



MAYUR LEATHER PRODUCTS LTD.

Date: 14th October, 2016

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

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

Sub: Submission of Annual Report 2015-16 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Sir/ Ma'am,

With reference to the captioned subject, please find enclosed herewith Annual Report for the Financial Year 2015-16 as required under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Rules, 2015.

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully,

For Mayur Leather Products Limited

**Jyoti Soni
Company Secretary**



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

CIN: L19129RJ1987PLC003889





MAYUR LEATHER PRODUCTS LTD.

ISO 9001:2008 Certified Export House

31th Annual
REPORT

2016



Safety at every Step.



Board of Directors

MR. RAJENDRA KUMAR PODDAR

DIN: 00143571
Chief Executive Officer & Director

MS. AMITA PODDAR

DIN: 00143486
Chairperson & Non-Executive Director

MR. RAJESH VIRENDRA GUPTA

DIN: 00814841
Non- Executive Director

MR. MADHUSUDAN PRASAD KEJRIWAL

DIN: 06547411
Non Executive & Independent Director

MR. ABHINAV CHOUDHARI

DIN: 03634672
Non Executive & Independent Additional Director

Board Committees

AUDIT COMMITTEE:

Abhinav Choudhari (Chairman)
Madhusudan Prasad Kejriwal
Amita Poddar

NOMINATION & REMUNERATION COMMITTEE

Madhusudan Prasad Kejriwal (Chairman)
Abhinav Choudhari
Rajesh Virendra Gupta

STAKE HOLDER'S RELATIONSHIP COMMITTEE

Madhusudan Prasad Kejriwal (Chairman)
Abhinav Choudhari
Rajendra Kumar Poddar
Amita Poddar

CORPORATE ADVISOR

M/s Deepak Arora & Associates,
Company Secretaries, Jaipur

CHIEF FINANCIAL OFFICER

Mr. Nitesh Kumar Kumawat

COMPANY SECRETARY

Ms. Swati Dubey
(from 09.08.2014 to 04.08.2016)
Ms. Jyoti Soni
(from 13.08.2016 to present)

STATUTORY AUDITORS

M/s Madhukar Garg & Co.,
Chartered Accountants,
2A, Raj Apartments, Keshav Path, Ahinsa Circle
Scheme, Jaipur-302001 (Rajasthan)

INTERNAL AUDITORS

M/s Varma Prashant & Associates,
C-225, Gyan Marg, Tilak Nagar
Jaipur-302004 (Rajasthan)

SECRETARIAL AUDITOR

V.M. & ASSOCIATES
Company Secretaries
403, Royal World, Sansar Chandra Road
Jaipur- 302 001 (Rajasthan)

PRINCIPAL BANKER



We understand your world

REGISTRAR & TRANSFER AGENT

M/S LINK INTIME INDIA PVT. LTD.
44, Community Center, 2nd Floor, Naraina Ind. Area,
Phase-I, Near PVR Naryana, New Delhi – 110 028
Ph: 91-11-41410592-94
Fax: 91-11-41410591
e-mail: delhi@linkintime.co.in

REGISTERED OFFICE & WORKS

G-60-62 & 67-69, Jaitpura Industrial Estate,
Jaitpura, Jaipur-303 704 (Raj.)
Tel: 91-1423-224303, 512303, 224353
Fax: 91-1423-224308
e-mail : mlp@mayurleather.com

CORRESPONDENCE OFFICE

B-5, Vrindavan Apartments, Vrindavan Vihar, King's Road, Jaipur – 302 019, Rajasthan
Ph: 91-99289 11947 | Fax: 91-141-2810385

VENUE

G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura- 303704, Jaipur (Raj.)
(Kindly refer Route Map at the Last Page of this Report)

Dated: Wednesday, the 28th September, 2016 at 02:00 P.M.

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to bring their copies to the meeting. No gifts or coupons will be given to the shareholders for attending the Annual General Meeting.

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NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE is hereby given that the **31st Annual General Meeting [AGM]** of the Members of **MAYUR LEATHER PRODUCTS LIMITED** will be held on Wednesday, the 28th day of September, 2016 at 02:00 P.M. at its Registered Office at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura- 303704, Jaipur (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 and together with the reports of the Auditors and the Board of directors thereon.
2. To declare dividend on Equity Shares of the Company for the year ended 31st March, 2016 and confirm the dividend paid during the financial year.
3. To appoint Director in place of Ms. Amita Poddar (DIN: 00143486), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of M/s. Madhukar Garg & Co., **Chartered Accountants**, Jaipur (Firm Registration No. 000866C) as approved by Members at the Twenty Ninth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of third consecutive Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2017 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an

Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General meeting held on September 08, 2014, the appointment of M/s. Madhukar Garg & Co., Chartered Accountants, Jaipur, as Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the Calendar Year 2017 be and is hereby ratified (for the Financial year 2016-2017) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

5. **Appointment of Mr. Abhinav Choudhari (DIN: 03634672) as an Independent Director**

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 any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Abhinav Choudhari (DIN: 03634672), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th February, 2016 and who holds office up to the date of ensuing AGM, in terms of section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Abhinav Choudhari (DIN: 03634672) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company up to 11th February, 2021, not liable to retire by rotation."

6. ALTERATION OF CLAUSE III TO THE MEMORANDUM OF ASSOCIATION OF COMPANY

To consider and if thought fit, to pass, with or without modification(s) 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), approval of the members of the company be and is hereby accorded to the alteration of Clause III (related to object clause) of the memorandum of association of the company by deleting clause III (B) and (C) from the memorandum of association and inserting in place thereof new clause III(B) being "Matters which are necessary for furtherance of the objects specified in clause III(A) are" to bring the object clause III in accordance with the Companies Act 2013 in the following manner:

- (B)** Matters which are necessary for furtherance of the objects specified in clause III (A) are:—
1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.
 2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.

3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.
4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.
8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.
9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.

10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.
12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.
13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.
15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.
16. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
17. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.

18. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
19. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.
20. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
21. To grant licenses or concessions over or in respect of any property or rights of the Company.
22. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.

23. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.
24. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect , either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
25. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all states, territories, possessions and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
26. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.

RESOLVED FURTHER THAT approval of the members of the company be and is hereby accorded to the substitution of following at the face of Memorandum of Association of company:

(THE COMPANIES ACT, 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

RESOLVED FURTHER THAT Board of directors of the company be and is hereby authorized to take all necessary actions, steps, matters and things as may be necessary and expedient to give effect to the aforesaid resolution including to file any forms and documents."

7. APPROVAL FOR ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the company be and are hereby substituted and adopted by new set of articles of association as placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

PLACE: JAIPURA, JAIPUR

DATE: 13th August, 2016

BY ORDER OF THE BOARD OF DIRECTORS

Sd/

Amita Poddar

Chairperson & Director

DIN: 00143486

NOTES:

- 1) The relative Explanatory Statements pursuant to section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice are annexed.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 3) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4) Details under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, form an integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.
- 5) The new set of Memorandum of Association and Articles of Association are provided as forming part of notice of the Meeting.
- 6) In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Ms. Amita Poddar, Director of the company, retire by rotation at the ensuing Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company recommends this re-appointment.
- 7) Members /Proxies and Authorised representatives attending the meeting should bring their copy of annual report and the attendance slip duly filled to attend the Meeting.
- 8) Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
- 9) 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.
- 10)
 - a. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th day of September, 2016 to Wednesday, 28th day of September, 2016 (both days inclusive).
 - b. The dividend on Equity Shares of the Company if declared, will be made payable

within 30 days of the declaration i.e., 28.09.2016 to those members whose names shall appear on the Company's Register of Members and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by Central Depository Services (India) Limited as beneficial owners as on that date.

- 11) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
- 12) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09(Interim), from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 25, 2015 (date of last Annual General Meeting) on the website of the Company (www.mayurgroups.net), as also on the website of the Ministry of Corporate Affairs.
- 13) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 14) Members are requested to address all correspondence to **M/s. Link India Intime Pvt. Limited.**, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naryana, New Delhi – 110 028 who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our Company's name in all your future correspondences.
- 15) All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 am to 1.00 pm up to the date of Annual General Meeting.
- 16) For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
- 17) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Company.
- 18) In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to the Registered Office of the Company.

- 19) Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
- 20) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents.
- 21) Members desirous of making nomination as permitted under section 72 of the Companies Act, 2013 in respect of the physical shares held by them in the Company, can make nominations in Form SH-13, which can be procured from the Registrar and Share Transfer Agent M/s Link Intime (India) Private Limited. The members holding shares in Demat form may contact their respective depository participants for such nominations.
- 22) Members are informed that Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliance by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders.
- 23) Your company has also decided to be a part of this initiative and request the shareholders to send/update their email ID in the company's record. This initiative will enable better flow of the information required to be disseminated to the members and save the environment by saving the paper. We seek your whole-hearted support for this initiative.
- 24) The Notice of the meeting along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- 25) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on wednesday, 21 September, 2016 (Cut off date).
- 26) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI(Listing Obligations and Disclosure requirements) regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means through the

electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The instructions for e-voting are annexed to the Notice.

- 27) Members, whose names appear in the Register of Members / list of Beneficial Owners as on wednesday, 21 September, 2016, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).
- 28) The remote e-voting period will commence on **10.00 A.M. on Sunday, September 25th, 2016 and ends on 05.00 P.M. on Tuesday, September 27^h, 2016**. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- 29) The Company has appointed Mr. Manoj Maheshwari, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- 30) The final results including the remote E-voting results shall be declared at the AGM of the Company. The final results along with the scrutinizer's report shall be placed on the Company's website www.mayurgroups.net within two days of passing of the resolution at the AGM of the Company. The results shall simultaneously be communicated to the Stock Exchanges.
- 31) Company's website www.mayurgroups.net will be uploaded with the above documents well before the mandatory period and the copies of the aforesaid documents will be available for inspection at the registered Office of the Company also.
- 32) **E-VOTING FACILITY**
 - (i) The voting period begins on **10.00 A.M. on Sunday, September 25th, 2016 and ends on 05.00 P.M. on Tuesday, September 27^h, 2016**. 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 <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the company name, "**MAYUR LEATHER PRODUCTS LIMITED**"

- from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (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> <p>? 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.</p> <p>? 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.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>? Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (X) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (Xi) For Members holding shares in physical form, the details can be used only for e-

voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

PLACE: JAIPURA, JAIPUR

DATE: 13th August, 2016

BY ORDER OF THE BOARD OF DIRECTORS

Amita Poddar

Chairperson & Director

DIN: 00143486

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 Mr. Abhinav Choudhari (DIN: 03634672) was appointed as an Additional Director by the Board with effect from 12th February, 2016,

Pursuant to section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to the provisions of section 161 of the Companies Act, 2013, Mr. Abhinav Choudhari (DIN: 03634672) will hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013, from a member along with a deposit of 1,00,000/- proposing the candidature of Mr. Abhinav Choudhari (DIN: 03634672) for the office of an Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Abhinav Choudhari (DIN: 03634672), an Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder.

The Board considers that his continued association would be of immense benefit to the Company and is desirable to continue to avail services of Mr. Abhinav Choudhari (DIN: 03634672) as an Independent Director.

Mr. Abhinav Choudhari (DIN: 03634672) is directly concerned and interested in this resolution, as it relates to his appointment. Except Mr. Abhinav Choudhari (DIN: 03634672), no other Director or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution. Mr. Abhinav Choudhari (DIN: 03634672) along with his relatives does not hold any shares in the Company and has no relationship with any of the other Directors of the Company.

The resolution seeks the approval of members for the appointment of Mr. Abhinav Choudhari (DIN: 03634672) as an Independent Director of the Company pursuant to section 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

The Board recommends the Ordinary resolution set forth in Item no. 5 of the Notice for the approval of the members.

None of the Directors of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the company.

Item No. 6 Alteration of Clause III to the memorandum of Association of company

Since the most of the provisions of Companies Act, 2013 and rules there under have been applicable w.e.f. 01.04.2014 including section 4 of the Companies Act, 2013 which provides

about the particulars of Memorandum of association of a company. As per the aforesaid section, the object clause shall include only the main object to be pursued by the company and any matter considered necessary in furtherance thereof.

