

Date: 20.06.2023

To,

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001.

Ref: Mayur Leather Products Limited; BSE Scrip Code: 531680

Respected Sir/Madam,

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015..

Dear Sir / Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated June 13th, 2023.

The Postal Ballot Notice along with the Explanatory Statement, has been electronically sent to all the Members whose names appear in the Register of Members or List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) as on June 16, 2023 (“**Cut-off date**”) and who have registered their E-mail addresses with the Company and/or with the Depositories / Depository Participants, in accordance with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021 and General Circular No.3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs (“MCA Circulars”).

Members holding shares in physical mode and who have not updated their email addresses with the Company/RTA/DP are requested to update their email addresses as per the instructions given in the enclosed Notice.

REMOTE E-VOTING DETAILS		
1.	Commencement of Evoting	9.00 am (IST) on Thursday, June 22, 2023
2.	End of Evoting	5.00 pm (IST) on Thursday, July 20, 2023
3.	Declaration of Results	22 nd July, 2023
4.	Manner of Voting	Voting through electronic means (Remote EVoting) only.
5.	Authority entrusted for registration of email addresses for receiving Postal Ballot Notice	Link Intime India Private Limited
6.	Agency appointed for providing remote e-voting facility to the Members	Central Depository Services (India) Limited (CDSL)

The copy of the said Postal Ballot Notice is being made available on the website of the Company, viz., www.mayurleather.com and on the websites of BSE Limited (www.bseindia.com). It is also being made available on the website of CDSL at the weblink <https://www.evotingindia.com>

You are requested to kindly take the above information on your records.

Thanking you.

Yours faithfully,
For, Mayur Leather Products Limited

Amita Poddar
Digitally signed
by Amita
Poddar
Date:
2023.06.20
17:57:23 +05'30'

Amita Poddar
Director
DIN: 00143486

Place: Jaipur
Enclosure: as above



MAYUR LEATHER PRODUCTS LTD.

POSTAL BALLOT NOTICE

[Pursuant to pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments or re-enactments thereof and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]

To
The Members,

Notice is hereby given pursuant to the provisions of Section 108 & Section 110 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) ("the Act"), read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Rules"), read with MCA General Circular Nos. 14/2020, 03/2022 and 11/2022 dated 8th April, 2020, 5th May, 2022 and 28th December, 2022, respectively, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended, Secretarial Standards -II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and pursuant to other applicable laws and regulations, to transact the special businesses as set out hereunder through Postal Ballot (only through the remote e-voting process).

The proposed Resolutions along with Explanatory Statements setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of **Mayur Leather Products Limited ("The Company" or "MLPL")** through remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Notice would be sent in electronic mode only to all those shareholders/members who have registered their e-mail addresses with the Company or Depository Participant/ Depository/Link Intime India Private Limited, the Company's Registrar & Share Transfer Agent (hereinafter referred as "RTA"). Further, MLPL has extended remote e-voting facility as the only medium to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form and has engaged the services of Central Depository Services (India) Limited ('CDSL') for the said purpose. Therefore, members are requested to communicate their assent or dissent through remote e-voting system only. The instruction for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of MLPL has appointed CS Mayur Sanghi, Proprietor of Mayur Sanghi & Associates, Company Secretary in Practice (ACS No. 31712 and CP No. 11648) to act as the Scrutinizer, for conducting the Postal Ballot only through the remote e-voting process, in a fair and transparent manner.

You are requested to carefully read the instructions in this Postal ballot Notice and record your assent (FOR) or dissent (AGAINST) on the proposed resolutions through the remote e-voting process not later than 5.00 p.m. (IST) on Thursday, 20th July, 2023. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.



Regd. & Works Office: F-26-A, RIICO Industrial Area, Manpura Macheri, Amer, Jaipur-303805
Telephone: +91-9929988801 E-mail: mlp@mayurleather.com Website: www.mayurgroups.com
CIN: L19129RJ1987PLC003889 GSTin: 08AABCM1848A1ZV



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Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars in the context of the COVID-19 pandemic and consequently, no physical Ballot Forms will be accepted by the Company.

