



MAYUR LEATHER PRODUCTS LTD.

SAFETY AT EVERY STEP

NOTICE OF FORTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **40th (Fortieth) Annual General Meeting** (hereinafter referred to as "AGM") of the members ("Members" or "Shareholders") of **Mayur Leather Products Limited** ("the company") will be held on **Saturday, September 27, 2025 at 01:00 P.M** (Indian Standard Time) IST at "**FUSION RESTRO**" C-28, Pankaj Singhvi Marg, Main Vidhan Sabha Road, Lalkothi, Jaipur-302005, Rajasthan to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidate Financial Statements of the Company for the financial year ended March 31, 2025, and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mrs. Amita Poddar (DIN: 00143486), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment; and

SPECIAL BUSINESS:

3. To alter the Object Clause of the Memorandum of Association of the Company.

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

"RESOLVED THAT in accordance with the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), change or re-enactment thereof, for the time being in force), read along with applicable rules and regulations framed thereunder (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof, for the time being in force), and subject to such approvals, permissions and sanctions of appropriate authorities as may be necessary or required, the consent of the Members of the Company be and is hereby accorded for the addition of clauses in the object clause of the Memorandum of Association of the Company ("MOA") in the manner set out below.

Clauses III (a) 5 and 6 be and are hereby inserted in the MOA in Clause III (a) under the heading 'The objects to be pursued by the company are' after Clause III (a) 2 as under:

III. The Object for which the Company is established are -

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE: -

5. To carry on in India or abroad the business of providing consultancy, advisory, solutions, training and allied services in diverse fields including but not limited to finance management, law, management, legal compliance, corporate affairs, taxation, finance, accounting, administration, information technology, human resources, and business development; and to undertake the business of placement and recruitment of professionals, staffing solutions, outsourcing of manpower, career counseling, skill development, and all other related professional services.

Regd. Off. & Works: 50 KA 1 JYOTI NAGAR, LEGISLATIVE ASSEMBLY, JAIPUR-302005

Telephone: +91-9929988801 E-mail: daamayurleather@gmail.com Website: www.mayurgroups.com

CIN: L19129RJ1987PLC003889 GSTIN: 08AABCM1848A1ZV



6. To establish, operate, and manage Business Process Outsourcing (BPO), Knowledge Process Outsourcing (KPO), Legal Process Outsourcing (LPO), IT-enabled services (ITES), customer support centres, research and analytics, training institutes, seminars, workshops, and e-learning platforms, and to collaborate with government bodies, public and private sector organizations, educational institutions, corporate entities, and international agencies for providing consultancy, advisory, outsourcing, training, and allied business activities, and to carry on all other lawful objects incidental or conducive to the attainment of the above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is here by authorized in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

4. Appointment of Mr. Vitthal Nawandhar (DIN: 07328750) as the Non- Executive Independent Director of the Company for a consecutive period of 5 years.

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 Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and recommendation of the board of Director of the company in the board meeting held on August 14, 2025 the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Vitthal Nawandhar (DIN: 07328750), as the Director in the capacity of Non-executive Independent Director of the Company for a term of five consecutive years commencing from September 27, 2025 to September 26, 2030, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and who holds not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution"

5. To appoint, Ms. Anjali Sharma (DIN: 10820207) as the Non- Executive Independent Director of the Company for a consecutive period of 5 years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee and recommendation of the board of Director of the company in the board meeting held on August 14, 2025 the approval of the members of the Company be and is hereby accorded for the appointment of Ms. Anjali Sharma (DIN: 10820207), as the Director in the capacity of Non-executive Independent Director of the Company for a term of five consecutive years commencing from September 27, 2025 to September 26, 2030, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment and who holds not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

6. To appoint, Ms. Poonam Khetan (DIN: 09767250) as Non-Executive, Non- 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013) read with the Companies (Appointment and Qualification of Directors) Rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and recommendation of the board of Director of the company in the board meeting held on August 14, 2025, the approval of the members of the Company be and is hereby accorded for the appointment of Ms. Poonam Khetan (DIN: 09767250) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and to file

necessary forms, returns and submissions with the Registrar of Companies, stock exchanges and such other statutory authorities as may be required.”