Therefore, your Board of directors has also recommend to alter clause III (related to object clause) of the memorandum of association of the company by deleting clause III (B) and (C) from the memorandum of association and inserting in place thereof new clause III(B) being "Matters which are necessary for furtherance of the objects specified in clause III(A) are" to bring the object clause III in accordance with the Companies Act 2013.

So, in terms of the provisions of section 13 and Companies (Incorporation) Rules, 2014, your Board of directors proposes the resolution no. 1 (Alteration of Clause III to the memorandum of Association of company) for approval of the members in this general meeting.

None of the Directors of the Company is concerned or interested in the said Resolution except to the extent of their shareholding in the company.

The Board recommends the Special resolution set forth in Item no. 6 of the Notice for the approval of the members.

Item No. 7 Adoption of New Set of Articles of Association of Company

The Articles of Association ("AOA") of the Company as presently existing are based on the Companies Act, 1956 and several clauses /regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Existing regulations 1 to 49 of the Articles of Association should be replace by the new set of regulations and adopted as new set of Articles of Association as per the requirements of the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding in the company.

The Board recommends the Special resolution set forth in Item no. 7 of the Notice for the approval of the members.

ANNEXURE TO THE NOTICE OF 31st AGM

Information pursuant to Regulation of SEBI(LODR) Regulations, 2015 with the stock exchanges in respect of the Director who is proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on 27th September, 2016:

Ms. Amita Poddar (DIN: 00143486) is retiring by rotation at the date of ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Details of Ms. Amita Poddar, Director of the Company are as follows:

Name of the Director	Ms. Amita Poddar
Date of Birth	03/08/1953
Date of Appointment	01/09/2002
Designation	Director
Qualification(s)	Senior Cambridge
Name of the Companies in which directorship held as on 31.03.2016	NIL
Member of the Committee of Board of other companies	NIL
No. of Shares held in the Company as on 31.03.2016	686100

Mr. Abhinav Choudhari (DIN: 03634672) who was appointed as an Additional Director will be appointed as an Independent Director in ensuing Annual General Meeting:

Details of Mr. Abhinav Choudhari, Director of the Company are as follows

Name of the Director	Mr. Abhinav Choudhari
Date of Birth	03/05/1992
Date of Appointment	12/02/2016
Designation	Additional Director
Qualification(s)	B.Com
Name of the Companies in which directorship held as on 31.03.2016	1. EMGEE CABLES AND COMMUNICATIONS LIMITED 2. H.M.S. INVESTMENTS PRIVATE LIMITED 3. ELECTRICAL TECHNOLOGY PARK OF INDIA
Member of the Committee of Board of other companies	Member of Audit Committee, Stake holder's Grievance Committee and Nomination & Remuneration Committee of EMGEE CABLES AND COMMUNICATIONS LIMITED
No. of Shares held in the Company as on 31.03.2016	NIL

Board's Report

To

Dear Shareholders,

Mayur Leather Products Limited

Your Directors take pleasure in presenting their 31ST Annual Report on the business and operations of the company together with the audited financial statements for the Financial Year ended 31ST March, 2016.

1. FINANCIAL RESULTS

The financial performance of the Company for the year ended on 31ST March, 2016 is as follows:

Particulars	31.03.2016	31.03.2015
Turnover (FOB)	32,13,50,325.37	28,08,01,668.00
Other Income	1,45,78,220.45	1,08,59,279.60
Less: Total Expenditure	32,33,76,268.66	27,35,47,783.55
Profit before interest, depreciation and tax	1,25,52,277.16	1,81,13,164.05
Interest	62,78,588.03	52,47,576.55
Depreciation	39,67,800.54	60,12,565.72
Profit before Exceptional & extra ordinary items & Tax	23,05,888.59	68,53,021.78
Less: Exceptional Item	6,43,679.72	10,660.00
Add/Less: Extra Ordinary Items	-	-
Profit before Tax	16,62,208.87	68,42,361.78
Less: Deferred tax	(10,43,782.00)	(8,88,085.00)
Less: Income tax	11,90,800.00	28,22,063.00
Net Profit/ (Loss) after Tax for the year	15,15,190.87	49,08,383.78
Profit/(Loss) brought forward	7,85,49,217.89	7,89,70,942.80
Fixed Assets Carrying Amount Revert	-	15,59,622.25
Profit available for appropriation	8,00,64,408.75	8,54,38,948.83
Appropriations:		
Interim Dividend on Equity Shares for the year	24,17,400.00	24,17,400.00
Proposed dividend on equity shares	24,17,400.00	24,17,400.00
Tax on proposed dividend	9,84,252.00	9,66,676.00
Transfer to general reserve	2,00,000.00	2,00,000.00
Fixed Assets Written Off	0.00	5,87,406.94
Deferred Tax Liability adjusted due to Schedule II Effect	0.00	3,00,848.00
Balance carried forward	74045356.76	78549217.89

Previous year figures have been re-grouped and rearranged wherever considered necessary.

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

2. OPERATIONS

The Indian economy and marketplace is undergoing rapid changes and transformation. The

volatility in the macroeconomic environment during the FY 2015-16 continued to cast its shadow and most of the markets where MAYUR LEATHER operates, were impacted. Today the companies are operating in such a marketplace where the survival of the fittest is the law. Even in this environment, the company recorded a reasonable financial performance. The major contributing factors for such all-round performance across all the geographies and industry verticals was the Company's customer-centric approach and its ability to innovate customer specific products, focus on pricing, disciplined execution of complex commodities and the rigor in following strong internal process. This coupled with favorable foreign exchange rate kept the flag flying.

Changing economic scenario and business conditions, evolving consumer preferences, rapid technological innovations and adoption and globalization are driving MAYUR LEATHER to transform the manner in which they operate.

Major challenge is high inflation rate in India and shortage of Leather and dedicated skilled manpower. This is posing a big problem as the acceptability selling price does not increase in the same ratio as compared to increase in cost of raw material and labour costs. Especially leather which has been increasing 25% - 25% per annum along with shortage of availability. This is a huge challenge.

THE CHALLENGES FACED BY INDUSTRY ARE:

- i. Exports are down by about 17 – 18% due to the world economic conditions. Specially reduction in cost of Crude oil.
- ii. To offset the same we are rigorously exploring local markets, specially tendering work for the government.
- iii. However it is highly competitive and since we are entering the market now, we have to quote still lower rates to enter, thereby eroding profit margins:

Financial year	Revenue from operations	Other income	Total revenue
2013 - 14	Rs. 2310.22 Lakh	Rs. 106.13 Lakh	Rs .2416.35 Lakh
2014 - 15	Rs. 2808.02 Lakh	Rs. 108.60 Lakh	Rs. 2916.62 Lakh
2015 - 16	Rs. 3213.50 Lakh	Rs. 145.78 Lakh	Rs. 3359.28 Lakh

- i. Further scrutiny would reveal :

	2014 - 15	2015 -16	
Qty. Export	298991 Prs	248787 Prs	Approx. decrease of 16.80%.
Local	92191 Prs	173312 Prs	Approx. increase of 87.75%
Total :	391182 Prs	421999 Prs	Overall increase of 7.80%

Value Export	2135.58 Lacs	1844.88 Lacs	Decrease of 13.60%.
Local	509.15 Lacs	977.89 Lacs	Increase by 92.05%
RM Sale	163.29 Lacs	390.73 Lacs	536.51 Lacs. Incre ase by
Other Income	108.59 Lacs	145.78 Lacs	97.30%
TOTAL :	2916.61 Lacs	3359.28 Lacs	Increase by 15%.

The above figures would indicate that quantity exports have decreased by 16.17%. However due to favorable US\$ rate, the realization decreased by 13.60%.

To compensate the decreases in exports, we had to embark on local marketing which has shown an increase of over 90 – 95%, with an overall increase in turn over as compared to :

During 2014-15	:	2916.61 Lacs.
During 2015-16	:	3359.28 Lacs.

Increase by approx. 15%.

However because we are entering new markets, we have had to keep our selling price low which is greatly eroded profitability.

In order to improve the bottom line, although Europe is still under recession and the Middle East is badly hit due to crude Oil prices, we are trying to improve our customer base to improve the export performances.

On the other hand we are trying to reduce cost and improve efficiency to cater to lower margin in domestic sales.

Undoubtedly the company worked very hard to increase the domestic sale from 92191 Prs in 2014-15 to 173312 Prs in 2015-16, i.e. over 88% increase. We need to consolidate.

With reference to the above steps taken by the Company, the Company is confident of recovering the lost ground caused due to the recession in Europe and the Middle East.

However, there is one uncertainty in export business and that is the status of EURO. At the moment it is very volatile and has decreased with US Dollar from 1.33 to 1.11. Exchange rate is difficult to predict, but it is a global phenomenon and both the exporters and the importers in Europe will have to find a solution to it. The rate of US Dollar is in favor of export market. It has increased from 61.50 to 66.00 compared to previous year.

We plan to go in for diversification. The idea is to expand business areas in same line of business and for this, the Company intends to enter into business of non-safety shoes, sandals & slippers to add to its product range.

The Company acknowledges the importance of the plant and employees as the base behind the success of the Company. Your company believes that it's the teamwork of the employees which enables Company to reach the new heights. The Company is committed to work together keeping in full trust on each other and strive to keep itself in the high growth trajectory to achieve newer heights.

3. RESERVES

For the period under review the Board proposes to transfer Rs 2.00 Lakh to General Reserve Account of the Company.

4. DIVIDEND

Your Company has always strived to maintain a balance by providing an appropriate return to the shareholders while simultaneously retaining a reasonable portion of the profit to maintain healthy financial leverage with a view to support and sustain the future growth. Company has a concerted dividend policy which ensures the availability of sufficient distributable income to its members. Your Company has distributed 1 (One) interim dividend of Rs.0.50 per equity share of Rs 10/- each (i.e.5%) during the financial year ended on 31st March 2016. Board of Directors is pleased to recommend final dividend of Rs. 0.50 per equity share of Rs. 10/- each (i.e. 5%), for the year 2015-16 subject to approval of Shareholders in the Annual General Meeting.

The total outgo on account of dividend payment, including dividend tax, is Rs.58.19 Lakh.

5. EXTRACT OF ANNUAL RETURN

Relevant extract of Annual Return as on the Financial Year ended on March 31st, 2016 is given in **ANNEXURE I** to this Report.

6. MEETINGS OF THE BOARD

During the year, Seven (7) meetings of the Board of Directors were convened and held on the following dates as mentioned in the table:

Name of Director	Attendance of the Board Meeting Held on							Attendance at the AGM held on 25.09.2015
	30.04.2015	30.05.2015	14.08.2015	20.10.2015	14.11.2015	12.02.2016	24.03.2016	
Mr. Rajendra Kumar Poddar	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No
Mrs. Amita Poddar	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Rajesh Gupta	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Madhusudan Prasad Kejriwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Madhukar Chaturvedi	Yes	Yes	Yes	Yes	Yes	Not Applicable	Not Applicable	Yes
Mr. Abhinav Chaudhari	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Yes	Not Applicable

**Mr. Madhukar Chaturvedi ceased as a Director w.e.f. February 02, 2016.*

**Mr. Abhinav Chaudhari appointed as additional director in Independent category w.e.f. February 12, 2016.*

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

7. DEPOSITS

In the beginning of the Financial Year 2015-16, there were no deposits lying with the Company and further it is clarified that no money have been received which fall under the category of deposits during the Financial Year 2015-16.

8. CAPITAL STRUCTURE

During FY 15-16, there is no change in the capital structure of Company. The Authorised Share Capital of Company is Rs. 5.80 Crores and Paid up share Capital of Company is Rs. 4.83 Crores.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Madukar Chatuvedi (DIN: 06547404) has resigned from the directorship of the Company and ceased to hold office as director in the Company w.e.f. February 02, 2016. The Board Members expressed their appreciation of the valuable contribution made by Mr. Madukar Chatuvedi towards the operation & growth of the Company in the capacity as an Independent Director of the Company.

