



**MAYUR LEATHER PRODUCTS LTD.**

**Date: 7<sup>th</sup> September, 2018**

**To,  
The Manager- Listing,  
Deptt. of Corporate Services  
Bombay Stock Exchange Ltd.  
Floor 25, P J Towers,  
Dalal Street,  
MUMBAI-400001**

**Ref: SECURITY CODE: 531680; SECURITY ID: MAYUR; ISIN INE799E01011**

**Sub: Notice of 33<sup>rd</sup> Annual General Meeting of the Members of the Company**

Dear Sir,

This is inform to you that the 33<sup>rd</sup> Annual General Meeting of the Company will be held on Saturday, 29<sup>th</sup> September, 2018 at 02.30 P.M. at registered office of the Company situated at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura- 303704, Jaipur (Raj.)

In this regard, please find enclosed the copy of the Notice of 33<sup>rd</sup> Annual General Meeting of the Company.

This is for your information and record.

Thanking you.

**Yours faithfully,**

**For Mayur Leather Products Limited**

*Heena Lakhani*

**HEENA LAKHANI  
COMPANY SECRETARY**



**Works & Regd. Office : G-60 To 62 & 67 To 69, Jaitpura Indl. Area, Jaitpura, Jaipur- 303 704 Rajasthan (INDIA)  
Phone : +91 1423 224353, 224303, 512303 • Fax : +91 1423 224308 • Email : mlp@mayurleather.com  
Correspondence Office : B-5, Vrindavan Apartments, Vrindavan Vihar, King's Road, Jaipur - 302 019 Rajasthan (INDIA)  
Phone : +91 9928911947 • Telefax : +91-141-2810385 • website: www.mayurgroups.net**

**CIN: L19129RJ1987PLC003889**



## **NOTICE OF 33<sup>rd</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **33<sup>rd</sup> Annual General Meeting [AGM]** of the Members of **MAYUR LEATHER PRODUCTS LIMITED** will be held on Saturday, the 29<sup>th</sup> day of September, 2018 at 02:30 P.M. at its Registered Office at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura - 303704, Jaipur (Rajasthan) to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including the consolidated financial statements) of the Company for the year ended 31<sup>st</sup> March, 2018 and together with the reports of the Auditors and the Board of directors thereon.
2. To appoint Director in place of Mrs. Amita Poddar (DIN: 00143486), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. **Appointment of Mrs. Divya Kalra (DIN:07263511) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of section 149, 150, 152, 160 & 161 of the Companies Act, 2013 and any other applicable provisions and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Divya Kalra (DIN: 07263511), who was appointed as an Additional Independent Director of the company by the Board in their meeting w.e.f. 01<sup>st</sup> June, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing by the Board of Directors proposing her candidature for the office of the director be and is hereby appointed as Independent director of the Company to hold office upto May 31, 2023.

**FURTHER RESOLVED THAT** the Director(s) of the Company be and is hereby authorised jointly and/or severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

4. **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. 50 Crore (Rupees Fifty 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."

**5. To authorise the Board of Directors to borrow money under section 180(1)(C) of the Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, the consent of the Company be and is hereby granted to the Board of Directors of the Company to borrow money, from time to time, at its discretion either from the Company's existing bank(s) or any other bank(s), financial institution(s) or any other lending institution or persons on such terms and conditions as may be considered suitable by the Board of Directors and remaining un-discharged at any given time up to a limit not exceeding 50Cr. (Rupees Fifty Crore only) notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say reserves not set for any specific purpose.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto for giving effect to this resolution."

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR MAYUR LEATHER PRODUCTS LIMITED**

**PLACE: JAIPURA, JAIPUR  
DATE: 13<sup>th</sup> August, 2018**



*Heena Lakhani*  
**HEENA LAKHANI  
COMPANY SECRETARY**

**NOTES:**

- 1) The relative Explanatory Statements pursuant to section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice are annexed.
- 2) **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 INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 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.**

- 3) Corporate members intending to send their authorised representatives to attend the Meeting 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) Additional Information, pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, form an integral part of the notice.
- 5) In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mrs. Amita Poddar (DIN: 00143486), Director of the company, retire by rotation at the ensuing Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommends this re-appointment.
- 6) Members /Proxies and Authorised representatives attending the meeting should bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
- 7) Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
- 8) Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in a physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting.
- 9) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 25th day of September, 2018 to Saturday, 29th day of September, 2018 (both days inclusive).