7. To appoint, Mr. Raj Gopal Sarda (DIN: 00530556) as the Non- Executive, Non-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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013) read with the Companies (Appointment and Qualification of Directors) Rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and re-commendation of the board of Director of the company in the board meeting held on August 14, 2025, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Raj Gopal Sarda (DIN: 00530556) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and to file necessary forms, returns and submissions with the Registrar of Companies, stock exchanges and such other statutory authorities as may be required.”

8. To Appoint Mr. Manish Biyani (DIN: 03466971) as the Non- Executive, Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and re-commendation of the board of Director of the company in the board meeting held on August 14, 2025, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Raj Gopal Sarda (DIN: 00530556) as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and to file necessary forms, returns and submissions with the Registrar of Companies, stock exchanges and such other statutory authorities as may be required.”

9. To appoint M/s ATCS & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A, 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of Audit Committee & Board of Directors, consent of the members of the company be and is hereby accorded for appointment of **M/s ATCS & Associates**, a firm of Practicing Company Secretaries (Firm Registration No. P2017RJ063900), as Secretarial Auditor of the Company for conducting Secretarial Audit for a term of five consecutive years commencing from F.Y. 2025-26 till F.Y. 2029-30, subject to their continuity of fulfilment of the applicable eligibility norms, at such remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with the authority to the Board of Directors to vary, alter, enhance or widen the remuneration payable to the Secretarial Auditors, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

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

Place: Jaipur

Date: August 30, 2025

Sd/-
Vaishali Goyal
Company Secretary
M.No.: - A65842

Registered Office:

50 Ka 1 Jyoti Nagar, Legislative Assembly, Jaipur, Rajasthan, India, 302005

E-mail: daamayurleather@gmail.com

Tel No.: +91-9929988801

Website: www.mayurgroups.com

CIN: L19129RJ1987PLC003889

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM), is entitled to appoint another person as a proxy to attend and vote in the meeting on behalf of him / herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Company's Registered Office not less than **FORTY-EIGHT (48) HOURS** before the meeting.

In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as 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 shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
3. Institutional/Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting
4. Appointment / Re-appointment of Directors
At the ensuing Annual General Meeting, Mrs. Amita Poddar retire by rotation and being eligible, offer herself for re-appointment. The Board of Directors of the Company recommends this reappointment. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013,
5. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice. The relevant details, pursuant to Regulations 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Director(s) and Secretarial Auditors seeking appointment/re-appointment. .
6. A person, whose name is recorded in the Register of Members or in the register of Beneficial Owners maintained by the depositories as on the **cut-off date i.e. Saturday, September 20, 2025** only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through ballot paper/electronic voting.
7. SEBI encourages all shareholders to hold their shares in dematerialized form as this

eliminates the possibility of damage/loss of physical share certificate(s) & cases of forgery and facilitates the ease and convenience of paperless trading of shares. Further, no stamp duty is payable on transfer of shares held in Demat form. It is also pertinent to mention that with effect from April 01, 2019, SEBI has prescribed that requests for effecting transfer of securities (except transmission or transposition cases) shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, we request you to convert your shareholdings from physical form to demat form at the earliest, in existing demat account or new demat account to be opened with any Depository Participant.

8. Members who hold shares in physical form are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter and / or change in address or bank account, to **MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)**, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai City, Mumbai, Maharashtra, India, 400083, who is acting as our Registrar and Share Transfer Agent_(R&TA) of the Company. Please quote your folio number and our Company's name in all your future correspondences and in case of shares held in electronic mode, to their respective Depository Participants.
9. The notice of AGM is being sent to those members / beneficial owners whose name is appearing in the register of members /list of beneficiaries received from the depositories as on **Saturday, September 20, 2025 ("cut-off date")**.
10. In terms of section 101 and 136 of the Act read together with the rules made thereunder and relevant provisions of the Listing Regulations, 2015, the listed companies may send the notice of annual general meeting and the annual report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their e-mail addresses with their respective DPs or with the RTA of the Company and for members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode. Members may note that Annual Report for FY 2024-25 and the Notice along with proxy form and attendance slip will also be available on the Company's website at www.mayurgroups.com, website of the Stock Exchanges, i.e., BSE Ltd. www.bseindia.com and on the website of CDSL at www.cdslindia.com.
11. Further in accordance with Regulation 31 (1) (b) of Listing Regulations, A letter providing the web link for accessing the Annual report and Notice of AGM, will be sent to those shareholders who have not registered their email addresses with the Company/ Registrar and Share Transfer Agent (RTA)/ Depository Participants (DPs).. Members may also note that Notice of Annual General Meeting will be available on Company's website www.mayurgroups.com for their download.
12. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence so as to enable the Company to address any future communication at their correct address