After completion of scrutiny of the votes, the Scrutinizer will submit their Report to the Chairman of the Company or to the person authorized by him. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/ Company Secretary within 2 (Two) working days from the conclusion of remote e-voting process i.e. on or before Saturday, 22nd July, 2023. The said results along with the Scrutinizer's Report will also be displayed on the website of MLPL (www.mayurleather.com) and communicated to Bombay Stock Exchange of India Limited ("BSE" or "The stock exchange"), where the Equity Shares of the Company are listed and on the website of CDSL i.e. www.evotingindia.com.

The proposed resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of votes.

RESOLUTIONS PROPOSED TO BE PASSED BY THE MEMBERS THROUGH POSTAL BALLOT (BY REMOTE E-VOTING):

SPECIAL BUSINESSES:

1. Appointment of M/s Madhukar Garg & Company (FRN 000866C), Jaipur as Statutory Auditors:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Ordinary Resolution:**

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on May 06, 2023, M/s Madhukar Garg & Company (FRN 000866C), Jaipur, be and are hereby appointed as the Statutory Auditors of the Company to fill the vacancy caused by the ineligibility of H.C. Garg & Co., Chartered Accountants, (FRN 000152C) to conduct the Audit of the Company.

RESOLVED FURTHER THAT M/s Madhukar Garg & Company (FRN 000866C), Jaipur, be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2023 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them;

RESOLVED FURTHER THAT Mr. R.K. Poddar, CEO and Director and/or Mrs. Amita Poddar, Director be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions."



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2. Sale of Assets of Company:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, consent be and is hereby accorded to dispose of the whole, or substantially the whole of the assets of the Company including land & building, plant & machinery, furniture & fixtures for such consideration and on such terms and conditions as the Board of Directors of the Company consider beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution.”

**By order of the Board of Directors
For Mayur Leather Products Limited
SD/-
Amita Poddar
Director
DIN: 00143486**

**13th June 2023
Jaipur**

Registered office:

F-26 A, RIICO Industrial Area, Manpura Macheri,
Amer, Jaipur-303805, India
PH. 9929988801
Email id: mlp@mayurleather.com, CIN: L19129RJ1987PLC003889

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2, stating all material facts, disclosure of interest, if any, and reasons thereof for the proposed resolutions is annexed hereto and forms a part of this Notice.
2. The Postal Ballot Notice is being sent electronically (by e-mail to those members who have registered their e-mail IDs with the Company) to those Shareholders whose names appear in the Register of Members / Record of Depositories as on Friday, 16th June, 2023 (“Eligible Members”). A person who is not a member as on the Cut-off



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- Date should treat this Notice for information purposes only. A copy of this Postal Ballot Notice is also available on the website of MLPL and can be accessed through link www.mayurleather.com.
3. In terms of the MCA Circulars, MLPL will send this postal ballot notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members in accordance with the requirements specified under the said Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
 4. In case of joint holders, the Member whose name appears as the first holder in order of the names as per the Register of Members of the Company or the list of Beneficial Owners provided by the Depositories, will be entitled to vote through remote e-voting.
 5. Any Member who has not registered his / her e-mail ID, may register itself at Company's email ID mlp@mayurleather.com, on or before 5:00 p.m. (IST) on Thursday, 20th July, 2023 pursuant to which, any Member may receive on the e-mail ID provided by the Member this Postal Ballot Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.
 6. There will be one e-voting for every folio no. / Client ID irrespective of the number of joint holders.
 7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
 8. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 10:00 a.m. (IST) to 5:00 p.m. (IST) up to on Thursday, 20th July, 2023 (i.e. the last date for receiving of postal ballots / e-votes). E-voting shall be disabled by CDSL at 05:00 P.M. (IST) on on Thursday, 20th July, 2023.
 9. The Board of Directors has appointed CS Mayur Sanghi, Proprietor of Mayur Sanghi & Associates, Company Secretary in Practice (ACS No. 31712 and CP No. 11648), as Scrutinizer for conducting the remote e-voting through Postal Ballot.
 10. Upon completion of scrutiny of electronic responses, the Scrutinizer will make Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence, any other person authorized, who shall countersign the same and declare the result of the remote e-voting.
 11. As per the provisions of Regulation 44(3) of the Listing Regulations, the result of the Postal Ballot will be announced by 5:00 p.m. (IST), Saturday, 22nd July, 2023 at the Registered Office of the Company. The result of the Postal Ballot will also be communicated to Bombay Stock Exchange of India Limited (NSE). The result shall also be posted on the Company's website www.mayurleather.com and on the website of CDSL.
 12. The Company is extending remote e-voting facility as an only medium to its members to enable them to cast their votes electronically.
 13. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the Companies (Management and Administration) Amendment Rules, 2015 read with SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed in the Postal Ballot by electronic means. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by Central Depository Services (India) Limited.