*J.H.*

- 10) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
- 11) Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or the Company Secretary, at the Company's registered office, Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which Dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act, and the applicable rules.
- 12) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 13) Members are requested to address all correspondence to **M/s. Link India Intime Pvt. Limited.**, 44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi - 110028 who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
- 14) All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 am to 1.00 pm up to the date of Annual General Meeting.
- 15) For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
- 16) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
- 17) In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the Registered Office of the Company.
- 18) Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
- 19) 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 the PAN to their Depository Participant(s) with whom they are maintaining their Demat



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accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.

- 20)** Members desirous of making nomination as permitted under section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent M/s Link Intime (India) Private Limited. The members holding shares in Demat form may contact their respective depository participants for such nominations.
- 21)** Members are informed that Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliance by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.
- 22)** Your company has also decided to be a part of this initiative and request the shareholders to send/update their email ID in the company's record. This initiative will enable better flow of the information required to be disseminated to the members and save the environment by saving the paper. We seek your whole-hearted support for this initiative.
- 23)** 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 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.
- 24)** The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Saturday, 22<sup>nd</sup> September, 2018 (Cut off date).
- 25)** Pursuant to Section 108 of the Companies Act, 2013, 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 the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The instructions for e-voting are annexed to the Notice.
- 26)** Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 22<sup>nd</sup> September, 2018 are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).



- 27)** The remote e-voting period will commence on **10.00 A.M. on Wednesday, September 26<sup>th</sup>, 2018 and ends on 05.00 P.M. on Friday, September 28<sup>th</sup>, 2018**. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- 28)** The Company has appointed Mr. Deepak Arora, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- 29)** The final results including the remote E-voting results shall be declared at the AGM of the Company. The final results along with the scrutinizer's report shall be placed on the Company's website [www.mayurgroups.com](http://www.mayurgroups.com) within two days of passing of the resolution at the AGM of the Company. The results shall simultaneously be communicated to the Stock Exchanges.
- 30)** Company's website [www.mayurgroups.com](http://www.mayurgroups.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.

### **31) E-VOTING FACILITY**

- (i) The voting period begins on **10.00 A.M. on Wednesday, September 26<sup>th</sup>, 2018 and ends on 05.00 P.M. on Friday, September 28<sup>th</sup>, 2018**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the company name, "MAYUR LEATHER PRODUCTS LIMITED" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.



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(vii) 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.

(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<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>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).</li> </ul>

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

(x) 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.

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

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) 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.



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- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 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 favor 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR MAYUR LEATHER PRODUCTS LIMITED**

**PLACE: JAIPURA, JAIPUR  
DATE: 13<sup>th</sup> August, 2018**



*Heena Lakhani*  
**HEENA LAKHANI  
COMPANY SECRETARY**

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 3

The Board of Directors appointed Mrs. Divya Kalra (DIN: 07263511) as an Additional (Independent) Director of the Company with effect from 01<sup>st</sup> June, 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.

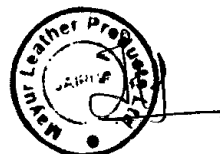
The Company has received a notice in writing from a director under Section 160 of the Act proposing the candidature for Mrs. Divya Kalra as an Independent Director of the company who has given a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of 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 she is not disqualified to be reappointed as a Director of the Company. In the opinion of the Board, Mrs. Divya Kalra fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Divya Kalra is independent of the management. The Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mrs. Divya Kalra as an Independent Director for a term of 5 (five) consecutive years w.e.f. 01<sup>st</sup> June, 2018 on the Board of the Company. Details of Mr. Shyam Agrawal, are provided in the "Annexure-A" to the Notice. She 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 Mrs. Divya Kalra, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 3 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 3 in the Notice for approval by the members.

#### ITEM NO. 4

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.



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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 Special Resolution as set out at item no. 4 in the Notice for approval by the members.

#### **ITEM NO. 5**

Under section 180(1)(c) of the Companies Act, 2013 (the Act), sanction of the company is required for enabling the board of directors to borrow money in excess of paid-up share capital and free reserves of the company by way of a special resolution.

