

Mayur Uniquoters Limited

Regd. Office and Works: Jaipur Sikar Road, Village Jaitpura,
Tehsil-Chomu, Distt. Jaipur-303704 Rajasthan India

Tel. No. 91-1423-224001 **Fax:** 91-1423-224420

CIN:-L18101RJ1992PLC006952

e-mail: secr@mayur.biz, **Website:** www.mayuruniquoters.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) the company is seeking consent of the shareholders on special business set out herein below, proposed to be passed by way of Postal Ballot and/or electronic voting (e-voting).

Your consideration and approval is sought for the Resolution annexed herewith. The Explanatory Statement to be annexed to Notice under Section 102 of the Act setting out the material facts and reasons for the resolution is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Manoj Maheshwari, (FCS: 3355) Practicing Company Secretary, Jaipur, as the Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent(for) or dissent (against), in the enclosed self-addressed Postage Paid Reply Envelope so that it reaches the Scrutinizer on or before the closing of working hours i.e. 5.00 p.m on Thursday 16th March ,2017 at M/s Beetal Financial and Computer Services (P) Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi- 110062 failing which, it will be strictly considered that no reply has been received from the member.

If a member has opted for remote e-voting, then he/she should not vote by Postal ballot and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then remote e-voting shall prevail and voting done via physical ballot shall be treated as invalid.

E-Voting Option

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions (if any) of the Act and the rules as applicable in that regard and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to members of the Company. The members entitled to vote are eligible to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Therefore, we are pleased to offer e-voting facility also as an alternative which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Postal Ballot Notice. References to Postal Ballot(s) below include votes received electronically.

The Scrutinizer will submit his report to the Chairman/Whole-time Director/Company Secretary after completion of the scrutiny and the result of the voting by postal ballot will be announced on Saturday, 18th March, 2017 5.00 P.M.(appointed time) by the Chairman or Whole time Director or Company Secretary of the Company. Members who wish to be present at the time of declaration of results may do so by reaching at the registered office of the Company at the appointed time. Also, the result of the postal ballot will be posted on the Company's website www.mayuruniquoters.com, agency's website www.evotingindia.com and

stock exchange's website www.bseindia.com, & www.nseindia.com. The resolution, if approved, will be taken as passed effectively on the last date of receipt of the postal ballot forms and e-voting, i.e. 16th March, 2017 ("deemed date of passing of the resolutions mentioned in the postal ballot notice dated 03rd February, 2017.")

RESOLUTION TO BE PASSED THOROUGH POSTAL BALLOT

1. Re-appointment of Mr. Suresh Kumar Poddar as Chairman and Managing Director of the Company

To consider and, if thought fit, to give assent or dissent to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to earlier resolution passed by way of Postal Ballot notice dated 14.11.2016 pursuant to the provisions of Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and various other laws, rules, regulations as may be applicable, from time to time, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals and pursuant to Article 182 and any other applicable Article of the Articles of Association of the Company, consent of the company be and is hereby accorded to the re appointment of Mr. Suresh Kumar Poddar (DIN: 00022395), who attained the age of 70 years as **Chairman and Managing Director from 01.04.2017 to 31.03.2020 of the Company on the following terms and conditions:**

(I)	Basic Salary	(a) Upto a maximum of Rs.16.00 Lacs/- p.m. for the period of 01.04.2017 to 31.03.2018
		(b) Upto a maximum of Rs.17.00 Lacs/- p.m. for the period of 01.04.2018 to 31.03.2019
		(c) Upto a maximum of Rs.18.00 Lacs/- p.m. for the period of 01.04.2019 to 31.03.2020
(II)	Commission	1% Commission on the net profit of the Company w.e.f. 1st April, 2017, computed in the manner laid down of the Companies Act, 2013. The commission will be paid pursuant to overall limit as prescribed under the Companies Act, 2013.
(III)	Perquisites	In addition to salary, the following Perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Chairman and Managing Director from 01.04.2017 to 31.03.2020 of the Company
(A)	Category	
a)	Housing	Free furnished residential accommodation with gas, electricity, water, furnishing and maintenance charges. If the Company does not provide residential accommodation, he will be paid such house allowances as the Board may decide from time to time to that the same does not exceed 60% of the basic salary and expenses on gas, electricity, water, furnishing and maintenance charges will be borne by the company.
b)	Medical Expenses Reimbursement	Reimbursement of expenses actually incurred for self and family and / or allowance will be paid as decided by the Board from time to time.
c)	Club Fees	Fees payable subject to a maximum of two clubs.
d)	Leave Travel Concession	For self and family including dependents, once in a year, as decided by the Board from time to time.
e)	Personal Accident Insurance	As per the rules of the Company
f)	Servant allowance	Not exceeding Rs.24,000/- per annum.
B)	Category	