Ms. Amita Poddar (DIN: 00143486), Director of the Company whose period of office is liable to retire by rotation pursuant to provisions of Company Act, 2013 and as per Articles of Association of the Company retires by rotation at the ensuing AGM and being eligible offers herself for reappointment.

Further, Mr. Abhinav Choudhari has appointed as an Additional Director **in the Independent category** of the Company with effect from February 12, 2016 and whose term expires at the ensuing Annual General Meeting seek your support in confirming their appointment as Independent Director of the Company not liable to retire by rotation and to hold office for a term up to 11th February, 2021.

Further, Board of directors has informed to the members of the company that Ms. Swati Dubey, Company Secretary and Compliance Officer of the Company has tendered her resignation received by the Company on August 04, 2016 and the same has been accepted. The Board appreciated her association with the Company and the support which she has rendered during her tenure. Further in her place, Ms Jyoti Soni has given her consent to be appointed as company secretary of the company.

Thus, the Board of Directors of Mayur Leather Products **Limited is a balanced one with an optimum mix of Executive and Non Executive Directors. They show active participation at the board and committee meetings, which enhances the transparency and adds value to their decision making. The Board of the Company is headed by a Non - Executive Chairman. Chairman takes the strategic decisions, frames the policy guidelines and extends wholehearted support to Executive Directors, business heads and associates.**

As on 31st March, 2016, the Board of company consists of five (5) Directors. The composition and category of Directors is as follows:

Category	Name of Directors	DIN
Promoter/ Executive Director	Mr. Rajendra Kumar Poddar	00143571
Non-Executive Directors	Ms. Amita Poddar (Chairman)	00143486
	Mr. Rajesh V. Gupta	00814841
Non Executive & Independent Director	Mr. Madhusudan Prasad Kejriwal	06547411
	Mr. Abhinav Choudhari	03634672

10. DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have given their declarations under section 149 (6) and section 149 (7) of the Companies Act, 2013 and the Rules made thereunder. In the opinion of the Board, the Independent Directors fulfill the conditions relating to their status as an Independent Director as specified in section 149 of the Companies Act, 2013 read with rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. FORMAL ANNUAL EVALUATION

The Act and SEBI Regulations have mandated the need to ensure effectiveness of the Board governance and require a statement indicating the manner in which formal annual evaluation has been carried out by the Board of its own performance and that of its Committees and individual directors.

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors.

The Company is availing services of professionals for looking at the best practices prevalent in the industry and advising with respect to evaluation of board members. On the basis of recommendations of the professionals and the policy for performance evaluation of Independent Directors, Board, Committees and other individual directors, a process of evaluation was followed by the board for its own performance and that of its committees and individual directors.

The company has conducted programmes for familiarization of independent directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the Company and related matters have been elaborately devised by the top management and efforts are being made to create the awareness about the same.

12. COMMITTEES OF THE BOARD

AUDIT COMMITTEE

During the year, the Board re-constituted the Audit Committee in line with the provision of the Companies Act, 2013 due to resignation of Mr. Madhukar Chaturvedi, member of the said committee w.e.f. February 02, 2016.

Thus, the Audit Committee comprised of 3 members as on 31st March, 2016. The detail of the composition of the Audit committee along with their meetings held/attended is as follows:

Name of the Member	Position	Attendance at the Committee Meetings held on			
		30.05.2015	14.08.2015	14.11.2015	12.02.2016
Mr. Madhukar Chaturvedi*	Chairman	Yes	Yes	Yes	Not Applicable
Mr. Abhinav Chaudhari*	Chairman	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mr. Madhusudan Prasad Kejriwal	Member	Yes	Yes	Yes	Yes
Ms. Amita Poddar	Member	Yes	hYes	Yes	Yes

*Mr. Madhukar Chaturvedi ceased as a Director w.e.f. February 02, 2016.

*Mr. Abhinav Chaudhari appointed as Chairman of the Audit Committee in the Board meeting held on March 24, 2016.

NOMINATION AND REMUNERATION COMMITTEE

The Company re-constituted the Nomination and Remuneration Committee by appointing Mr. Abhinav Chaudhari as member of the committee in place of Mr. Madhukar Chaturvedi who has tendered his resignation during the year under review.

Thus, the Committee comprised of 3 members as on 31st March, 2016. The detail of the composition of the Audit committee along with their meetings held/attended is as follows:

Name of the Member	Position	Attendance at the Committee Meeting held on
		12.02.2016
Mr. Madhusudan Prasad Kejriwal	Chairman	Yes
Mr. Madhukar Chaturvedi*	Member	Not applicable
Mr. Abhinav Chaudhari*	Member	Not applicable
Mr. Rajesh Gupta	Member	Yes

*Mr. Madhukar Chaturvedi ceased as a Director w.e.f. February 02, 2016.

*Mr. Abhinav Chaudhari appointed as member of the Committee in the Board meeting held on March 24, 2016.

The policy formulated by Nomination and Remuneration Committee on director's appointment

and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters as specified under section 178(3) of the Companies Act, 2013 and same was approved by the Board of Directors of the Company.

STAKEHOLDER'S RELATIONSHIP COMMITTEE

During the year under review, Stakeholder's Relationship Committee of the company has re-constituted. Mr. Madhukar Chaturvedi, member of the committee has resigned and Mr. Abhinav Choudhari inducted in the committee as member in place of him.

Thus, the Committee comprised of 3 members as on 31st March, 2016. The detail of the composition of the said committee along with their meetings held/attended is as follows:

Name of the Member	Position	Attendance at the Committee Meetings held on			
		30.05.2015	14.08.2015	14.11.2015	12.02.2016
Mr. Madhusudan Prasad Kejriwal	Chairman	Yes	Yes	Yes	Yes
Mr. Madhukar Chaturvedi*	Member	Yes	Yes	Yes	Not applicable
Mr. Rajendra Kumar Poddar	Member	Yes	Yes	Yes	Yes
Ms. Amita Poddar	Member	Yes	Yes	Yes	Yes
Mr. Abhinav Chaudhari*	Member	Not applicable	Not applicable	Not applicable	Not applicable

*Mr. Madhukar Chaturvedi ceased as a Director w.e.f. February 02, 2016.

*Mr. Abhinav Chaudhari appointed as member of the Committee in the Board meeting held on March 24, 2016.

13. AUDITOR'S OF THE COMPANY:

STATUTORY AUDITOR

M/s. Madhukar Garg & Co., Chartered Accountants, Jaipur having FRN 000866C were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 08th September, 2014 for a term of three consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained a written certificate from the above mentioned Auditors to the effect that they conform with the limits specified in the said Section and that they are not disqualified for appointment within the meaning of Section 141 of the said Act.

As required under Regulation 33 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the peer review Board of ICAI.

STATUTORY AUDITOR'S REPORT

The qualification/observation of the Auditor's given in the Auditor's Report are self-explanatory and have been explained/ clarified, wherever necessary, in the notes to the Financial Statements.

SECRETARIAL AUDITOR

M/s V. M. Associates, Company Secretaries in practice, Jaipur was appointed to conduct Secretarial Audit of the company for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as **ANNEXURE II** to this Report.

SECRETARIAL AUDITOR'S REPORT

The Secretarial Audit Report for the financial year ended 31st March, 2016 is self-explanatory and does not call for any further comments.

COST AUDITOR

The requirement of Cost Audit in your industry has been excluded/removed in The Companies (Cost Records and Audit) Rules, 2014, issued by the Ministry of Corporate Affairs vide its notification dated 30th June, 2014. Therefore, no appointment was made of the Cost Auditor to carry out the Cost Audit for the financial year ended 31st March, 2016.

14. HUMAN RESOURCE DEVELOPMENT

The Company recognizes that its employees are its principal assets and that its continued growth is dependent upon the ability to attract and retain quality people. The Company also recognizes the importance of providing training and development opportunities to its people to enhance their skills and experiences, which in turn enables the company to achieve its business objectives. The morale of employees continued to remain high during the year contributing positively to the progress of the Company. However aspirations of employees in India remain to be high. This is a challenge as only growth can fulfill these aspirations and in today's market scenarios one has to perform extraordinarily to achieve growth.

The Company has always provided a congenial atmosphere for work to all sections of the society. Your Company is committed to respect universal human rights. To that end, the Company practices and seeks to work with business associates who believe and promote these standards.

The Company is committed to provide equal opportunities at all levels, safe and healthy workplaces and protecting human health and environment. The Company provides opportunities to all its employees to improve their skills and capabilities. The Company's commitment extends to its neighboring communities to improve their educational, cultural, economic and social well-being. Your Company is an equal opportunity employer and does not discriminate on the grounds of race, religion, nationality, ethnic origin, color, gender, age, citizenship, sexual orientation, marital status or any disability not affecting the functional requirements of the position held.

15. CORPORATE SOCIAL RESPONSIBILITY

Our key Strategy for Corporate Social Responsibility is to mobilize core competencies and resources of business, public organizations and Government Institutions to facilitate their working in partnership on projects that benefit communities. We also feel strongly about giving back to our community. We believe everybody deserves to be treated with dignity and respect, regardless of their personal circumstances, and offered the skills, knowledge and assistance they need to help themselves lead healthy and productive lives.

The Directors of the Company are pleased to inform you that although the provision of Section 135 of the Companies Act 2013 is not applicable on the company but the company has decided to be pro-active in its CSR Activities and spent of Rs. 15.88 Lakhs on such activities for promotion of education, promoting Health care and eradicating hunger and poverty.

16. DELISTING OF EQUITY SHARES

The members have passed a special resolution in the Annual General Meeting of Company held on 10th July, 2004 permitting the Company to delist its shares from the regional stock exchanges of Jaipur, Delhi, Calcutta, and Ahmedabad.

As on date, out of the above-stated four stock exchanges, the equity shares of the Company have been delisted from the Delhi, Ahmedabad and Jaipur Stock Exchanges. Delisting application of the Company is still pending with the Calcutta Stock Exchange Association Ltd., since December 2004. Inspite of several reminders, the Company did not get any response from the exchange in the matter of the delisting status.

17. DISCLOSURE OF SUBSIDIARY AND ASSOCIATE COMPANY

The Company "Mayur Leather Products Limited" does not have any Subsidiary Company as on the Date.

However, the Company exercises significant influence (38.46%) over its Associate Company i.e. "Mayur Global Private Limited". The Statement Pursuant to section 129(3) of the Act, related to Associate Company is attached in Annexure III in Form AOC-1. Mayur Global Private Limited is a Footwear Manufacturing company established to fulfill the export demand of leather Footwear.

18. RISK MANAGEMENT POLICY

Your Company has an elaborate Risk Management procedure, which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Some of the identified risks relate to competitive intensity and cost volatility.

To sustain and grow in global market one must be ready for some level of uncertainty. Greater the uncertainty, higher the risk. The risk management function is integral to the Company and its objectives include ensuring that critical risks are identified, continuously monitored and managed effectively in order to protect the Company's business. The Company operates in an environment which is affected by various factors some of which are controllable while some are outside the control of the company. The Company proactively takes reasonable steps to identify and monitor the risk and makes efforts to mitigate significant risks that may affect it. Some of the risks that are potentially significant in nature and need careful monitoring are listed here under:

- Macroeconomic Factors
- Political Factors
- Product portfolio
- Competition from product launches
- Talent acquisition & retention
- Continuance and growth of channel partners
- High dependence on suppliers
- Geographic concentration
- Changes in government policy and legislation
- Chinese Competition
- Raw Material Price Increase
- Foreign Exchange Fluctuation

19. INTERNAL FINANCIAL CONTROLS

The Company has identified and documented all key internal financial controls, which impact the financial statements. The financial controls are tested for operating effectiveness through ongoing monitoring and review process of the management and independently by the Internal Auditors. In our view the Internal Financial Controls, affecting the financial statements are adequate and are operating effectively.

20. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed report on the Management Discussion and Analysis is provided as a separate section in the Annual Report which forms part of the Board's Report as Annexure VI.

21. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors confirm that:

- a) In the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

22. PARTICULARS OF EMPLOYEES

As per amendment in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial personnel) Amendment Rules, 2016 dated 30.06.2016, details of top ten employees in terms of remuneration drawn, employed by the company during the financial year 2015-16 pursuant the provisions in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial personnel) Amendment Rules, 2016 and Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **ANNEXURE V** to this Report .

Apart from that, there are no employees in the company whose particulars are required to be disclosed in the report.

23. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in Financial Statement.

24. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and Equity Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at www.mayurgroups.net. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

This Policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering

into these transactions. All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Equity Listing Agreement.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 is disclosed in Form AOC 2 in ANNEXURE IV is annexed to this report.

Your Directors draw attention of the members to Note 36 to the financial statement which sets out related party disclosures.

25. VIGIL MECHANISM

The company has established a Whistle Blower Policy which also incorporates a Vigil Mechanism in terms of the SEBI (LODR) Regulations, 2015 for directors and employees commensurate to the size and the business of the company to promote ethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. Under the said mechanism, the employees are free to report violations of applicable laws and regulations and the code of conduct. It also provide for adequate safeguards against the victimization of persons who use such mechanism.

26. CORPORATE GOVERNANCE

The Corporate Governance requirements as stipulated under the Regulation of SEBI (LODR) Regulations, 2015 is not applicable to the company. Thus, the company has filed the non applicability certificate to the exchange for regulation 15 (2) read with regulation 27(2) of SEBI (LODR) Regulations, 2015 certified by the compliance Officer of the company.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be disclosed pursuant to Section 134(3)(m) of the companies act, 2013 read with Rule 8 of companies (Accounts) Rules, 2014, the particulars of technology absorption and foreign exchange earnings and outgo is provided as under.

CONSERVATION OF ENERGY

The company is undertaking regular periodic energy conservation measures:-

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
A. POWER AND FUEL CONSUMPTION		
a) Electricity :		
Purchased Units	327573	320433
Total Amount (in Rs.)	2569521	2237865
Rate / Unit (Rs.)	7.84	6.98

b) Own Generation :		
Through Diesel		
Generator		
Units		
FO / HSD (Ltrs.)		
Total Amount (in Rs.)	124018	141690
Units Per Ltr. of Fuel	2400	2400
Oil/Gas	51.67	59.03
Cost / Unit (Rs.)		
c) Steam :		
Through Furnace Oil	N.A.	N.A.
Total Amount (Rs.)		
Litres (Furnace Oil)		
Rate / Ltrs (Rs.)		
Through Coal / Lignite	N.A.	N.A.
Total Amount (Rs.)		
Coal (Kgs.)		
Rate / Kgs (Rs.)		
Total Steam Amount (Rs.)		
Total Amount	2693539	2379555
B. CONSUMPTION PER UNIT		
PRODUCTION		
Products : Shoes (in Pairs.)	423461	384656
Energy Consumption		
Per Pairs. (in Rs.)	6.36	6.19

RESEARCH & DEVELOPMENT / TECHNOLOGY ABSORPTION

Company continued to give utmost importance to the R&D activities. The Company has its own in-house well-developed Research and Development division. The objective of the Company through continuous Research and Development activities is the introduction of cost effective, state-of-art-products with enhanced life and to increase the production capacity. The Company's Laboratory and R&D division is continuously working towards new developments and keeps pace with the latest developments in high tech areas. During the year company has spend Rs. 6,19,979.00 (previous year Rs. 9,51,597.00) on R & D expenditure, which is debited in financial books.

FOREIGN EXCHANGE EARNING AND OUTGO

Activities relating to exports; initiatives taken to increase exports, development of new export markets for product and services; and export plans:

The Company is engaged in the manufacture and export of leather safety shoes and shoe uppers. The majority sale is through exports. Due to the economic slowdown, the export market of the regular products has been badly affected. This is being countered by two activities: -

Re-align fresh business from existing customers with new products.

Develop an Indian Market Network.

Hopefully the results should start showing within the next six months. It is our endeavor to fight the worldwide recession.

		(Amount in Rs. Lacs)
Earning:		
Export (FOB)		1671.63
Outgo:		
Travelling expenses	4.73	
Claim & compensation for quality & Development	0.16	
Raw material	171.79	
Sales Commission	0.00	
Repairs & Maintenance	0.00	
Plant & machinery	0.00	
Membership Fees	1.85	
Testing fees	0.00	
Royalty	0.00	
TOTAL OUTGO		178.53

28. INTERNAL AUDITOR

As per Section 138 of Companies Act 2013, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors.

The directors are pleased to confirm the Re-appointment of M/s. Varma Prashant & Associates, as Internal Auditors of the company.

29. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company is an equal opportunity provider and believes in providing opportunity and key positions to women professionals. At the same time, it has been an endeavour of the Company to support women professionals through a safe, healthy and conducive working environment by creating and implementing proper policies to tackle issues relating to safe and proper working conditions for them. As per the provisions of section 21 and 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the report on the details of the number of cases filed under Sexual Harassment and their disposal, during the calendar year 2015 is as under:

Number of cases pending as on the beginning of the financial year	NIL
Number of complaints filed during the financial year	NIL
Number of cases pending as on the end of the financial year	NIL

30. PROHIBITION OF INSIDER TRADING

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

31. INVESTOR GRIEVANCE REDRESSAL

The number of complaints received and resolved to the satisfaction of investors during the year under review. There were no pending complaint or share transfer cases as on 31st March 2016, as per the certificate given by RTA.

32. MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director.

During the year under review, the independent directors met on 31.03.2016 inter alia, to discuss:

Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.

Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non- Executive directors.

Evaluation of the quality, content and timeliness of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties.

33. UNCLAIMED DIVIDEND

Shareholders who have not encashed their dividend warrants are requested to claim such dividend. The dividend, if unclaimed /unpaid for 7 years will be transferred by the Company to Investors Education and Protection Fund (IEPF). It may be noted that once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof. Dividends remain unpaid / Unclaimed for the year ended 31st March, 2009 will be transferred to IEPF in the current financial year. During the year under review, the Company has credited Rs. 32,855 for unpaid dividend of the year 2008-09(Interim) to the Investor Education and Protection Fund (IEPF) pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25th September, 2015 (date of last Annual General Meeting) on the Company's website www.mayurgroups.net and on the website of the Ministry of Corporate Affairs.

34. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

4. There were no frauds found which have been reported to the Audit Committee / Board members as well as to the Central Government. Further, there was no fraud reported by auditors under section 143 (12) of the Companies Act, 2013.

35. ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for assistance and co-operation received from the Bankers, Central & State Government, Local Authorities, Clients, Vendors, Advisors, Consultants and Associates at all levels for their continued guidance and support. Your Directors also wish to place on record their deep sense of appreciation for their commitment, dedication and hard work put in by every member of the Company.

PLACE: JAIPUR
DATE : 13.08.2016

For and on behalf of the Board of Directors
MAYUR LEATHER PRODUCTS LIMITED

Sd/-
R.K. PODDAR
Director & CEO
DIN: 00143571

Sd/-
AMITA PODDAR
Chairperson & Director
DIN: 00143486

ANNEXURE -1 FORM NO. MGT 9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**EXTRACT OF ANNUAL RETURN
As on the Financial Year Ended on 31ST MARCH 2016**

I REGISTRATION & OTHER DETAILS:

i	CIN	L19129RJ1987PLC003889
ii	Registration Date	13/03/1987
iii	Name of the Company	MAYUR LEATHER PRODUCTS LIMITED
iv	Category of the Company	COMPANY LIMITED BY SHARES
v	Address of the Registered office & contact details	
	Address :	G-60-62 & 67-69, JAIPURA INDUSTRIAL ESTATE
	Town / City :	JAIPURA, JAIPUR
	State :	RAJASTHAN
	Country Name :	INDIA
	Telephone (with STD Code) :	+91-1423-224303, 512303, 224353
	Fax Number :	+91-1423-224308
	Email Address :	mlp@mayurleather.com
	Website, if any:	www.mayurgroups.net
vi	Whether listed company	Yes, Bombay Stock Exchange
vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name of RTA:	M/s Link Intime India Private Limited
	Address :	44, Community Center, 2nd Floor, Naraina Ind. Area, Near PVR
	Town / City :	New Delhi
	State :	New Delhi
	Pin Code:	110028
	Telephone :	91-11-41410592-94
	Fax Number :	91-11-41410592-94
	Email Address :	delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Manufacture of leather footwear such as Shoes, Sandals, Chappals, Leather cum-rubber/plastic cloth Sandles and Chappals.	15201	100.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled 1

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section
1	MAYUR GLOBAL PRIVATE LIMITED, B-5, Vrindavan Apartments, Vrindavan Vihar, King's Road, Jaipur-302019 (Rajasthan).	U19202RJ2013PTC041644	ASSOCIATE	14.81	Section 2(6) of Companies Act, 2013

IV.	SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)								
i.	Category-wise Share Holding								
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	3058028	148800	3206828	66.33	3118352	48400	3166752	65.50	-0.83
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total: A(1)	3058028	148800	3206828	66.33	3118352	48400	3166752	65.50	-0.83
(2) Foreign									
a) NRI - Individual/	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individual/	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total: A(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A)	3058028	148800	3206828	66.33	3118352	48400	3166752	65.50	-0.83
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	89538	0	89538	1.85	89538	0	89538	1.85	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	89538	0	89538	1.85	89538	0	89538	1.85	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	170800	12500	183300	3.79	191818	12500	204318	4.23	0.43
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	757465	77520	834985	17.27	702832	75020	777852	16.09	-1.18
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	415426	0	415426	8.59	443608	0	443608	9.18	0.58
c) Others (specify)									
HUF	0	0	0	0.00	91324	0	91324	1.89	1.89
NRI	57111	0	57111	1.18	51625	0	51625	1.07	-0.11
CLEARING MEMBER	47612	0	47612	0.98	9783	0	9783	0.20	-0.78
Sub-total (B)(2):-	1448414	90020	1538434	31.81	1490990	87520	1578510	32.66	0.83
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1537952	90020	1627972	33.67	1580528	87520	1668048	34.50	0.83
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0%	0	0	0	0.00	0.00
Grand Total (A+B+C)	4595980	238820	4834800	100.00	4698880	135920	4834800	100.00	0.00

ii		Shareholding of Promoters							
Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year	
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares		
1	RAJENDRA KUMAR PODDAR	1127761	23.33	0	1127761	23.33	0	0.00	
2	MAYUR GLOBAL PRIVATE LIMITED	742917	15.37	0	716241	14.81	0	-0.55	
3	AMITA PODDAR	686100	14.19	0	686100	14.19	0	0.00	
4	AKHILESH PODDAR	256850	5.31	0	256950	5.31	0	0.00	
5	SARITA GUPTA	244400	5.06	0	314800	6.51	0	1.46	
6	SARITA GUPTA	70400	1.46	0	0	0.00	0	-1.46	
7	SHEELA LOHIA	30000	0.62	0	0	0.00	0	-0.62	
8	SEEMA GUPTA	28400	0.59	0	28400	0.59	0	0.00	
9	RAJESH V GUPTA [HUF]	20000	0.41	0	20000	0.41	0	0.00	
10	SHEELA GUPTA	0	0.00	0	16500	0.34	0	0.34	
TOTAL		3206828	66.32%	0	3166752	65.50%	0	-0.82	
iii		Change in Promoters' Shareholding (please specify, if there is no change)							
	Sl. No. I – Mr. RAJENDRA KUMAR PODDAR				Shareholding at the beginning of the year		Cumulative Shareholding during the year		
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year				1127761	23.33%	1127761	23.33%	
Changes During the Year									
Increase									
	Date	Reason for Increase			NO CHANGE				
		No Change							
	Decrease								
	Date	Reason for Decrease							
		No Change							
	At the End of the year				1127761	23.33%	1127761	23.33%	
	Sl. No. II – MAYUR GLOBAL PRIVATE LIMITED				Shareholding at the beginning of the year		Cumulative Shareholding during the year		
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year				742917	15.37	742917	15.37	
Changes During the Year									
Increase									
	Date	Reason for Increase			NO CHANGE				
		No Change							
	Decrease								
	Date	Reason for Decrease							
	17.04.2015	TRANSFER			-11111	0.23	731806	15.14	
	24.04.2015	TRANSFER			-15000	0.32	716806	14.82	
	08.05.2015	TRANSFER			-565	0.01	716241	14.81	
	At the End of the year				716241	14.81	716241	14.81	
	Sl. No. III - Ms. AMITA PODDAR				Shareholding at the beginning of the year		Cumulative Shareholding during the year		
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year				686100	14.19	686100	14.19	
Changes During the Year									
Increase									
	Date	Reason for Increase			NO CHANGE				
		No Change							
	Decrease								