Under section 180 of the Act, the above powers of the board are required to be exercised only with the consent of the company by a special resolution. Hence, the resolution as set out in item no. 5 is being sought, by way of a special resolution, pursuant to section 180(1)(c) of the Act seeking approval of the shareholders to authorise the directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding 50 crores.

The board recommends the resolution under item no.5 for approval of the members.

None of the directors, key managerial personnel and their relatives is concerned or interested in the resolution set forth in item no. 5 of the notice.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR MAYUR LEATHER PRODUCTS LIMITED**

**PLACE: JAIPURA, JAIPUR**

**DATE: 13<sup>th</sup> August, 2018**



*Heena Lakhani*

**HEENA LAKHANI  
COMPANY SECRETARY**

**ANNEXURE TO THE NOTICE OF 33<sup>rd</sup> AGM**

Details of Directors seeking re-appointment/appointment at 25th 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) Brief Profile**

Name	Amita Poddar
Age	65 Years
Qualifications	Senior Cambridge
Terms and Conditions of appointment	As per agreement
Details of remuneration	Nil
Date of first appointment	01.09.2002
Shareholding in the Company	14.19%
Relationship with other director/Manager and other KMP	Rajendra Kumar Poddar- Spouse Akhilesh Poddar-Son
Directorships of other Board	Mayur Leather Products Limited – Director Mayur Global Private Limited – Director
Membership/Chairmanship of Committees of other Board	Audit Committee Stakeholder's Relationship Committee



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(ii) Brief Profile

Name	Divya Kalra
Age	28 Years
Qualifications	B.com, M.com & LL.B
Experience	<p>She holds degree in Bachelors of Business Administration and qualified with Bachelor of Law and Master of Commerce (BADM) from University of Rajasthan.</p> <p>She has served the board of KAMAL AUTOFINANCE LTD as an Independent Director from 23.09.2015 to 12.02.2018 and having experience of working in legal and financial matters.</p> <p>Currently, she is a Director in "Krishna Finmart Private Limited" handling family business and financial, accounting matters with utmost care and experience.</p>
Terms and Conditions of appointment	As per agreement
Details of remuneration	Nil
Date of first appointment	01.06.2018
Shareholding in the Company	NIL
Relationship with other director/Manager and other KMP	NA
Directorships of other Board	Krishna Finmart Private Limited
Membership/Chairmanship of Committees of other Board	Audit Committee Nomination & Remuneration Committee Stakeholder's Relationship Committee

BY ORDER OF THE BOARD OF DIRECTORS  
FOR MAYUR LEATHER PRODUCTS LIMITED

PLACE: JAIPURA, JAIPUR  
DATE: 13<sup>th</sup> August, 2018



*Heena Lakhani*

HEENA LAKHANI  
COMPANY SECRETARY

**MAYUR LEATHER PRODUCTS LIMITED**

**CIN:** L19129RJ1987PLC003889

**Reg. Office:** G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur (Raj).

**WEBSITE:** www.mayurgroups.com **Email Id:** [mlp@mayurleather.com](mailto:mlp@mayurleather.com)

**TEL No. & FAX:** 01423-224303, 01423-224308

**PLEASE FILL 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.

DP ID*	
Client ID*	

Master Folio No.	
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NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held:

I hereby record my presence at the **33<sup>rd</sup> ANNUAL GENERAL MEETING** of the Company held on **Saturday, the 29<sup>th</sup> day of September, 2018** at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur **at 02:30 P.M.**

Signature of the shareholder or proxy

\* Applicable for investors holding shares in electronic form.

**NOTE:** (1) The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

(2) Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional form on request.