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



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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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 **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 Depository	<ol style="list-style-type: none">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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.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, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page.



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	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 Depository	<ol style="list-style-type: none"> 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.nsdl.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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



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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 toll free no. 1800 22 55 33
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-Voting 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 4) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) 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.
- 7) 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 10 digit 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.

(iii) After entering these details appropriately, click on “SUBMIT” tab.



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- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Mayur Leather Products Limited> on which you choose to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory 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 at msanghiassociates@gmail.com and to the Company at the email address viz; mlp@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.



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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)
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
14. 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. 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 – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., Friday, 16th June, 2023.
16. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final and binding.
17. The resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the members of the Company have assented to the resolutions. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of vote i.e. Thursday, 20th July, 2023. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
18. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their Demat account in order to access e-voting facility.
19. The remote e-voting period begins on Thursday, 22nd June, 2023 at 9:00 a.m. (IST) and ends on Thursday, 20th July, 2023 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 16th June, 2023 may cast their vote electronically. The e-voting



Regd. & Works Office: F-26-A, RIICO Industrial Area, Manpura Macheri, Amer, Jaipur-303805
Telephone: +91-9929988801 **E-mail:** mlp@mayurleather.com **Website:** www.mayurgroups.com
CIN: L19129RJ1987PLC003889 **GSTin:** 08AABCM1848A1ZV



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MAYUR LEATHER PRODUCTS LTD.

- module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
20. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 21. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
 22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 16th June, 2023.
 23. Members may send e-mail at mlp@mayurleather.com for any grievances connected with electronic means.
 24. The Company has appointed CS Mayur Sanghi, Proprietor of Mayur Sanghi & Associates, Company Secretary in Practice (ACS No. 31712 and CP No. 11648), as the Scrutinizer who will conduct the remote e-voting process in a fair and transparent manner
 25. The Scrutinizer shall, immediately after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall counter sign the same and declare the result of the voting forthwith.
 26. As per the provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 2 (Two) working days of the conclusion of the Postal Ballot. The results declared along with Scrutinizer’s Report shall be placed on the Company’s website www.mayurleather.com and shall also be communicated to the stock exchange and CDSL.
 27. If you have any queries or issues regarding voting by postal ballot through electronic means, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.



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

Item No. 1 – Appointment of Statutory Auditor.

M/s H.C. Garg & Co., Chartered Accountants, FRN 000152C were ineligible for re-appointment which resulted into vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused in the office of Statutory Auditors can be filled by the shareholders in the General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors of the Company recommended at its meeting held on 06th May 2023, that, **M/s Madhukar Garg & Company (FRN 000866C)** be appointed as the Statutory Auditors of the and have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested, in the proposed resolution.

Item No. 2: Sale of Assets:

The Board in its meeting held on 06.05.2023 had carried out a comprehensive review of the ongoing business operations of the Company and the financial crisis and challenges facing the management in running the business and the operations of the Company. The Board is of the opinion that the Company is in need of funds for reducing its debt burden which is increasing day by day.

The Business is operating under challenging environment due to various factors as high cost of raw material /supplies, high Interest Cost and the banks reducing the borrowing powers and then stopping abruptly funding of the working capital are the factors that have led to the recent negative performance of the Company. This is the reason that had led the Company to take the decision of the slump sale to raise funds to restructure the finance of the Company. The Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval sale of assets of the Company. This will enable the Company to come out of the severe financial crisis facing the Company.



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Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a Company shall not except with the consent of the Members by way of a special resolution through postal ballot, sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

The resolution in the accompanying notice is proposed to seek Members' approval through special resolution.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors / Key Managerial Personnel/Managers of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding / directorship, if any.

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

SD/-

**Amita Poddar
Director**

DIN: 00143486

**13th June, 2023
Jaipur**

Registered office:

F-26 A, RIICO Industrial Area, Manpura Macheri,
Amer, Jaipur-303805, India
PH. 9929988801

Email id: mlp@mayurleather.com, CIN: L19129RJ1987PLC003889



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