Members attending the AGM in-person shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

For the convenience of Members, a Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

13. Members' holding shares in Multiple Folios

Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its R&TA along with relevant Share Certificates. In case of Joint Holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.

14. Non-Resident Members:

Non Resident Indian Members are requested to inform Registrar and Transfer Agents, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, MICR No. and address of the bank, if not furnished earlier, to enable Corporation to remit dividend to the said Bank Account directly.

15. Nomination:

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members/Beneficial Owners are entitled to make nomination in respect of Shares held by them in Form No. SH-13. Holders of shares in single name and physical form are advised to make nomination in respect of their holding in the Company by submitting duly completed form No SH-13 with the Company and to their respective depository in case of shares held in electronic form. Joint Holders can also use nomination facility for shares held by them.

16. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Saturday, September 20, 2025**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

However, if you are already registered with CDSL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evotingindia.com.

17. INSPECTION OF DOCUMENTS

The Company has been maintaining, inter alia, the following statutory registers at its registered office, which are open for inspection by the members in terms of the applicable provisions of the Act, on all working days during business hours and at the time of AGM of the Company at the venue of the Meeting, except holidays up to the date of the AGM:

i. Register of contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

ii. Register of directors and key managerial personnel and their shareholding under section 170 of the Act. The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.

iii. Relevant documents referred to in this Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company.

18. Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of AGM, Director's report, Auditor's report, Audited Financial Statements and other documents through electronic mode. Further, pursuant to the first provisions to the Rule 18 of the Companies (Management & Administration) Amendment Rules 2015, the Company shall provide an advance opportunity to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company or the RTA.

SEBI, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialize their holdings.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. The members holding shares in physical form are requested to submit their PAN and Bank Details (copy of PAN Card and original cancelled cheque leaf/attested copy of bank pass book showing name of account holder) to the RTA.

20. Admission Slip

Members/ Proxies and authorized representatives attending the meeting should bring the attendance slip, duly filled, for handing over at the venue of the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.

Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

21. 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.

22. Shareholders seeking any information and having any query with regard to accounts are

requested to write to the company in advance so as to enable the Management to keep the information ready at daamayurleather@gmail.com.

23. The company whole-heartedly welcomes members/proxies at the annual general meeting of the company. The members/ proxies may please note that no gifts/gift coupons will be distributed at the annual general meeting.
24. Pursuant to SEBI circular dated April 20, 2018, the Company is required to update the PAN and Bank details of shareholders holding shares in physical form, in case their folios do not have or are having incomplete details with regard to PAN and Bank particulars. Accordingly, the Company has sent reminder letters to such shareholders, requesting them to furnish their PAN and Bank details to the Company for updation. Shareholders holding shares in physical form are requested to update the same along with requisite supporting documents.

25. IEPF RELATED INFORMATION:

In terms of section 124(5) of the Act, dividend amount for the year ended 31 March 2017 remaining unclaimed for a period of seven years shall become due for transfer in May/November 2025 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account.

Members who have not claimed dividends in respect of the financial years from 2016-17 onwards are requested to approach the Company/RTA for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF's demat account.

26. e-Voting: CDSL

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015 and the Rules framed thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings as issued by ICSI, Company is offering e-voting facility to the shareholders to enable them to cast their vote electronically on the items as mentioned in the Notice. For this purpose, the company has engaged the services of **Central Depository Services (India) Limited (CDSL)** for providing e-voting facility to enable the shareholders to exercise their right to vote through electronic means in respect of businesses to be transacted in the AGM. Those shareholders, who do not opt to cast their vote through e-voting, may cast their vote through Ballot Paper at the AGM.