	Date	Reason for Decrease							
	No Change								
	At the End of the year			686100	14.19	686100	14.19		
	Sl. No. IV- Mr. AKHILESH PODDAR			Shareholding at the beginning of the year		Cumulative Shareholding during the year			
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
	At the beginning of the year			256850	5.31	256850	5.31		
	Changes During the Year								
	Increase								
	Date	Reason for Increase		NO CHANGE					
		No Change							
	Decrease								
	Date	Reason for Decrease							
		No Change							
	At the End of the year			256850	5.31	256850	5.31		
	Sl. No. V- Ms. SARITA GUPTA			Shareholding at the beginning of the year		Cumulative Shareholding during the year			
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
	At the beginning of the year			244400	5.06	244400	5.06		
	Changes During the Year								
	Increase								
	Date	Reason for Increase							
	18.03.2016	TRANSFER		70400	1.45	314800	6.51		
	Decrease								
	Date	Reason for Decrease							
		No Change							
	At the End of the year			314800	6.51	314800	6.51		
	Sl. No. VI- Ms. SARITA GUPTA			Shareholding at the beginning of the year		Cumulative Shareholding during the year			
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
	At the beginning of the year			70400	1.46	70400	1.46		
	Changes During the Year								
	Increase								
	Date	Reason for Increase							
		No Change							
	Decrease								
	Date	Reason for Decrease							
	18.03.2016	TRANSFER		-70400	-1.46	0	0.00		
iv	At the End of the year			0	0.00	0	0.00		
	Sl. No. VII- Ms. SHEELA LOHIA			Shareholding at the beginning of the year		Cumulative Shareholding during the year			
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
	At the beginning of the year			30000	0.62	30000	0.62		
	Changes During the Year								
	Increase								
	Date	Reason for Increase							
		No Change							
	Decrease								

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IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):					
Sl. No.:	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	89538	1.85	89538	1.85
	Changes During the Year				
	Increase				
	Date Reason for Increase				
	Decrease				
	Date Reason for Decrease				
	At the End of the year (or on the date of separation, if separated during the year)	89538	1.85	89538	1.85
Sl. No.:	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0.00	0	0.00
	Changes During the Year				
	Increase				
	Date Reason for Increase				
	12.06.2015 TRANSFER	11100	0.23	11100	0.23
	26.06.2015 TRANSFER	2410	0.05	13510	0.28
	03.07.2015 TRANSFER	1158	0.02	14668	0.30
	07.08.2015 TRANSFER	8441	0.17	23109	0.48
	14.08.2015 TRANSFER	5000	0.10	28109	0.58
	21.08.2015 TRANSFER	2449	0.05	30558	0.63
	04.09.2015 TRANSFER	17122	0.35	47680	0.99
	11.09.2015 TRANSFER	90	0.00	47770	0.99
	09.10.2015 TRANSFER	7020	0.15	54790	1.13
	06.11.2015 TRANSFER	2700	0.06	57490	1.19
	13.11.2015 TRANSFER	3780	0.08	61270	1.27
	11.12.2015 TRANSFER	2329	0.05	63599	1.32
	18.12.2015 TRANSFER	1991	0.04	65590	1.36
	25.12.2015 TRANSFER	900	0.02	66490	1.38
	31.12.2015 TRANSFER	2508	0.05	68998	1.43
	15.01.2016 TRANSFER	900	0.02	69898	1.45
	19.02.2016 TRANSFER	102	0.00	70000	1.45
	Decrease				
	Date Reason for Decrease				
	No Change				
	At the End of the year (or on the date of separation, if separated during the year)	70000	1.45	70000	1.45
Sl. No.:	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	14190	0.29	14190	0.29
	Changes During the Year				
	Increase				
	Date Reason for Increase				
	10.04.2015 TRANSFER	1100	0.02	15290	0.32
	24.04.2015 TRANSFER	6210	0.13	21500	0.44
	01.05.2015 TRANSFER	8000	0.17	29500	0.61
	08.05.2015 TRANSFER	13495	0.28	42995	0.89
	15.05.2015 TRANSFER	7095	0.15	50090	1.04
	22.05.2015 TRANSFER	4594	0.10	54684	1.13
	05.06.2015 TRANSFER	1006	0.02	55690	1.15
	03.07.2015 TRANSFER	193	0.00	55883	1.16
	17.07.2015 TRANSFER	1462	0.03	57345	1.19

	24.07.2015	TRANSFER	2621	0.05	59966	1.24	
	18.09.2015	TRANSFER	34	0.00	60000	1.24	
	04.12.2015	TRANSFER	270	0.01	60270	1.25	
	11.12.2015	TRANSFER	1800	0.04	62070	1.28	
	18.12.2015	TRANSFER	320	0.01	62390	1.29	
	25.12.2015	TRANSFER	500	0.01	62890	1.30	
	08.01.2016	TRANSFER	25	0.00	62915	1.30	
	Decrease						
	Date	Reason for Decrease					
		No Change					
	At the End of the year (or on the date of separation, if separated during the year)		62915	1.30	62915	1.30	
	Sl. No.: 4 ANITA PRASHANT		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year		50000	1.03	50000	1.03	
	Changes During the Year						
	Increase						
	Date	Reason for Increase					
		No Change					
	Decrease						
	Date	Reason for Decrease					
		No Change					
	At the End of the year (or on the date of separation, if separated during the year)		50000	1.03	50000	1.03	
	Sl. No.: 5 ARYAVRAT FINANCIAL SERVICES LTD		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year		35920	0.7429	35920	0.7429	
	Changes During the Year						
	Increase/ Decrease						
	Date	Reason for Increase					
	10.04.2015	TRANSFER	30000	0.62	30000	0.62	
	24.04.2015	TRANSFER	5585	0.12	35585	0.74	
	01.05.2015	TRANSFER	1000	0.02	36585	0.76	
	15.05.2015	TRANSFER	-75	0.00	36510	0.76	
	At the End of the year (or on the date of separation, if separated during the year)		36510	0.76	36510	0.76	
	Sl. No.:6 BMA WEALTH CREATORS LTD		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
	At the beginning of the year		34115	0.71	34115	0.71	
	Changes During the Year						
	Increase/ Decrease						
	Date	Reason for Increase					
	18.12.2015	TRANSFER	-31615	-0.65	2500	0.05	

	15.01.2016		TRANSFER	31615	0.65	34115	0.71
	19.02.2016		TRANSFER	-31615	-0.65	2500	0.05
	31.03.2016		TRANSFER	29115	0.60	31615	0.65
	At the End of the year (or on the date of separation, if separated during the year)			31615	0.65	31615	0.65
	Sl. No.: 7 TALATI AMI DIPESH			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year			27764	0.57	27764	0.57
	Changes During the Year						
	Increase						
	Date	Reason for Increase					
	NO CHANGE						
	Decrease						
	Date	Reason for Decrease					
	05.06.2015	TRANSFER		-200	0.00	27564	0.57
	At the End of the year (or on the date of separation, if separated during the year)			27564	0.57	27564	0.57
	Sl. No.: 8 KINJAL KEYURKUMAR ADHVARYU			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year			26814	0.55	26814	0.55
	Changes During the Year						
	Increase						
	Date	Reason for Increase					
	Decrease						
	Date	Reason for Decrease					
	At the End of the year (or on the date of separation, if separated during the year)			26814	0.55	26814	0.55
	Sl. No.: 9 PALLAVI K. MEHTA			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year			35920	0.74	35920.00	0.74
	Changes During the Year						
	Increase/ Decrease						
	Date	Reason for Increase					
	17.04.2015	TRANSFER		5780	0.12	41700	0.86
	24.04.2015	TRANSFER		2950	0.06	44650	0.92
	01.05.2015	TRANSFER		1000	0.02	45650	0.94
	18.12.2015	TRANSFER		-26150	-0.54	19500	0.40
	08.01.2016	TRANSFER		26150	0.54	45650	0.94
	19.02.2016	TRANSFER		-26150	-0.54	19500	0.40
	31.03.2016	TRANSFER		6650	0.14	26150	0.54
	At the End of the year (or on the date of separation, if separated during the year)			26150	0.54	26150	0.54

no change

	Sl. No.:10 SURENDRA PATEL	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	25360	0.52	25360	0.52
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
	Decrease				
	Date	Reason for Decrease			
	At the End of the year (or on the date of separation, if separated during the year)	25360	0.52	25360	0.52
V. Shareholding of Directors and Key Managerial Personnel:					
	S. No.: 1 Mr. RAJENDRA KUMAR PODDAR	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1127761	23.33%	1127761	23.33%
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
	Decrease				
	Date	Reason for Decrease			
	There was no change in the Decrease of the shareholding during the Financial Year				
	At the End of the year	1127761	23.33%	1127761	23.33%
	S. No.: 2 Mrs. AMITA PODDAR	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	686100	14.19%	686100	14.19%
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		No Change			
	Decrease				
	Date	Reason for Decrease			
		No Change			
	At the End of the year	686100	14.19%	686100	14.19%
	S. No.: 3 Mr. RAJESH VIRENDRA GUPTA	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0.00%	0	0%
	Changes During the Year				
	Increase				
	Date	Reason for Increase			
		No Change			
	Decrease				
	Date	Reason for Decrease			
		No Change			
	At the End of the year	0	0.00%	0	0%

S. No.: 4 Mr. MADHUSUDAN PRASAD KEJRIWAL				Shareholding at the beginning of the year		Cumulative Shareholding during the year		
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year				0	0.00%	0	0%	
Changes During the Year								
Increase								
Date		Reason for Increase						
		No Change						
Decrease								
Date		Reason for Decrease						
		No Change						
At the End of the year				0	0.00%	0	0	
S. No.: 5 Mr. ABHINAV CHOUDHARI				Shareholding at the beginning of the year		Cumulative Shareholding during the year		
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year				0	0.00%	0	0%	
Changes During the Year								
Increase								
Date		Reason for Increase						
		No Change						
Decrease								
Date		Reason for Decrease						
		No Change						
At the End of the year				0	0.00%	0	0	
S. No.: 6 Mr. NITESH KUMAR KUMAWAT				Shareholding at No. of shares	% of total	Cumulative No. of shares	% of total	
				0	0.00%	0	0%	
At the beginning of the year				0	0.00%			
Changes During the Year								
Increase								
Date		Reason for Increase						
		No Change						
Decrease								
Date		Reason for Decrease						
		No Change						
At the End of the year				0	0.00%	0	0	
S. No.: 7 Ms. SWATI DUBEY				Shareholding at the beginning of the year		Cumulative Shareholding during the year		
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year				0	0.00%	0	0%	
Changes During the Year								
Increase								
Date		Reason for Increase						
		No Change						
Decrease								
Date		Reason for Decrease						
		No Change						
At the End of the year				0	0.00%	0	0	

