may be transacted through e-Voting Services.

The company has therefore engaged **Central Depository Services (India) Limited** ("CDSL") for providing e-voting services through its 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.evotingindia.com> or <http://www.mayruniquoters.com>

28. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are provided separately along with Annual Report.

29. The e-voting period shall commence on Monday at 10:00 A.M. on 23<sup>rd</sup> July, 2018 and will end on Thursday at 5:00 P.M. on 26<sup>th</sup> July, 2018. During this period,

shareholders of the Company holding shares either in the physical form or in dematerialised form, as on the cut-off date i.e. 20<sup>th</sup> July, 2018, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

30. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 20<sup>th</sup> July, 2018.

31. The facility for voting through Ballot/ Poll Paper shall be made available at the Annual General Meeting 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/ Poll Paper.

### **E-Voting Instruction**

**The instructions for shareholders voting electronically are as under:**

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Mayur Uniquoters Limited> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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 scrutinizer, 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 Results of voting along with Scrutinizer’s Report(s) will be published on the website of the Company [www.mayuruniquoters.com](http://www.mayuruniquoters.com) and on Service Provider’s website [www.evotingindia.com](http://www.evotingindia.com) within 48 hours from the conclusion of the AGM and the same shall also be

simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

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

**Item No. 4:**

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 Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31<sup>st</sup> March, 2019.

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. 4 of the notice seeks the consent of the members for the ratification of payment of remuneration amounting to Rs. 2, 35, 000/- (Rupees Two Lakhs Thirty Five Thousand Only) p.a. plus applicable GST and reimbursement of out of pocket expenses at actuals to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2019.

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. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 in the Notice for approval by the members.

**Item No. 5:**

The Board of Directors appointed Mr. Shyam Agrawal (DIN: 03516372) as an Additional (Independent) Director of the Company with effect from 26<sup>th</sup> March, 2018 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as a Independent Director. Also, pursuant to the provisions of Section 150(2) read with Section 152 (2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting.



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

In the opinion of the Board, Mr. Shyam Agrawal fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Shyam Agrawal is independent of the management.

The Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Shyam Agrawal as an Independent Director for a term of 5 (five) consecutive years w.e.f. 26<sup>th</sup> March, 2018 on the Board of the Company.

Details of Mr. Shyam Agrawal, are provided in the “Annexure-A” to the Notice. 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 are provided in the “Annexure-A” 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.

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. 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 existing Articles of Association (AOA) of the Company are based on the applicable provisions of the Companies Act, 1956.

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act. The Board of Directors at its meeting held on 30<sup>th</sup> May, 2018 decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company.

Pursuant to the provisions of section 14 of the Companies Act, 2013 approval of the shareholders of the Company by Special Resolution is required for the adoption of new Articles of Association to replace the existing Articles of Association and accordingly, the approval of the shareholders is being sought for the adoption of the new Articles of Association in substitution and exclusion to the existing Articles of Association of the company.

A copy of the proposed new Articles of Association to be adopted are available for inspection by members at the registered office of the Company during working hours between 10.00 A.M. to 5.00 P.M. except on holidays upto the date of this AGM.

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 Special Resolution as set out at item no. 6 in the Notice for approval by the members.

**Item No. 7:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

Aggregate amount of the loans and investments, the amount for which guarantees and securities provided by the Company may exceed the limits of 100% of free reserves and securities premium account in the near future.

The Board of Directors via unanimous resolution passed in its meeting held on 30<sup>th</sup> May, 2018 approved giving of any loan, guarantee or making investment in shares, debentures etc. upto an amount of Rs.500 Crore.

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. 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.

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

**Rahul Joshi**  
Company Secretary  
ACS 33135

Place: Jaitpura, Jaipur  
Date : May 30, 2018

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

## ANNEXURE A

Details of Directors seeking re-appointment/appointment at 25<sup>th</sup> Annual General Meeting (AGM) pursuant to Regulation 36(3) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the ICSI.

(i)