		In addition to the perquisites, Mr. Suresh Kumar Poddar shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law:
(a)	Contribution to Provident Fund/ Superannuation Fund or Annuity Fund	Contribution to Provident Fund/ Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
(b)	Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of services
(c)	Leave and Leave Encashment	Leave and Leave Encashment as per the rules of the Company.
(C)	Category	
a)	Conveyance	Free use of the Company's car with driver. Personal use of car shall be billed by the Company.
b)	Telephone	Free telephone facility as residence. Personal Long distance calls be billed by the Company.
c)	Reimbursement of Expenses	A part from the remuneration as aforesaid, Mr. Suresh Kumar Poddar, Chairman and Managing Director from 01.04.2017 to 31.03.2020 of the Company shall be entitled to reimbursement such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the company.
d)	Sitting Fees etc.	No sitting fees shall be paid to Mr. Suresh Kumar Poddar, Chairman and Managing Director from 01.04.2017 to 31.03.2020 of the Company or attending the meetings of Board of Director or any committee thereof. He shall be liable to retire by rotation.
e)		Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Mr. Suresh Kumar Poddar, Chairman and Managing Director from 01.04.2017 to 31.03.2020 of the Company subject to the applicable provisions of Schedule V of the Companies Act, 2013.
IV	Other Terms & Conditions:	
(a)		Mr. Suresh Kumar Poddar will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
(b)		Either party giving the other party one-month's prior notice in writing to that effect may terminate the agreement.
(c)		If at any time Mr. Suresh Kumar Poddar ceases to be Director of the company for any reason whatsoever, he shall cease to be the Chairman and Managing director.
(d)		The terms and conditions as above including remuneration, may be altered/ varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant statutory enactment(s) thereof in this regard subject to that the same not exceed the ceiling as provided in the said resolution.

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Suresh Kumar Poddar, Chairman and Managing Director of the Company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members/shareholders of the Company in general meeting”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.

By Order of the Board of Directors

Place: Jaipur
Date: 03.02.2017

Suresh Kumar Poddar
Chairman and Managing Director
DIN 00022395

NOTES:

1. Explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, in respect of the business set out above is annexed hereto.
2. The Board of Directors has appointed CS Manoj Maheshwari, Practicing Company Secretary, Jaipur, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
3. The voting rights of the Members shall be reckoned as on Friday, the 03rd February, 2017 which is the cut-off date.
4. The Scrutinizer will submit his report to the Chairman/Whole time Director/Company Secretary after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Saturday, 18th March, 2017, at the registered office of the Company and the same will also be placed on the Company's website i.e. "www.mayuruniquoters.com".
5. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using e-voting facility.
6. In case a member(s) desires to exercise vote by Postal Ballot Form, he is requested to carefully read the instructions printed on the Postal Ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed Postage Paid Reply Envelope to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Thursday, 16th day of March, 2017. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
7. In case a member desires to exercise vote by using e-voting facility, then he has to carefully follow the instructions given under the heading "e-voting Instructions" of Postal Ballot Notice.
8. All the material documents referred to in the Explanatory Statement will be made available for inspection by the Members, at the Registered Office of the Company upto the date of declaration of the result of Postal Ballot between 10:00 a.m. to 5:00 p.m. on any working day
9. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Mayur Uniquoters Limited, Village:- Jaitpura, Jaipur Sikar Road, Tehsil:- Chomu, Jaipur-303 704

E-Voting Instructions

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 15th February, 2017 and ends on 16th March, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 03rd February, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Mayur Uniquoters Limited > on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.