V. INDEBTEDNESS					
Indebtedness of the Company including interest outstanding/accrued but not due for payment				(Rs. In Lacs)	
Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
i) Principal Amount	681.31	0	0	681.31	
ii) Interest due but not paid	0	0	0	0	
iii) Interest accrued but not due	0	0	0	0	
Total (i+ii+iii)	681.31			681.31	
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
* Addition	163.05	0	0	163.05	
* Reduction	145.53	0	0	145.53	
Net Change	17.52	0	0	17.52	
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
i) Principal Amount	698.83	0	0	698.83	
ii) Interest due but not paid	0	0	0	0	
iii) Interest accrued but not due	0	0	0	0	
Total (i+ii+iii)	698.83	0	0	698.83	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		A	B	C	D	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission					
	- as % of profit					
	- others, specify					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

NOT APPLICABLE

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors		Total Amount
		A	B	
1	Independent Directors	Madhusudan Prasad Kejriwal	Madhukar Chaturvedi	
	Fee for attending board committee meetings	30,000	30,000	60,000
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (1)	30,000	30,000	60,000
2	Other Non-Executive Directors	Rajesh Virendra Gupta	Amita Poddar	
	Fee for attending board committee meetings	0	0	0
	Commission	0	0	0
	Others, please specify	0	0	0
	Total (2)	0	0	0
	Total (B)=(1+2)	30,000	30,000	60,000
	Total Managerial Remuneration	30,000	30,000	60000
	Overall Ceiling as per the Act	30 Lakhs (As specified in Schedule V Part II)		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	300,000	5,04,000	804,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	- others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	300,000	5,04,000	804,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

none

ANNEXURE II

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Mayur Leather Products Limited
G-60-62 & 67-69,
Jaitpura Industrial Estate,
Jaipur- 303704 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mayur Leather Products Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; (repealed w.e.f. 15th May, 2015)
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the**

Company during the Audit Period)

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and as amended from time to time; **(Not applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
 - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;and
 - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper composition of Executive Directors, Non-Executive Directors **and Independent Directors**. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not undertaken any event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place: Jaipur
Date: May 30, 2016

For V.M. & Associates
Company Secretaries

CS Manoj Maheshwari
Partner
FCS 3355
C P No. 1971

Note: This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members,
Mayur Leather Products Limited
G-60-62 & 67-69,
Jaitpura Industrial Estate,
Jaipur- 303704 (Rajasthan)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Jaipur
Date: May 30, 2016

For V.M. & Associates
Company Secretaries
CS Manoj Maheshwari
Partner
FCS 3355
C P No. 1971

Form AOC- I Annexure III

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies / joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

S.No.	Particulars	SUBSIDIARY
1	Sl. No.	N.A.
2	Name of the subsidiary	N.A.
3	Reporting period for the subsidiary concerned, if different from the holding	-
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
5	Share capital	-
6	Reserves & surplus	-
7	Total assets	-
8	Total liabilities	-
9	Investments	-
10	Turnover	-
11	Profit before Taxation	-
12	Provision for Taxation	-
13	Profit after Taxation	-
14	Proposed Dividend	-
15	% of shareholding	-

Notes: The following information shall be furnished at the end of the statement:

Names of subsidiaries which are yet to commence operations: Nil

Names of subsidiaries which have been liquidated or sold during the year: Nil

FOR MAYUR LEATHER PRODUCTS LIMITED

Date: 13/08/2016
Place: JAIPURA, JAIPUR

R.K. PODDAR
(Director & CEO)
DIN: 00143571

AMITA PODDAR
(Chairperson & Director)
DIN: 00143486

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Relation	ASSOCIATE
Name of Associates/Joint Ventures	MAYUR GLOBAL PRIVATE LIMITED
1. Latest audited Balance Sheet Date	01/04/2015 - 31/03/2016
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	10,00,000
Amount of Investment in Associates/ Joint Venture	1,00,00,000
Extend of Holding %	38.46%
3. Description of how there is significant influence	Control of more than 20% of total Share Capital of the Company.
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Networth attributable to Shareholding as per latest audited Balance Sheet	156855071.80
6. Profit / Loss for the year	
i. Considered in Consolidation	2707137.87
i. Not Considered in Consolidation	

FOR MAYUR LEATHER PRODUCTS LIMITED

Date: 13/08/2016
Place: JAIPURA, JAIPUR

R.K. PODDAR
(Director & CEO)
DIN: 00143571

AMITA PODDAR
(Chairperson & Director)
DIN: 00143486

ANNEXURE- IV
PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

FORM No. AOC 2

Form for disclosures of particulars of contracts/arrangement entered into by the company with related parties referred to in sub section(I) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:
NOT APPLICABLE
2. Details of contracts or arrangements or transactions at arm's length basis
(Rs. In Lacs)

Name of the related party and nature of relationship		Nature of the contracts/arrangements/transactions	Duration of the contracts/arrangement/transactions	Salient terms of the contracts or arrangements or transactions including the value	Justification for entering into such contracts or arrangements or transactions	Date(s) of Approval by the Board	Amount paid as advance, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
1. Mayur Global Private Limited (Common Directorship of Mr. Rajendra Kumar Poddar in both Companies)	1	Sale of Raw Material	N.A.	334.77	N.A.	30.05.2014	Nil	N.A.
	2	Processing Charges	N.A.	292.09	N.A.	30.05.2014	Nil	N.A.
	3	Rendering of Services	N.A.	0.72	N.A.	30.05.2014	Nil	N.A.
	4	Interest Received	N.A.	7.20	N.A.	30.05.2014	Nil	N.A.
	5	Sundry Debtors	N.A.	129.65	N.A.		Nil	N.A.
2. Mayur Industries Limited (Common Directorship of Mr. Rajesh Gupta in both Companies)	1	Purchase of Raw Material	N.A.	5.01	N.A.		Nil	N.A.
	2	Sundry Creditors	N.A.	1.39	N.A.		Nil	N.A.

ANNEXURE – V**1. DISCLOSURE ON THE REMUNERATION OF THE MANAGERIAL PERSONNEL**

- I. The ratio of the remuneration of each director to the Median remuneration of the employee of the company for the financial year- (Rs. In Lacs)

S. No.	Name of Director/KMP and Designation	Remuneration of Director / KMP for the financial year 2015-16 (Rs. In lacs)	% increase in remuneration in the Financial Year 2015-16	Ratio of remuneration of each Director/ to median remuneration of Employees	Comparison of the remuneration of the KMP against the performance of the Company
1	Rajendra Kumar Poddar Chief Executive Officer & Director	0	Not Applicable	Not Applicable	Profit After Tax decreased by 69.13% in the financial year 2015-16.
2	Amita Poddar Non- Executive Director	0	Not Applicable	Not Applicable	
3	Madhusudan Prasad Kejriwal Independent Director	0	Not Applicable	Not Applicable	
4	Rajesh Gupta Non- Executive Director	0	Not Applicable	Not Applicable	
5	Madhukar Chaturvedi Independent Director	0	Not Applicable	Not Applicable	
6	Nitesh Kumar Kumawat Chief Financial Officer	5.04	NIL	2.38	Profit After Tax decreased by 69.13% in the financial year 2015-16.
7	Swati Dubey Company Secretary	3.00	NIL	1.42	

The median remuneration of employees of the Company during the financial year was Rs.2.11 Lacs.

- II.** The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year- CEO 0.00%, CFO 0.00%, CS 0.00%.
- III.** The percentage decrease in the median remuneration of employees in the financial year – 1.04%.
- IV.** The number of permanent employees on the rolls of Company – 57.
- V.** Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :-
 - Average increase in the remuneration of all employees excluding KMP's : Nil
 - Average increase in the remuneration of KMP's: Nil
- VI.** The key parameters for any variable component of remuneration availed by the directors: - Not Applicable
- VII.** It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

2. DETAIL OF NAMES OF THE TOP TEN EMPLOYEES OF THE COMPANY IN TERMS OF REMUNERATION DRAWN

(As per rule 5(2) of the Companies (Appointment and Remuneration of Managerial personnel) Amendment Rules, 2016)

Name of Employee	Designation	Qualification	Age	Date of Appointment	Experience (Years)	Annual Gross Remuneration (in Rs.)	Last Employment	Nature of Employment	Shares held along with his spouse and dependent children	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
AKHILESH PODDAR	G.M.(OPERATION)	GRADUATE	31	01.09.2010	6 YEARS	9,72,000	NA	Permanent	256950	R.K. PODDAR
NITESH KUMAR KUMAWAT	MANAGER FINANCE	C.A	32	06.12.2010	6 YEARS	504000	NA	Permanent	NA	NA
MANOJ MUKIM	MANAGER(PURCHASE)	B.COM	50	01.01.2013	17 YEARS	391800	NA	Permanent	NA	NA
KRUNAL KISHORE VED	EXECUTIVE FINANCE (COSTING/LO.)	M.B.A (MKTG)	25	15.05.2014	2 YEARS	402600	NA	Permanent	NA	NA
SURESH KUMAR K.P	SECRETARY TO M.D.	PRE DEGREE	50	01.04.2014	26 YEARS	398400	NA	Permanent	NA	NA
ABHINAV GAUTAM	EXECUTIVE (MARKETING)	M.B.A (MKTG & FINANCE)	26	15.05.2014	2 YEARS	402600	NA	Permanent	NA	NA
SAURABH BHAUMIK	BUSINESS DEVELOPMENT MANAGER	B.SC	40	01.12.2014	10 YEARS	302400	NA	Permanent	NA	NA
SHIB KUMAR ROY	D.G.M (PRODUCTION)	MFT FROM FDDI	45	05.02.2015	18 YEARS	624000	NA	Permanent	NA	NA
RAJENDRA TRIPATHI	DY. G M (PROD & OPERATION)	M.COM /FICWA	67	14.03.2008	40 YEARS	681000	NA	Permanent	NA	NA
SUNIL DUTT SHARMA	MAINTENANCE INCHARGE	ITI NATIONAL APPRENTICESHIP CERTIFICATE	46	19.08.1998	18 YEARS	404304	NA	Permanent	NA	NA

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERALL REVIEW

Mayur Leather Products Ltd. is a publicly held Company engaged in the manufacture and export of leather shoes and shoe uppers. Majority sales of the company comprises of exports. For the period under review the export sale (comprising of direct export and through merchant exporter) was 54.98% of total sale (Export plus Local Sale excluding other operating Income), rest being the domestic sale. The Company has increased its local sales to Rs. 1368.62 lacs as compared to last year which was Rs. 672.44 lacs. During the year the Company has stabled its turnover to 421999 pairs from 391182 pairs in the last year. Thanks to a favourable valuation of Export Realisations.

The company has been able to stable its sale due to aggressive marketing efforts to improve the product mix to give better margins.

There was no change in the capital structure of the Company during the year. A Final dividend of 5 % has been proposed for the year ended 31st March, 2016. The total outgo for the dividend is Rs.58.19 Lacs including dividend tax. The Earning per Share (EPS) (basic and diluted) for current year 2015-16 was Rs. 0.31/- as compared to Rs. 1.02/- for the previous year 2014-2015.

OPPORTUNITIES

The Company has carved a niche for itself in the industrial shoe/ uppers segment both internationally and in the domestic market. The quality of the Company's products is well recognized. Embarking on this strength we are constantly working towards expanding the market for Company's products to other countries apart from our present work areas.

We intend to extend our exports but at the same time due to World-wide recession, we wish to increase domestic sales. We are also approaching to other big industries to launch our products.

CHALLENGES

There has been worldwide recession during the period under review. Further, it is expected for another year for which the challenge is to try and develop new products for the export market and compensate by developing market in India.

OUTLOOK

With the efficient management and zealous employees' strength, the Company constantly endeavors to keep up with the trend of increase in the turnover and reduction in expenses. We therefore hope to keep this trend going with ongoing efforts to increase the domestic as well as new foreign markets, adequately training the manpower to effect the reduction in costs and increase in productivity and efficiency.