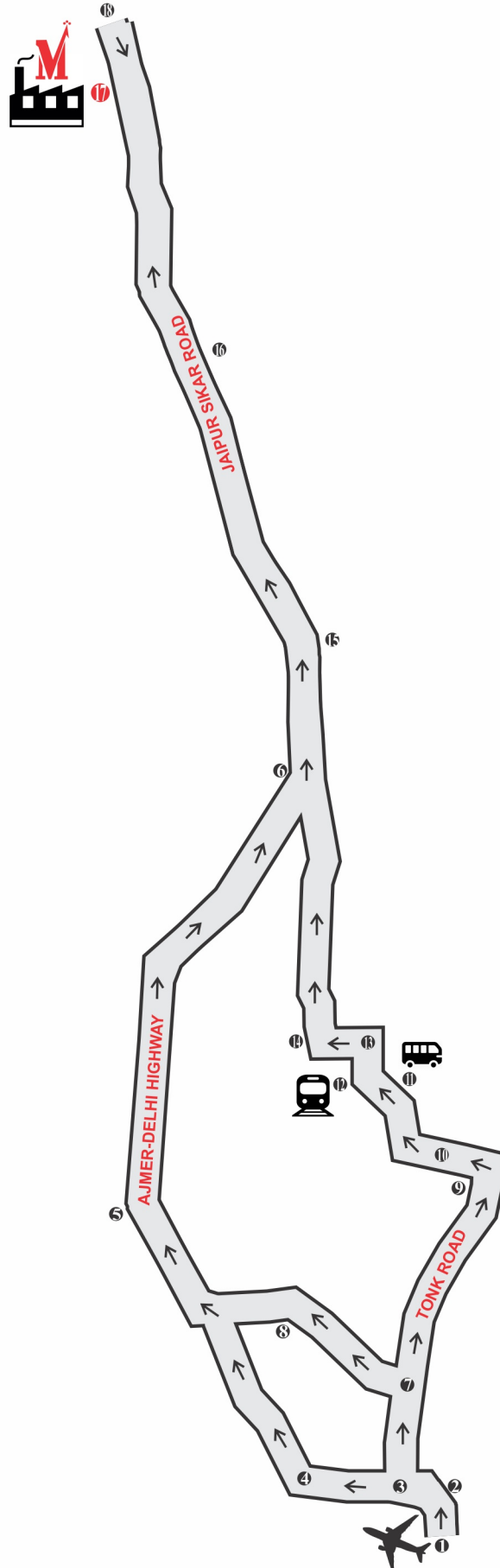
<b>(a) Name of Director :</b>	Mr. Arun Kumar Bagaria
<b>(b) Age :</b>	45 years
<b>(c) Date of Appointment:</b>	30 <sup>th</sup> June, 2007
<b>(d) Designation :</b>	Whole Time Director
<b>(e) Brief Resume and Expertise in specific functional area</b>	Mr. Bagaria did his Masters in Business Administration from University of Strathclyde Graduate Business School, UK. During his initial years as a professional, he gained sound knowledge and varied exposure in various trading and commercial activities in different companies. In the year 2007, Mr. Bagaria joined the board of Mayur Uniquoters Limited as an Executive Director. Over the years, he has made immense contribution to the company's growth, and has taken the company to the new heights. He is having 21 years of rich experience in trading business with exposure in all commercial activities
<b>(f) Qualification :</b>	MBA
<b>(g) Experience</b>	21 Years
<b>(h) Terms and conditions of appointment:</b>	In terms of Section 152(6) of the Act, Mr Arun Kumar Bagaria who was re-appointed as a Whole-time Director at the Annual General Meeting held on 27 <sup>th</sup> July, 2016 and is liable to retire by rotation at the Meeting.
<b>(i) Remuneration last Drawn (including sitting fees, if any):</b>	Rs. 113.09 Lakhs (For Remuneration details, Please refer Annexure-VI, to the Boards Report)
<b>(j) Remuneration proposed to be paid:</b>	As per existing approved terms and conditions
<b>(k) Directorship in other Companies as on 31<sup>st</sup> March, 2018 :</b>	Nil
<b>(l) Member/Chairman of the Committees of the Board of other Companies as on 31<sup>st</sup> March, 2018 :</b>	Nil
<b>(m) No. of shares held in Company as on 31<sup>st</sup> March, 2018 :</b>	5,39,884
<b>(n) Relationship between the directors inter se :</b>	Son in Law of Mr. Suresh Kumar Poddar, Chairman and Managing Director
<b>(o) No. of meetings of the Board attended during the year</b>	4 (Four)

(ii)

<b>(a) Name of Director :</b>	Mr. Shyam Agrawal
<b>(b) Age :</b>	38 years
<b>(c) Date of first Appointment on the board:</b>	26 <sup>th</sup> March, 2018
<b>(d) Designation :</b>	Additional Director
<b>(e) Brief Resume and Expertise in specific functional area</b>	He is a Practicing Company Secretary having experience of more than 10 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.
<b>(f) Qualification :</b>	Ph.D (Law), LLM, LLB & CS
<b>(g) Experience:</b>	10 Years
<b>(h) Terms and conditions of appointment:</b>	As per the Resolution at item no. 5 of the notice convening this Meeting read with Explanatory Statement thereto.
<b>(i) Remuneration last Drawn (including sitting fees, if any):</b>	Sitting Fees-Rs.25,000/-(Twenty Five thousand Rupees Only)
<b>(j) Remuneration proposed to be paid:</b>	As per the Resolution at item no. 5 of the notice convening this Meeting read with explanatory Statement thereto.
<b>(k) Directorship in other Companies as on 31<sup>st</sup> March, 2018 :</b>	Astron Paper and Board Mill Limited
<b>(l) Member/Chairman of the Committees of the Board of other Companies as on 31<sup>st</sup> March, 2018:</b>	Audit Committee member in Astron Paper and Board Mill Limited
<b>(m) No. of shares held in Company as on 31<sup>st</sup> March, 2018 :</b>	Nil
<b>(n) Relationship between the directors inter se :</b>	Not Applicable
<b>(o) No. of meetings of the Board attended during the year</b>	1 (One)