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The e-voting shall commence on **Wednesday, September 24, 2025 (9.00 A.M. IST) and ends on Friday, September 26, 2025 (5.00 P.M. IST)**. The e-voting module shall be disabled by

CDSL for voting thereafter and shall not be allowed to change it subsequently. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, September 20, 2025** will be eligible to cast their vote electronically.

The results of AGM declared along with Scrutinizer Report shall be placed on the Company's website www.mayurgroups.com & also on the website of the CDSL at www.cdslindia.com within 2 working days from the conclusion of the Meeting and be also communicated to BSE where the shares of the company are listed.

The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of **Saturday, September 20, 2025**.

The facility for voting through ballot paper/e-Voting shall be made available at the AGM and in such case, the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper/electronic voting.

Those shareholders, who do not opt to cast their vote through e-voting, may cast their vote through Ballot Paper at the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again

Any person, who acquires shares of the Company and become member of the Company after email of the notice and holding shares as of the cut-off date i.e., **Saturday, September 20, 2025**, may obtain the login ID and password by sending a request at daamayurleather@gmail.com or helpdesk.evoting@cdslindia.com For any assistance or information about shares etc. members may contact the Company.

Shri Tara Chand Sharma, Practicing Company Secretary (PCS), (Membership No. FCS 5749) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-Voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mayurgroups.com and on the website of CDSL at www.cdslindia.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE.

27. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August11, 2023), has established a common Online Dispute Resolution

Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

28. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.mayurgroups.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

The voting period begins on **Wednesday, September 24, 2025 (9.00 A.M. IST) and ends on Friday, September 26, 2025 (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 **Saturday, September 20, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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.

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

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 abovesaid 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	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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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	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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 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.

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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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

Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

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.

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) 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. 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.

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

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.

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

Click on the EVSN for the relevant MAYUR LEATHER PRODUCTS LIMITED on which you choose to vote.

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.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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.

There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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 and to the Company at the email address viz; daa@mayurleather.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 21**

09911.

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 at toll free no. 1800 21 09911

By Order of the Board of Directors

For Mayur Leather Products Limited

Place: Jaipur

Date: August 30, 2025

Sd/-

Vaishali Goyal
Company Secretary
M.No.: - A65842

Registered Office:

50 Ka 1 Jyoti Nagar, Legislative Assembly, Jaipur, Rajasthan, India, 302005

E-mail: daamayurleather@gmail.com

Tel No.: +91-9929988801

Website: www.mayurgroups.com

CIN: L19129RJ1987PLC003889

ROUTE MAP:

Venue of the Meeting:- “FUSION RESTRO” C-28, Pankaj Singhvi Marg, Main Vidhan Sabha Road, Lalkothi, Jaipur-302005, Rajasthan

Landmark:- Near Vidhan Sabha

The Red Mark denotes the location of the venue of the meeting.

Route Map to the AGM Venue:



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

FOR ITEM 03

The management of the company have decided to diversify the business activities of the company by expanding into consultancy, advisory, compliance, taxation, finance, management, corporate affairs, administration, information technology, human resources, and business development services. The Company also proposes to undertake manpower solutions including recruitment, staffing, outsourcing, training, career counselling, and skill development, as well as establish and operate BPO, KPO, LPO, IT-enabled services, customer support centres, research and analytics, training institutes, seminars, workshops, and e-learning platforms. The Company intends to collaborate with government bodies, private and public sector organizations, educational institutions, and international agencies to provide consultancy, outsourcing, and training solutions in India and abroad.

In view of the proposed diversification, it is necessary to amend the Object Clause of the Memorandum of Association of the company to include the aforesaid activities as part of the main objects.

To facilitate such diversification, the Board of Directors, at their meeting held on August 30, 2025, approved the alteration to the objects clause of the Memorandum of Association (MOA) of the Company, subject to the approval of the shareholders of the Company by way of special resolution for additions of new Clauses III (a) 5 and 6 in Clause III (a) under the heading 'The objects to be pursued by the company on its incorporation' after Clause III (a) 2 to the Objects Clause in the Memorandum of Association (MOA) of the Company.

The aforesaid alteration, if approved by the shareholders, shall be registered with the Registrar of Companies, Rajasthan, Jaipur ('ROC') as per the provisions of the Act with such modifications as may be advised by the ROC.