**MAYUR LEATHER PRODUCTS LIMITED**

**CIN:** L19129RJ1987PLC003889

**Reg. Office:** G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur (Raj).

**WEBSITE:** www.mayurgroups.com **Email Id:** [mlp@mayurleather.com](mailto:mlp@mayurleather.com)

**TEL NO. & FAX:** 01423-224303. 01423-224308

**Form No. MGT-11**

**PROXY FORM**

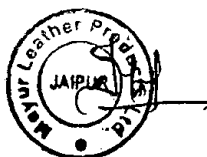
**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

<b>Name of the Member(s)</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No. / DP ID and Client ID</b>	

**I/We, being the Member(s) of..... shares of the above named Company, hereby appoint \**

- 1. Name:.....**  
**Address:..... E-**  
**mail ID:.....**  
**Signature:....., or failing him/her**
- 2. Name:.....**  
**Address:..... E-**  
**mail ID:.....**  
**Signature:....., or failing him/her**
- 3. Name:.....**  
**Address:..... E-**  
**mail ID:.....**  
**Signature:....., or failing him/her**

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the **33<sup>rd</sup> ANNUAL GENERAL MEETING** of the Company held on **Saturday, the 29<sup>th</sup> day of September, 2018** at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur at **02:30 P.M.** and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:



Reso. No.	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2017.		
2.	To appoint Director in place of Mrs. Amita Poddar (DIN: 00143486), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Appointment of Mrs. Divya Kalra (DIN:07263511) as an Independent Director of the Company		
4.	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.		
5.	To authorise the Board of Directors to borrow money under section 180(1)(C) of the Companies Act, 2013.		

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

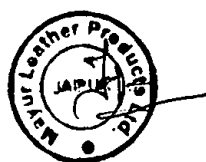
Signature of shareholder.....

Signature of proxy holder(s).....

Affix  
Revenue  
Stamp

**Note:**

This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.





## KYC Updation

To

The Members

Mayur Leather Products Limited

Re.: Seeking copy of PAN CARD and Bank Details

Dear Sir/Madam,

We refer to the SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated: 20th April, 2018 and subsequent circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated: 16th July, 2018 wherein SEBI has directed all the listed companies to record the PAN and Bank account details of all shareholders holding shares of the Company in physical form. As per SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July, 2018 mandated that with effect from 5th December, 2018 all transfer(s) of securities would be carried out in dematerialized form only.

We therefore request you to send us the below mentioned documents in order to update your PAN and bank account and other details in the Company's records and take note of the following:

1. Self-attested copy of your PAN Card (in case the shareholder is a resident of Sikkim, the shareholder is required to submit a valid ID proof issued by the Government).
2. Original cancelled cheque leaf /attested bank passbook showing name of account holder ) along with a duly filled in Form appended as Annexure-A to this letter, so that all future dividends could directly be credited to your bank account and we would be able to serve you better in future.
3. You are requested to send the desired details/documents to the Company's Registrar & Share Transfer Agent (RTA), M/s. LINK INTIME INDIA PVT. LTD. at 44, Community Centre, 2<sup>ND</sup> Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi-110028.
4. You may kindly note that in case we do not receive any response from your side, any future transactions in your shares like transfer, transmission, issue of duplicate share certificates etc., and shall be subject to enhanced supervision by the Company. Therefore you are advised to furnish your PAN, bank details and other desired details as mentioned in Annexure A within 21 days of the date of this letter.
5. Shareholder(s) please note that request for transfer of shares in physical form will be considered before 5th December, 2018 subsequently any request for transfer of shares (except requests related to transmission and transposition of shares) shall not be processed. This intimation is in accordance with SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July, 2018. Copy is available on the company's website [www.mayurgroups.com](http://www.mayurgroups.com). Accordingly, you are advised to dematerialize your entire physical shareholding in company.



6. Shareholders holding shares in physical mode are also requested to send their signature cards to our RTA, ), LINK INTIME INDIA PVT. LTD. at 44, Community Centre, 2<sup>ND</sup> Floor, Naraina Industrial Area, Phase-1, Near PVR Naraina, New Delhi- 110028 at the earliest.

Thanking you,

Yours faithfully,

For Mayur Leather Products Limited

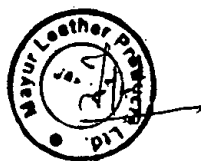
Sd/-

Heena Lakhani  
Company Secretary  
Encl. : As above.  
Annexure-A

Name of Shareholder(s)	
Folio No.	
Pan (attached Self attested copy of Pan)	
Bank Details (attach Self attested copy of cancelled Cheque)	
Bank Account No.	
Name of Bank	
Branch Address	
IFSC No.	
MICR No.	
E-mail ID of shareholder	

(-----)

Signature of Shareholder (s)



# ROUTE MAP