## Route Map

1. Jaipur Airport
2. Jawahar Circle
3. B2B Bye Pass
4. New Sanganer Road
5. Heerapura
6. Jaipur Sikar Road
7. Gopalpura Crossing
8. New Aatish Market
9. Maharani College
10. Ashok Marg
11. Sindhi Camp Bus Stand
12. Jaipur Railway Station
13. Collectorate Circle (2 Exit)
14. Sapt Shakti Canteen
15. Harmada Check Post
16. Aapno Rajasthan
17. Mayur Uniquoters Ltd.
18. Chomu







# MAYUR UNIQUOTERS LTD

## ATTENDANCE SLIP

CIN: L18101RJ1992PLC006952

Registered Office: Village-Jaitpura, Jaipur-Sikar Road, Tehsil-Chomu, Jaipur - 303704 (Rajasthan) India  
Website : www.mayuruniquoters.com; Email : secr@mayur.biz, Tele : 91-1423-224001; Fax : 91-1423-224420

DP Id*		Folio No.	
Client Id*		No. of Shares	

Name and Address of the shareholder/ Proxy (in block letters):

I /we hereby record my/our presence at the 25th Annual General Meeting (AGM) of the Company held on Friday, 27th July, 2018 at 11.00 A.M. at the registered office of the Company situated at Village:- Jaitpura, Jaipur- Sikar Road, Teh.:- Chomu, Distt.:- Jaipur- 303 704 (Rajasthan), India

\*Applicable for Members holding shares in electronic form.

Note: (a) Shareholder/ Proxy holder desiring to attend the meetings should bring his/her copy of Annual Report for reference at the meeting.

(b) 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

Signature of Shareholder / Proxy



# MAYUR UNIQUOTERS LTD

CIN: L18101RJ1992PLC006952

Registered Office: Village-Jaitpura, Jaipur-Sikar Road, Tehsil-Chomu, Jaipur - 303704 (Rajasthan) India  
Website: www.mayuruniquoters.com, Email: secr@mayur.biz, Tel.: 91-1423-224001, Fax: 91-1423-224420

## FORM MGT-11 (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:		Folio No/ *Client Id:	
		*DP Id:	

I/We being the member(s) of \_\_\_\_\_ shares of above named company, hereby appoint:

1) Name _____	2) Name _____	3) Name _____
Address _____	Address _____	Address _____
E-mail Id _____	E-mail Id _____	E-mail Id _____
Signature _____ or failing him/her.	Signature _____ or failing him/her.	Signature _____

as my/our proxy to attend and vote (on poll) for me /us on my /our behalf at the **25<sup>th</sup> Annual General Meeting** of the Company, to be held on Friday, 27<sup>th</sup> July, 2018 at 11.00 A.M. at the Registered Office of the Company situated at Jaipur-Sikar Road, Village: Jaitpura, Tehsil: Chomu, Distt.:- Jaipur- 303 704 (India) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1 To receive, consider and adopt (a) The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2018, together with the report of the Board of Directors and Auditor's thereon; (b) The Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2018 and Auditor's report thereon.		
2 To declare final dividend of Rs.0.25/- per Equity Share for the financial year ended 31 <sup>st</sup> March, 2018 and to approve all Interim Dividends of Rs. 1.15/- per Equity Share, already paid during the financial year ended 31st March, 2018.		
3 To appoint a Director in place of Mr. Arun Kumar Bagaria (DIN:00373862), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		
4 To ratify the payment of remuneration to the Cost Auditor for the financial year 2018-19.		
5 To appoint Mr. Shyam Agrawal (DIN: 03516372) as an Independent Director of the company.		
6 To adopt new set of Articles of Association of the Company		
7 To authorise Board of Directors to grant loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013		

\* Applicable for investors holding shares in electronic form.

P.T.O.

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Signed this..... day of.....2018

\_\_\_\_\_  
Signature of the shareholder



\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

- Notes:**
- 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 to be a member of the Company.**