

NOTICE OF THIRTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting ('AGM') of the members of Mayur Leather Products Limited will be held on Tuesday, September 28, 2021 at 02:00 P.M. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajendra Kumar Poddar (DIN:00143571), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Approval/Ratification for Re-appointment of Mr. Madhusudan Prasad Kejriwal (DIN:06547411) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, re-appointment/ratification of Mr. Madhusudan Prasad Kejriwal (DIN:06547411), as an Independent Director who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby approved with effect from April 1, 2019 to hold office upto March 31, 2024 for a second term of five consecutive years and that all acts, deeds and things done by Mr. Madhusudan Prasad Kejriwal in the capacity of an Independent Director, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution."

**By Order of the Board of Directors
For Mayur Leather Products Limited**

**Place: Jaipur
Date: August 13, 2021**

**Anil Kumar Sharma
Company Secretary
FCS-9382**

Registered Office:
B-5, Vrindavan Apartments,
Vrindavan Vihar, King's Road,
Jaipur-302019, Rajasthan

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') has vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively (collectively referred to as 'SEBI Circulars'), permitted the holding of AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility without the physical presence of the members at a common venue. In compliance with the provisions of Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), MCA Circulars and the SEBI Circulars, the 36th AGM of the Company is being held through VC/OAVM facility. The deemed venue for the 36th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, the facility for appointment of proxies by the members will not be available for the 36th AGM and hence the proxy form and attendance slip are not annexed to this notice.
3. In terms of Section 152(6) of the Act, Mr. Rajendra Kumar Poddar (DIN:00143571), CEO and Non-Executive Director, retiring by rotation at the AGM and being eligible, offer himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company has recommended for his re-appointment.
4. An Explanatory Statement, pursuant to Section 102 of the Act, relating to Special Business as set out at Item No. 3, of the accompanying notice are annexed hereto. The details of the Directors who are seeking re-appointments as set out at Item Nos. 2 and 3 of the notice are annexed herewith as required under Regulation 36(3) of the SEBI Listing Regulations, as amended and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
5. The Company's Statutory Auditors M/s. H.C. Garg & Co., Chartered Accountants, were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the 32nd Annual General Meeting held on September 29, 2017 on such remuneration as may be decided by the Board of Directors of the Company in consultation with the Auditors. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from May 7, 2018, it is no longer necessary to seek the ratification of the shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the shareholders for the appointment of the Statutory Auditors.
6. Institutional/Corporate members (i.e. other than individuals, HUR, NRI etc.) intending to authorize their representative to attend the AGM are requested to send a scanned certified copy of the board resolution (PDF/JPEG Format) authorizing their representative to attend and vote on their behalf at the AGM. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address at aroracs2@gmail.com with a copy marked to cs@mayurleather.com and helpdesk.evoting@cdslindia.com.
7. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM and Annual Report 2020-21 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that this Notice of AGM and Annual Report 2020-21 will also be available on Company's website at www.mayurleather.com, Stock Exchange's website i.e. www.bseindia.com and on the website of Central Depository Services (India) Limited ('CDSL') i.e. www.evotingindia.com.
10. The Notice of AGM and Annual Report 2020-21 will be sent to those members/beneficial owners whose name will appear in the Register of Members/list of beneficiaries received from the Depositories as on Friday, August 27, 2021.
11. Members holding shares in physical mode and who have not registered their e-mail address with the Company are requested to register the same by sending an email to the Company at cs@mayurleather.com. Members holding shares in demat form are requested to register their e-mail address with their Depositories Participant (DP) only. The registered e-mail address will be used for sending future communications.

12. Since the AGM is being conducted through VC/OAVM, the route map is not annexed to this notice.
13. Members desiring any information/clarification on the accounts or any matter to be placed at the AGM are requested to write to the Company at cs@mayurleather.com at least seven days in advance to enable the management to keep information ready at the AGM.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection. Members seeking to inspect such documents can send an email to the Company at mlp@mayurleather.com / cs@mayurleather.com.
15. Members are requested to note that dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (‘IEPF’). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant (‘DP’) and holdings should be verified from time to time. 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 DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company’s RTA i.e. Link Intime India Private Limited, Noble Heights 1st Floor, Plot No. NH-2 LSC, C-1, Block, Near Savitri Market Industrial Area, Janakpuri, New Delhi – 110058, in case the shares are held by them in physical form.
19. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective DPs. The nomination form can be downloaded from the Company’s website i.e. www.mayurleather.com. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
20. As per Regulation 40 of the SEBI Listing Regulations, securities of the listed companies can be transferred only in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members may contact the Company or RTA for assistance in this regard.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (‘CDSL’) for facilitating voting through electronic means as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of AGM will be provided by CDSL.

22. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

THE INTRUCTIONS FOR THE SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

(i) The remote e-voting period begins on September 25, 2021 at 9.00 A.M. and ends on September 27, 2021 at 5.00 P.M. During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of September 21, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders who have already voted prior to the AGM date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p>

	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirect Reg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company /Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **MAYUR LEATHER PRODUCTS LIMITED** to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution /Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. cs@mayurleather.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@mayurleather.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@mayurleather.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

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3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

23. The Company has appointed CS Deepak Arora, Practicing Company Secretary, Jaipur (Membership No. FCS: 5104, CP No. 3641), Partner of M/s. Deepak Arora & Associates, Company Secretaries, Jaipur as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

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

25. The results of voting along with Scrutinizer's report will be published on the website of the Company i.e. www.mayurleather.com and on Service Provider's website i.e. www.evotingindia.com within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited, where the shares of the Company are listed.