The Special Resolution at Item No. 3 of the Notice is being recommended by the Board of Directors for approval of the members as a Special Resolution pursuant to Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

FOR ITEM 04

The Nomination and Remuneration Committee, at its meeting held on August 14, 2025, after taking into account the skills, knowledge, acumen, expertise, experience of **Mr. Vitthal Nawandhar (DIN: 07328750)** has recommended to the Board his appointment subject to the approval of the member for a first term of five years effective from September 27, 2025.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended the appointment of **Mr. Vitthal Nawandhar (DIN: 07328750)** as a Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from September 27, 2025 to September 26, 2030, not liable to retire by rotation, subject to approval of the Members at this 40th AGM of the Company. The Company has received all statutory declarations/disclosures from **Mr. Vitthal Nawandhar (DIN: 07328750)**.

He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Vitthal Nawandhar (DIN: 07328750) has also given his declaration to the Board, inter alia, that:

(i) 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) Regulation, 2015;

(ii) is not restrained from acting as a director by virtue of any Order passed by SEBI or any such authority; and

(iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as an Independent Director

The Board considers that the appointment of **Mr. Vitthal Nawandhar (DIN: 07328750)** would be in the best interest of the Company and accordingly recommends the resolution set out in Item No. 4 for approval of the members by way of an Ordinary Resolution.

Except Mr. Vitthal Nawandhar and his relative, None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

FOR ITEM 05

The Nomination and Remuneration Committee, at its meeting held on August 14, 2025, after taking into account the skills, knowledge, acumen, expertise, experience of Ms. Anjali Sharma, has recommended to the Board her appointment subject to the approval of the member for a first term of five years effective from September 27, 2025.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company has recommended the appointment of Ms. Anjali Sharma as an Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period from September 27, 2025 to September 26, 2030, not liable to retire by rotation, subject to approval of the Members at this 40th AGM of the Company. The Company has received all statutory declarations/disclosures from Ms. Anjali Sharma.

She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Ms. Anjali Sharma has also given her declaration to the Board, inter alia, that:

(i) She 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) Regulation, 2015;

(ii) is not restrained from acting as a director by virtue of any Order passed by SEBI or any such authority; and

(iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given her consent to act as an Independent Director

Except Ms. Anjali Sharma and his relative, None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has recommended the appointment of **Ms. Poonam Khetan (DIN: 09767250)** as a Non-Executive, Non-Independent Director of the Company in its duly convened meeting held on August 14, 2025, liable to retire by rotation, subject to approval of members.

Ms. Poonam Khetan (DIN: 09767250) has consented to act as a Director of the Company and has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received all statutory declarations/disclosures from Ms. Poonam Khetan.

In compliance with the provisions of Section 152 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members is required for her appointment.

The Board considers that the appointment of **Ms. Poonam Khetan (DIN: 09767250)** would be in the best interest of the Company and accordingly recommends the resolution set out in Item No. 6 for approval of the members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

FOR ITEM 07

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has recommended the appointment of **Mr. Raj Gopal Sarda (DIN: 00530556)** as a Non-Executive, Non-Independent Director of the Company, in its duly convened meeting held on August 14, 2025 liable to retire by rotation, subject to approval of members.

Mr. Raj Gopal Sarda (DIN: 00530556) has consented to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received all statutory declarations/disclosures from **Mr. Raj Gopal Sarda**.

In compliance with the provisions of Section 152 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members is required for his appointment.

The Board considers that the appointment of **Mr. Raj Gopal Sarda (DIN: 00530556)** would be in the best interest of the Company and accordingly recommends the resolution set out in Item No. 7 for approval of the members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

FOR ITEM 08

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has recommended the appointment of **Mr. Manish Biyani (DIN: 03466971)** as a Non-Executive, Non-Independent Director of the Company, in its duly convened meeting held on August 14, 2025 liable to retire by rotation, subject to approval of members.

Mr. Manish Biyani (DIN: 03466971) has consented to act as a Director of the Company and has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received all statutory declarations/disclosures from **Mr. Manish Biyani**.

In compliance with the provisions of Section 152 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members is required for his appointment.