RISK & CONCERNS

To sustain and grow in global market one must be ready for some level of uncertainty. Greater the uncertainty, higher the risk. The risk management function is integral to the Company and its objectives include ensuring that critical risks are identified, continuously monitored and managed effectively in order to protect the Company's business. The Company operates in an environment which is affected by various factors some of which are controllable while some are outside the control of the company. The Company proactively takes reasonable steps to identify and monitor the risk and makes efforts to mitigate significant risks that may affect it. Some of the risks that are potentially significant in nature and need careful monitoring are listed here

under:

- Macroeconomic Factors
- Political Factors
- Product portfolio
- Competition from product launches
- Talent acquisition & retention
- Continuance and growth of channel partners
- High dependence on suppliers
- Geographic concentration
- Changes in government policy and legislation
- Chinese Competition
- Raw Material Price Increase
- Foreign Exchange Fluctuation

INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company has a well-established and comprehensive internal control system. Documents, policies and authorization guidelines comply with the level of responsibility and standard operating procedures specific to the respective businesses. Observation made in internal audit reports on business processes, systems, procedures and internal control and implementation status of recommended remedial measures by Internal Auditors, are regularly presented to and reviewed by the Audit Committee of the Board. The system of internal control is being improved to ensure that all assets are safe and protected against loss from unauthorized use or disposition, and that all transactions are authorized, recorded and reported correctly. The Company regularly conducts internal check, using external and internal resources to monitor the effectiveness of internal control in the organization. It strictly adheres to corporate policy with respect to financial reporting and budgeting functions. The Audit Committee of the Board of Directors deals with significant control issues and instructs further areas to be covered.

FINANCIAL PERFORMANCE

The summarized financial performance of the Company as compared to last year is shown as under:

Particulars	2015-16	2014-15	% Change
Revenue from operations	32,13,50,325.37	28,08,01,668.00	14.44
Other Income	1,45,78,220.45	1,08,59,279.60	34.24
Profit before tax	16,62,208.87	68,42,361.78	(75.70)
Net Profit after tax	15,15,190.87	49,08,383.78	(69.13)
Payment of Dividend (including Interim and DDT)	58,19,052.00	58,01,476.00	0.30
EPS	0.31	1.02	(69.60)

HUMAN RESOURCE

Human resource remains a cornerstone of Mayur Leather's business. The Company continues to lay emphasis on attracting and retaining talent. Personnel developmental initiatives including training, both technical and managerial, are regularly conducted to enhance human potential. As on 31st March 2016, the number of employees including the contractual employees is 123.

The Company recognizes that its employees are its principal assets and that it's continued growth is dependent upon the ability to attract and retain quality people. The company has established a full-fledged Human Resources Department, which is entrusted with the responsibility of

retaining and developing the skills of all its employees. The Company also recognizes the importance of providing training and development opportunities to its people to enhance their skills and experiences, which in turn enables the Company to achieve its business objectives.

Cautionary Statements:

Statements in the Management Discussions and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied.

TABLE A
THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
MAYUR LEATHER PRODUCTS LIMITED

- 1st The name of the company is "**MAYUR LEATHER PRODUCTS LIMITED**".
- 2nd The registered office of the company will be situated in the State of Rajasthan.
- 3rd The objects for which the company is established are:
- (A) The main objects to be pursued by the company on its incorporation are:—
1. To carry on manufacturing business of shoe upper of leather and synthetic leather.
 2. To carry on manufacturing of shoes and chappals made out of above mentioned uppers.
 3. To carry on manufacturing of all kinds of hand bags, purses, wallets, belts, brief-cases, suit-cases, travelling bags, wrist-watch straps etc., made out of leather and leather cloth materials.
 4. To carry on manufacturing of garments, made out of leather.
- (B) Matters which are necessary for furtherance of the objects specified in clause III (A) are:—
1. To enter into agreements, franchise agreement and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying on all or any of the objects of the Company.
 2. To apply for, purchase or otherwise acquire any trademarks, copy rights, patents, licenses, concessions and the like, concerning any exclusive or non-exclusive or limited rights of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any information as to any invention which may seem capable of being used for any of the purposes of the Company.
 3. To acquire and take over the whole or any part of the Business, Goodwill, Property and Liabilities of any person or persons, Firm, Corporation or Undertaking, either existing or new engaged in any Business which the Company is authorized to carry on and to pay for the same either in cash or in shares or partly in cash and partly in shares.
 4. To amalgamate, enter into partnership or make any arrangements for sharing profits, co-operation, joint venture or reciprocal concession, with any individual person or Company carrying on or engaged in or about to carry on with similar or identical objects.
 5. To sell, lease or otherwise dispose of the undertaking of the Company or any part thereof as the Company may deem fit.
 6. To purchase, take on lease or in exchange, hire, construct or otherwise acquire any movable or immovable properties or any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
 7. To subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, objects or purposes or for any exhibition.
 8. To pay out of the Company's funds the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company and to remunerate any person, firm or Company for services rendered in the promotion of the Company or the conduct of its business.
 9. To provide for the welfare of the employees (including Directors) or ex-employees of the Company and wives and families or the dependents or relations of such persons by building or contributing to the building of houses, dwellings or quarters or by grant of money, gratuities, pensions, allowances, incentives bonus or any other payments or by creating and subscribing or contributing to provident and other funds, associations, institutions, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries and medical assistance.
 10. To invest any money of the Company, not for the time being required, for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments subject to the provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
 11. To open account or accounts with any bank or banks in the name of the Company and to operate upon the same.
 12. To create any depreciation fund, sinking fund, insurance fund, reserve fund or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining of any of the property of the Company or for any purposes, whatsoever to the interests of the Company.

13. To make, draw, accept, endorse, execute, discount, negotiate and issue cheques, promissory notes, hundies, bills of exchange, bills of lading, railway receipts, debentures and other negotiable or transferable instruments subject to the Banking Regulation Act, 1949.
 14. To employ or pay experts, foreign consultants, management consultants and others in connection with the prospecting, acquiring, planning, execution, development, delivery and maintenance, training, and consulting, of all or any part of the business which the Company is entitled to carry on.
 15. To promote any other Company or companies for the purpose of acquiring all or any of the property of the Company or advancing directly or indirectly the objects or interests thereof and to take or otherwise acquire and hold shares in any such Company or companies.
 16. To appoint agent, franchise of the Company subject to the provisions of Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
 17. To distribute among members in specie or otherwise any property or assets of the Company and particularly the shares, debentures or other securities of any other Company including the Company formed to take over the whole or any part of the assets of this Company, subject to provisions of the Companies Act, 2013 or any other applicable Act(s), Rule(s) and Regulation(s) etc.
 18. To borrow or raise moneys, from commercial banks/financial institutions and/or other companies, or to receive it on deposit at interest or otherwise, and to secure the payment of such money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, stocks, bonds, obligations, notes and securities of all kinds, to mortgage, pledge, guarantee, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled paid capital, by special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided, the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
 19. To advance, deposit or lend with or without security money, securities, assets and property to or with such person, companies or corporations and on such terms as may seem expedient, to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable security or documents.
 20. To enter into any arrangements with the Government of India or with any states, with any authorities, municipal, local or otherwise or with any other persons, that may seem conducive to the Company's objects or any other and to apply for and obtain and to purchase or otherwise acquire from any such Government, State, authorities or persons, any rights, powers, privileges, decrees, licenses, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out exercise and comply with any such arrangements, rights, powers, privileges, licenses, decrees, sanctions, grants and concessions.
 21. To grant licenses or concessions over or in respect of any property or rights of the Company.
 22. To accept any payment for any property or rights sold or otherwise disposed off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid-up shares of any Company or corporation with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or in debentures, debenture stocks or other securities of any Company or corporation or partly in one mode and partly in other and generally on such terms as the Company may adopt.
 23. To institute, conduct and defend all actions and legal proceedings, against the Company and its officers and to refer any claim or demand by or against the Company and its officers to arbitration and to perform or challenge the awards if necessary.
 24. To insure the whole or any part of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
 25. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India and in any or all states, territories, possessions and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
 26. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any, parts thereof, provided the same be not inconsistent of the Union of India.
- 4th The liability of the member(s) is limited.
- 5th The Authorized Share Capital of the company is Rs. 5,80,00, 000/- (Rupees Five Crore Eighty Lacs only) divided into 58,00,000 (Fifty Eight Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
MAYUR LEATHER PRODUCTS LIMITED

Interpretation

1. In these regulations—

- a) **"Alter"** and **"Alteration"** shall include the making of additions and omissions.
- b) **"Auditors"** mean those Auditors appointed under the said Act.
- c) **"Company"** means a company as defined under Section 2(20) of the Act.
- d) **"Board"** means the Directors of the Company collectively, and shall include a committee thereof.
- e) **"Body Corporate"** or **"Corporation"** includes a company incorporated outside India but does not include, (1) a Co-operative Society registered under any law relating to Co-operative Societies, (2) any other body corporate which the Central Government may by notification in the Official Gazette specify in that behalf.
- f) **"The Company"** or **"This Company"** means MAYUR LEATHER PRODUCTS LIMITED.
- g) **"The Companies Act, 2013"**, **"The said Act"** or **"The act"** and reference to any section or provision thereof respectively means and includes the Companies Act, 2013 (Act No. 18 of 2013) and any statutory modification thereof for the time being in force, and reference to the section or provision of the said Act or such statutory modification.
- h) **"Chairman"** means the Chairman of the Board.
- i) **"Debenture"** includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the company or not.
- j) **"Directors"** means a director appointed to the Board of the company.
- k) **"Dividend"** shall include interim dividend.
- l) **"Financial Statements"** means: (i) a balance sheet as at the end of the financial year; (ii) a profit and loss account, or in the case of a company carrying on any activity not for profit, an income and expenditure account for the financial year; (iii) cash flow statement for the financial year; (iv) a statement of changes in equity, if applicable; and (v) any explanatory note annexed to, or forming part of, any document referred to in sub-clause (i) to sub-clause (iv).
- m) **"In writing"** or **"Written"** shall include email, and any other form of electronic transmission.
- n) **"Independent Director"** shall have the meaning prescribed to it in the Act.
- o) **"Key Managerial Personnel"** means the Chief executive officer or the managing director; the company secretary; wholetime director; chief financial officer; and such other officer as may be notified from time to time in the Rules.
- p) **"Month"** means calendar month.
- q) **"National Holiday"** means the day declared as national holiday by the Central Government.
- r) **"Office"** means the Registered Office for the time being of the Company.
- s) **"Ordinary Resolution"** and **"Special Resolution"** shall have the meanings assigned to these terms by Section 114 of the Act.
- t) **"Rules"** means any rule made pursuant to section 469 of the Act or such other provisions pursuant to which the Central Government is empowered to make rules, and shall include such rules as may be amended from time to time.
- u) **"The Seal"** means the common seal of the Company for the time being.

- 2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- 3. The regulations contained in Table F, Schedule-I, to the Companies Act, 2013 shall not apply to the Company except as far as the same are reproduced or contained in or expressly made applicable by these Articles or any modification thereof. **Share capital and variation of rights**
- 4. The Authorised Share Capital of the Company shall be as stated in clause V of the Memorandum of Association of the Company.
- 5. The company may, from time to time by passing Ordinary resolution, increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

Further Issue of Share capital

- 6. Subject to the Provisions of Section 62 of the Companies Act, 2013 and Rules made thereunder, a company having a share capital proposes to increase its subscribed capital by the issue of further shares; such shares shall be offered—
 - (a) to persons who, at the date of the offer, are holders of equity shares of the company in

proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer.

- (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or
- (c) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

Allotment of Shares

7. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

Alteration of capital

8. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

Issue of Share Certificate

9. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
- (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- (iv) The share of the company is held in depository form, the record of the depository is the prima facie evidence of the interest of the beneficial owner.
- (v) Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialised form.
- (vi) Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose

- names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.
- (vii) Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

Renewal of Share Certificate(s)

10. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

11. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Commission and brokerage

12. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

Power to modify rights

13. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

14. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

Preference Shares

15. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

16. Subject to the provisions of Companies Act, 2013 and Rules made thereunder, the Company may issue Equity Shares with differential rights as to dividend, voting or otherwise.