**By Order of the Board of Directors
For Mayur Leather Products Limited**

**Place: Jaipur
Date: August 13, 2021**

**Anil Kumar Sharma
Company Secretary
FCS-9382**

Registered Office:
B-5, Vrindavan Apartments,
Vrindavan Vihar, King's Road,
Jaipur-302019, Rajasthan

EXPLANATORY STATEMENT
[Pursuant to the provisions of Section 102(1) of the Companies Act, 2013]

Item No. 3

Mr. Madhusudan Prasad Kejriwal was appointed as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the members at the Annual General Meeting held on September 8, 2014 to hold office for a term upto March 31, 2019. After the conclusion of this term, Mr. Kejriwal is continuously serving on the Board of the Company as an Independent Director and as per the provisions of Section 149 of the Companies Act, 2013, the Company is required to re-appoint Mr. Kejriwal as an Independent Director of the Company for the next term of five years by passing of special resolution of the members in their general meeting. Therefore, the Board of Directors of your Company, after the recommendation of Nomination and Remuneration Committee, has decided to re-appoint/ratification/continuance of his term for one more term of five consecutive years.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member of the Company proposing candidature of Mr. Madhusudan Prasad Kejriwal as Director of the Company. Mr. Madhusudan Prasad Kejriwal has given a declaration to the Company that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Kejriwal has consented to act as a Director in terms of Section 152 of the Companies Act, 2013 and has provided a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on July 3, 2021 after taking into account the performance evaluation of Mr. Madhusudan Prasad Kejriwal during his first term and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by him during his tenure as an Independent Director, has recommended to the Board that continued association of Mr. Madhusudan Prasad Kejriwal as an Independent Director would be in the interest of the Company.

After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that Mr. Kejriwal possesses relevant expertise and experience for being re-appointed/ratified as an Independent Director of the Company and considers that his association would be of immense benefit to the Company. In the opinion of the Board, Mr. Madhusudan Prasad Kejriwal is an independent of the management and fulfils all the conditions as specified in the Companies Act, 2013 and the rules made there under, for his re-appointment as an Independent Director of the Company.

A copy of the letter of re-appointment of Mr. Madhusudan Prasad Kejriwal, as an Independent Director setting out the terms and conditions, is available for inspection through electronic mode. Members seeking to inspect the appointment letter can send an email to the Company at cs@mayurleather.com. The Board of Directors of the Company recommends the Special Resolution for approval of the members as set out in Item No. 3 of the notice.

Except Mr. Madhusudan Prasad Kejriwal being an appointee and his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 3 of the Notice.

**By Order of the Board of Directors
For Mayur Leather Products Limited**

Place: Jaipur
Date: August 13, 2021

Anil Kumar Sharma
Company Secretary
FCS-9382

Registered Office:
B-5, Vrindavan Apartments,
Vrindavan Vihar, King's Road,
Jaipur-302019, Rajasthan

ANNEXURE TO THE NOTICE

Details of the Directors seeking re-appointments at this Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Rajendra Kumar Poddar	Mr. Madhusudan Prasad Kejriwal
DIN	00143571	06547411
Date of Birth and Age	March 3, 1955, 66 Years	December 13, 1949, 71 Years
Date of first appointment on the Board	June 17, 1987	March 3, 2013
Qualifications	B. Com. (Honors)	Graduate
Brief Profile	Mr. Rajendra Kumar Poddar, aged about 66 years, is the CEO & Director of the Company. He has 43 years of vast experience in the field of Audit, Finance, Administration, Management, Manufacturing and Marketing. He has been an active debater and national level sports person during his School and College days.	Mr. Madhusudan Prasad Kejriwal, aged about 71 years, is the Non Executive Non Independent Director of the Company. He has 48 years of vast experience in the field of Management and Strategic activities.
Nature expertise in specific functional area	Management, Financial, Strategic and Marketing Expertise	Management and Strategic Expertise
Shareholding in the Company	23.33%	NIL
Number of Board Meetings attended during the financial year 2020-21	6 (Six)	6 (Six)
Directorships held in other Companies	Mayur Global Private Limited - Director	NIL
Chairmanship and Membership in the Committees of Other Boards of Companies in which he is Director*	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Amita Poddar:- Wife Akhilesh Poddar :- Son Ashwarya Poddar: Daughter Except as above, Mr. Poddar is not related to any other Director and/or Key Managerial Personnel of the Company.	Mr. Kejriwal is not related to any other Director and/or Key Managerial Personnel of the Company.
Remuneration drawn during the financial year 2020-21 (Including sitting fees & commission)	Rs. 1,357,500.00	NA
Details of remuneration sought to be paid	Mr. R.K. Poddar is drawing remuneration as CEO of the Company.	No remuneration is proposed except payment of sitting fee.
Terms & conditions of appointment/reappointments	Mr. R.K. Poddar is a Chief Executive Officer & Director of the Company and he is liable to retire by rotation.	As per resolution at Item No. 3 of this notice read with the explanatory statement thereto.

*Chairmanship and Membership in the Committees of other Boards of Companies in which he is Director includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).

**By Order of the Board of Directors
For Mayur Leather Products Limited**

Place: Jaipur
Date: August 13, 2021

Anil Kumar Sharma
Company Secretary
FCS-9382

Registered Office:
B-5, Vrindavan Apartments,
Vrindavan Vihar, King's Road,
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