The Board considers that the appointment of **Mr. Manish Biyani (DIN: 03466971)** would be in the best interest of the Company and accordingly recommends the resolution set out in Item No. 8 for approval of the members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

FOR ITEM 09

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary. For this purpose, based on the recommendation of the Audit Committee, the Board of Directors of the Company had appointed M/s ATCS & ASSOCIATES, a firm of Practising Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024-25 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

Details in relation to credentials of the Secretarial auditor(s) proposed to be appointed

M/s ATCS & ASSOCIATES, established on 16th August, 2017, is a Jaipur-based partnership firm of Company Secretaries founded and currently led by two partners. Since its inception, the firm has been committed to providing high-quality professional services in the areas of corporate laws, governance, and compliance management. Over the years, it has cultivated a diverse client base across multiple sectors, built on a foundation of professional integrity, timely delivery, and practical solutions tailored to client needs.

Furthermore, in terms of the amended regulations, the firm has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. Moreover they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. Further they have furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

Basis of recommendation

After evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on August 14, 2025, proposed the appointment of M/s ATCS & Associates, a firm of Practising Company Secretaries as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 until Financial Year 2029-30 commencing from the conclusion of this Annual General Meeting and ending with the AGM to be held in the year 2029-30.

Proposed fees payable to Secretarial Auditors

The proposed remuneration to be paid to for the financial year 2025-2026 is INR 1.25 Lakh (Rupees One Lakh Twenty Five Thousand Only) with a yearly increment, excluding taxes and reimbursement of out of pocket expenses for carrying out Secretarial Audit and issue the Secretarial Compliance Report.

The fee for subsequent financial years during their tenure will be determined by the Board, based upon the recommendation of the Audit Committee.

The Resolution at Item No.6 of the Notice is being recommended by the Audit Committee and the Board of Directors for approval of the members as an Ordinary Resolution pursuant to section 204 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the proposed resolution

By Order of the Board of Directors

For Mayur Leather Products Limited

Place: Jaipur

Date: August 30, 2025

Sd/-

Vaishali Goyal

Company Secretary

M.No.: - A65842

Registered Office:

50 Ka 1 Jyoti Nagar, Legislative Assembly, Jaipur, Rajasthan, India, 302005

E-mail: daamayurleather@gmail.com

Tel No.: +91-9929988801

Website: www.mayurgroups.com

CIN: L19129RJ1987PLC003889

Annexure A

Details of Directors seeking appointment/re-appointment vide this Notice, pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI) are as follows:

Name of Director	Mrs. Amita Poddar	Ms. Anjali Sharma	Mr. Vitthal Nawandhar
DIN	00143486	10820207	07328750
Age (Years)	72	46	47
Qualifications	Senior Cambridge or Graduate Equivalent	Graduated, Export Import Documentation Course	Chartered Accountant
Experience (including expertise in specific functional area)/ brief Resume	Ms. Amita Poddar has been on the Board of the Company since December 01, 2002. She has over 23 years of work experience and has expertise in management, strategic planning and provides valuable insights to the company for its and management growth aspect.	Ms. Anjali Sharma has over 17 years of professional experience, with a strong background in office administration, network marketing, software operations, and international trade. Since 2018, he/she has been successfully operating as a self-employed exporter in the field of loose gemstones and silver jewelry, catering to both domestic and international markets.	CA Vitthal Nawandhar is a qualified Chartered Accountant with over 22 years of professional experience in the fields of accounting, auditing, taxation, and corporate advisory. He has worked extensively in statutory audits, internal audits, direct and indirect tax compliance, financial reporting, and business structuring. He has provided consultancy services to clients across diverse industries, including manufacturing, trading, and services. He is a member of the Institute of Chartered Accountants of India (ICAI) and has a strong background in financial analysis, regulatory compliance, and strategic planning.

Expertise in specific functional areas	Management, Strategic Planning	Export Management, Trade Fairs, Gemstones & Jewelry, Office Administration, Customer Support, Jewelry Software, Digital Marketing, B2B Communication, Inventory Handling	Accounting, auditing, taxation, corporate advisory, and strategic planning
Date of First Appointment on the Board	01/12/2002	27/09/2025	27/09/2025
Shareholding in the Company as on March 31, 2025	14.19%	NIL	NIL
Terms and Conditions of Appointment/ Re-Appointment	Non-Executive Non Independent Director, liable to retire by rotation	Non-Executive Non Independent Director, Not liable to retire by rotation	Non-Executive Non Independent Director, Not liable to retire by rotation
Details of Remuneration last drawn (FY 2024-25)	NIL	NIL	NIL
Details of proposed remuneration	Remuneration as may be approved by the Board of Directors in Accordance with applicable provisions of law.	NA	NA
Relationship with other Director/ Key Managerial Personnel	Rajendra Kumari Poddar - Husband Akhilesh Poddar- Son	NA	NA
Number of meetings of the Board attended during the financial year 2024-25	11 of 11	NA	NA
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	NA	NA	NA