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

ITEM NO. 1

The Board of Directors has re-appointed Mr. Suresh Kumar Poddar, as Chairman and Managing Director from 01.04.2017 to 31.03.2020 of the Company on the terms and conditions including Remuneration as recommended by the Nomination and Remuneration Committee of the Company in their meeting held on 03.02.2017. He attained the age of 70 years on 29.09.2016 and hence his re-appointment requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Mr. Suresh Kumar Poddar has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to re-appointment of Mr. Suresh Kumar Poddar as Chairman and Managing Director from 01.04.2017 to 31.03.2020 of the Company.

The Board of Directors on the recommendation of Remuneration Committee has also decided to revise the terms and conditions of appointment including the remuneration payable to Mr. Suresh Kumar Poddar, subject to the approval of members/shareholders.

The present proposal is to seek the member's/shareholder's approval for the re-appointment and revision in the terms and conditions of reappointment including remuneration payable to Mr. Suresh Kumar Poddar as Chairman and Managing Director, in terms of the applicable provisions of the Companies Act, 2013.

The proposed remuneration including the revised remuneration is within the permissible limits as laid down under Sections 196, 197, 203 and Schedule V annexed to the Companies Act, 2013.

The information required to be furnished to the members/shareholders in terms of section 190 of Companies Act 2013 and revised Schedule V are being furnished here in below:

- (A) General Information: Mayur Uniquoters Limited was incorporated as Public Limited Company on 14th September, 1992 under the Companies Act, 1956 with the Registrar of Companies, Rajasthan at Jaipur with the main object to manufacture synthetic leather of various types. The company started its commercial production w.e.f. 31st August, 1994. No foreign collaborator of any type is presently involved in the project.
- (B) Information about the appointee: Mr. Suresh Kumar Poddar, 70 years is a Science Graduate. He joined Mayur in 1992 as Promoter Director. He is credited with marvelous entrepreneurial skill and is veteran in the field of PVC Leather line. Before joining the Company he was engaged in his own trading business. His stewardship has lead Mayur to path breaking success from one coating line to Six coating lines in the period of two decades.
- (C) Nature of Duties: Mr. Suresh Kumar Poddar, Chairman and Managing Director, is responsible for overall supervision and control of affairs of the business. He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board.
- (D) Comparative Remuneration in the Industry: No such data is available with the Company but the Remuneration paid /proposed to be paid by the Company is totally in line with the excellent performance made by the Company under his stewardship.
- (E) Pecuniary Relationship with the Company and Other Managerial Person in the Company: Mr. Suresh Kumar Poddar, doesn't have any pecuniary relationship with the Company and /or any other Managerial Person in the Company except the Managerial Remuneration drawn by him from the Company as Chairman and Managing Director and Mr. Manav Poddar and Mr. Arun Kumar Bagaria, Directors of the Company being relatives of Mr. Suresh Kumar Poddar and drawing remuneration from the Company are interested in the resolution.
- (F) Remuneration: During the year 2015-16, Mr. Suresh Kumar Poddar was paid Rs. 143.38 Lacs. Mr. Suresh Kumar Poddar shall be entitled to the maximum of following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Sections 196, 197, 203 and Schedule V annexed to the Companies Act, 2013. The details of the remuneration payable to Mr. Suresh Kumar Poddar has been clearly spelt out in the said resolution.

Mr. Suresh Kumar Poddar being appointee, Mr. Manav Poddar and Mr. Arun Kumar Bagaria, Directors of the Company together with their relative may be deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in the said resolution.

Documents for inspection: Copy of the Resolution appointing Mr. Suresh Kumar Poddar as Chairman and Managing Director is available for inspection at the Registered Office of the Company on working days during the business hours between 10.00 AM to 5.00 P.M.

By Order of the Board of Directors

Place: Jaipur
Date: 03.02.2016

Suresh Kumar Poddar
Chairman and Managing Director
DIN 00022395