Directorship of other Board as on March 31, 2025 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years]	MAYUR GLOBAL PRIVATE LIMITED - Director	1. FYNX CAPITAL LIMITED	1.VITKOM WEALTH PRIVATE LIMITED 2. UNNATI FINSERV PRIVATE LIMITED 3. BEACON TRUSTEESHIP LIMITED
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2025 excluding Directorship in Private and Section 8 Companies [along with listed entities from which the person has resigned in the past three years];	NA	NA	CHAIRPERSON-VITKOM WEALTH PRIVATE LIMITED
the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	As mentioned above in the Experience (including expertise in specific functional area)/ brief Resume.	As mentioned above in the Experience (including expertise in specific functional area)/ brief Resume.
the justification for choosing the appointees for appointment as Independent Directors	NA	As per the resolution at Item No. 5 of this Notice, read with the explanatory statement and annexure thereto	As per the resolution at Item No. 4 of this Notice, read with the explanatory statement and annexure thereto

Name of Director	Mr. Manish Biyani	Ms. Poonam Khatan	Mr. Raj Gopal Sardar
DIN	03466971	09767250	00530556
Age (Years)	43	43	57
Qualifications	B.Com	Post Graduate/Master	B.COM, CA Articleship
Experience (including expertise in specific functional area)/ brief Resume	Manish Bihani is having vast experience in the financial field. He has also exposure to deal with banks, NBFC for finance and Project funding. He is also having experience of Steel trading of more than 3 years.	She has over 20 years of experience in management, strategic planning, and operational leadership. Over the years, have developed the ability to take quick and effective decisions, especially in challenging situations, ensuring smooth outcomes even under pressure. Her expertise includes team leadership, problem-solving, and driving growth through innovative strategies. She focuses on creating practical solutions, maintaining adaptability, and ensuring consistent progress towards goals.	Having vast experience of more than 35 years in the financial market (done stock broking, lending and Borrowing work) and associated with various NSE / BSE brokers. Having depth knowledge of the Solar industry and installed various solar project in last more then 4 years. Established Cold storage in the year 2003 at Nagaur in the name of Shrishti Cold storage Pvt Ltd and worked as founder director in the same and given project consultancy in many other cold storage namely- Shri vasudev cold storage- Nagaur. Shri Hari Industries, Bikaner.
Expertise in specific functional areas	Finance, banking & NBFC liaison, project funding, and steel trading	Leadership, innovation, and strategic growth.	Vast experience in financial markets, solar energy projects, and cold storage establishment with proven consultancy expertise.
Date of First Appointment on the Board	27/09/2025	27/09/2025	27/09/2025
Shareholding in the Company as on March 31, 2025	NIL	NIL	NIL
Terms and Conditions of Appointment/ Re-Appointment	Non-Executive Non Independent Director, liable to retire by rotation	Non-Executive Non Independent Director, liable to retire by rotation	Non-Executive Non Independent Director, liable to retire by rotation

Details of Remuneration last drawn (FY 2024-25)	NIL	NIL	NIL
Details of proposed remuneration	NA	NA	NA
Relationship with other Director/ Key Managerial Personnel	NA	NA	NA
Number of meetings of the Board attended during the financial year 2024-25	NA	NA	NA
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	NA	NA	NA
Directorship of other Board as on March 31, 2025 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years]	1. OASIS SECURITIES LTD	SATTVEDA WELLNESS TECHNOLOGY PRIVATE LIMITED	1. ARAVALI DREAMWORLD LLP 2. SHRISHTI COLD STORAGE PVT LTD
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2025 excluding Directorship in	NA	NA	NA

Private and Section 8 Companies [along with listed entities from which the person has resigned in the past three years];			
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