Reduction of Capital

17. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Lien

18. (i) The company shall have a first and paramount lien—

- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

19. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

20. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

21. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

22. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

23. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

24. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Calls-in-Arrear

25. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

26. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

Calls-in-Advance

27. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

28. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

29. The Board may, subject to the right of appeal conferred by section 58 declines to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

30. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

31. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time

determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year. **Transmission of shares**

32. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

Entitlement of Person in case of Death or Insolvency of Holder of the Shares

33. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

34. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

35. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

36. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

37. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

38. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

Re-issue of Shares Forfeited

39. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

40. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

41. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be

- conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

42. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Capitalisation of profits

43. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

Issue of Bonus Shares

44. A company may issue fully paid-up bonus shares to its members, in any manner whatsoever, out of—

- (i) its free reserves;
- (ii) the securities premium account; or
- (iii) the capital redemption reserve account:

Provided that no issue of bonus shares shall be made by capitalising reserves created by the revaluation of assets.

45. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
- (b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

46. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

47. All general meetings other than annual general meeting shall be called extraordinary general meeting.

48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

(iii) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine;

(iv) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

Chairman of General Meeting

- 50.** The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 51.** If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 52.** If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

- 53.** (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

- 54.** Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- 55.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 56.** (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 57.** A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 58.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 59.** No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 60.** (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

- 61.** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 62.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 63.** A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

- 64.** The following shall be the first Directors of the Company:
1. Shri Suresh Kumar Poddar
 2. Shri Rajesh Virendra Gupta
 3. Shri Rajendra Kumar Poddar
- 65.** The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

Women Director

- 66.** The Company shall have at least one Woman Director on the Board.
- 67.** (i) The Company will follow the provision of companies act 2013 and SEBI LODR in this regard.

Retirement of Directors

- 68.** (i) Not less than two-third of the total number of directors of the Company shall be persons whose period of office is liable to determination by retirement of directors by rotation and be appointed by the Company in general meeting.

(ii) At every Annual General Meeting, one-third of such of the directors for the time being as are liable to retire by rotation shall retire from office. If the number of such directors is not multiple of three, then the number nearest to one-third shall retire from office.

(iii) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.

(iv) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.

(v) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless—

a) at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;

b) the retiring director has expressed his unwillingness to be so re-appointed;

c) he is not qualified or is disqualified for appointment;

Explanation.—the term “total number of directors” shall not include independent directors on the Board of the company.

Right of person other than retiring directors to stand for directorship

69.(i) A person who is not a retiring director in terms of the provisions of the Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to the member, if the person proposed gets elected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.

(ii) The company shall inform its members of the candidature of a person for the office of director in such manner as may be prescribed under the Act or Rules made there under.

Appointment of Managing Director, Whole-time Director or Manager

70.(i) The company shall not appoint or employ at the same time a managing director and a manager.

(ii) The company shall not appoint or re-appoint any person as its managing director, whole-time director or manager for a term exceeding five years at a time.

(iii) The company shall appoint or continue the employment of any person as managing director, whole-time director or manager who:—

(a) has attained the age of twenty-one years but not attained the age of seventy years.

Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;

(b) is not an un-discharged insolvent or has not at any time been adjudged as an insolvent;

(c) has not at any time suspended payment to his creditors or makes, or has not at any time made, a composition with them; or

(d) has not at any time been convicted by a court of an offence and sentenced for a period of more than six months.

71. A managing director, whole-time director or manager shall be appointed subject to the provisions of section 197 and Schedule V, and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting subject to approval by a resolution at the next general meeting of the company.

In case of variance to the conditions specified in Schedule V of the Act regarding appointment of Managing Director, whole-time director or Manager, the approval of Central Government shall be taken

Director's fees, remuneration and expenses

72.(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) Non-executive/Independent Directors of the Company may be paid remuneration by way of profit related commission or otherwise.

(iii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of

the company; or

(b) in connection with the business of the company.

73. The Board may pay all expenses incurred in getting up and registering the company.

Register of Members

74. The company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

Authorisation by the Board to Directors

75. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

Attendance Register

76. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

Appointment of Additional Director(s)

77.(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Appointment of Alternate Director

78.(i) The Board of Directors of a company may appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India.

(ii) No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act.

(iii) An alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.

Appointment of Nominee Director

79. The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement.

80. If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.

Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

Power of Board to appoint Directors in case of Casual vacancy

81. If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.

Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

Proceedings of the Board

82. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

83.(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

84. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

Chairperson

85. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

Committees of the Board

86. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be

imposed on it by the Board.

87. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

88. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

89. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

90. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Minutes of Proceedings at General Meeting & Board Meetings

91. The company shall maintain minutes of the proceedings of every general meeting of any class of shareholders or creditors, and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board, to be prepared and signed in such manner as may be prescribed and kept within thirty days of the conclusion of every such meeting concerned, or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

92. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

93. The company shall have the following whole-time key managerial personnel,—

(i) managing director, or Chief Executive Officer or manager and in their absence, a whole-time director;

(ii) company secretary; and

(iii) Chief Financial Officer.

94. The Chairperson may also be appointed or reappointed as the Managing Director or Chief Executive Officer of the Company at the same time.

95. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

96. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

97. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

98. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

99. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

100. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms

providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

101. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

102. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

103. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

104. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

105. No dividend shall bear interest against the company.

Accounts

106. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

107. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

108. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MAYUR LEATHER PRODUCTS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of **MAYUR LEATHER PRODUCTS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) Of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due

to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for

Our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to

us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the companies Act, 2013 we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.;
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) With Respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such Controls, refer to our separate report in Annexure 'B'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements – refer Note No. 39 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For Madhukar Garg & Company
Chartered Accountants
FRN 000866C

(Sunil Shukla)
Partner

(Membership No. 071179)

Place: Jaipur
Date: 30.05.2016

**ANNEXURE 'A' TO THE AUDITORS' REPORT
For the Year Ended on 31st March, 2016**

Referred to Para Report on Other Legal and Regulatory Requirements' in our Report of even date:

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) Fixed Assets have been physically verified by the management during the year at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 11 on fixed assets to the financial statements, are held in the name of the Company.
- (ii) The physical verification of inventory including stocks with third parties have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- (iii) The Company has granted loans to body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act").
 - a. In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the Body Corporate listed in the register maintained under section 189 of the Act, prima facie, not prejudicial to the interest of the company.
 - b. In our opinion and according to the Information and Explanation given to us, that is absence of agreement/arrangement there is no stipulation of schedule of Repayment of Principal and Payment of Interest. Hence, we are unable to make specific comment on the Regularity of Repayment of Principal and Payment of Interest, in such case.
 - c. In our Opinion and according to the information and Explanation given to us, as in absence of agreement/arrangement we are unable to verify the total amount overdue for more than ninety days, if any in respect of loan granted to a Body corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provision of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made.
- (v) As informed to us, the Company has not accepted any deposits under the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) The Central Government has prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of manufacturing activity of the Company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management representations, undisputed statutory dues including Provident Fund, Employees' state Insurance Dues, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value added tax, Cess and Other material Statutory dues have generally been regularly deposited, by the Company during the year with the appropriate authorities in India. According to the information and explanation given to us, no undisputed amounts payable in respect of the

aforesaid dues were outstanding as at March 31st, 2016 for a period of more than six months from the date of becoming payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, these have been no deposited dues which have not been deposited with the respective authorities in respect of Income Tax, Service Tax, Sales Tax, Duty of Custom, Duty of Excise and Value Added Tax, as at March 31, 2016
- (viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government as at the balance sheet date. The Company has not issued any debentures during the Year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the records of the Company examined by us and the information and explanation given to us, the Company has paid/ provided for managerial remuneration, if any in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the records of the Company examined by us and the information and explanation given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

ANNEXURE 'B' TO INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **MAYUR LEATHER PRODUCTS LIMITED** ("the company") as of March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal financial control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Madhukar Garg & Company
Chartered Accountants
FRN 000866C

(Sunil Shukla)
(Partner)
(Membership No. 071179)

Place: Jaipur
Date: 30.05.2016

BALANCE SHEET AS AT 31st MARCH, 2016

(Amount in Rs.)

Particulars	Note No.	Figures for the current reporting period ended on 31.03.2016	Figures for the previous reporting period ended on 31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	49759786.00	49759786.00
(b) Reserves and Surplus	4	107095285.76	111399146.89
(c) Money received against share warrants		0.00	0.00
(2) Share application money pending allotment		0.00	0.00
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	0.00	35759.00
(b) Deferred tax liabilities (Net)	6	1146790.00	2190572.00
(c) Other Long term liabilities		0.00	0.00
(d) Long term provisions		0.00	0.00
(4) Current Liabilities			
(a) Short-term borrowings	7	69882849.00	68095642.00
(b) Trade payables	8	47424765.55	38708221.76
(c) Other current liabilities	9	11923779.38	19626299.29
(d) Short-term provisions	10	3726652.00	6184076.00
Total		290959907.69	295999502.94
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets :	11		
(i) Tangible assets		32879949.87	35224677.13
(ii) Intangible assets		0.00	0.00
(iii) Capital work-in-progress		827504.00	827504.00
(iv) Intangible assets under development		1652446.00	1652446.00
(b) Non-current investments	12	11500000.00	10041880.00
(c) Deferred tax assets (net)		0.00	0.00
(d) Long term loans and advances	13	578601.40	573417.40
(e) Other non-current assets		0.00	0.00
(2) Current assets			
(a) Current investments		0.00	0.00
(b) Inventories	14	73112767.93	59762704.85
(c) Trade receivables	15	52972273.15	45826009.37
(d) Cash and Bank Balances	16	13957413.86	18450301.47
(e) Short-term loans and advances	17	99372763.93	117459060.97
(f) Other current assets	18	4106187.55	6181501.75
Total		290959907.69	295999502.94

As per our separate report of even date attached.

For and on behalf of the Board

For MADHUKAR GARG & COMPANY
CHARTERED ACCOUNTANTS
FRN 000866C

AMITA PODDAR
(Chair Person /Director)
DIN NO.: 00143486

NITESH K. KUMAWAT
(Chief Financial Office)
M. No. : 410365

SWATI DUBEY
(Company Secretary)
M. No. Acs 36154

(SUNIL SHUKLA)
Partner
M.NO. 071179

Place: Jaipur (Jaipur)
Date : 30.05.2016

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31st MARCH, 2016

(Amount in Rs.)

Particulars	Note No.	Figures for the current reporting period ended on 31.03.2016	Figures for the previous reporting period ended on 31.03.2015
I. Revenue from operations	19	321350325.37	280801668.00
II. Other Income	20	14578220.45	10859279.60
III. Total Revenue (I + II)		335928545.82	291660947.60
IV. Expenses:			
Cost of materials consumed	21	246733551.00	208144837.00
Purchase of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(14359169.08)	(6964385.84)
Employee/workers benefit expense	23	64555230.00	53141930.15
Finance costs	24	6278588.03	5247576.55
Depreciation and amortization expense	25	3967800.54	6012565.72
Other expenses	26	26446656.74	19225402.24
Total Expenses		333622657.23	284807925.82
V. Profit before exceptional & extraordinary items & tax (III - IV)		2305888.59	6853021.78
VI. Exceptional Items	27	643679.72	10660.00
VII. Profit before extraordinary items and tax (V - VI)		1662208.87	6842361.78
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII - VIII)		1662208.87	6842361.78
X. Tax expense:			
(1) Current tax	28	1190800.00	2822063.00
(2) Deferred tax		(1043782.00)	(888085.00)
XI. Profit(Loss) for the period from continuing operations (IX-X)		1515190.87	4908383.78
XII. Profit/(Loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discounting operations		0.00	0.00
XIV. Profit/(Loss) from Discontinuing operations (after Tax) (XII - XIII)		0.00	0.00
XV. Profit/(Loss) for the period (XI + XIV)		1515190.87	4908383.78
XVI. Earning per equity share:	29		
(1) Basic		0.31	1.02
(2) Diluted		0.31	1.02

For and on behalf of the Board

As per our separate report of even date attached.

For MADHUKAR GARG & COMPANY
CHARTERED ACCOUNTANTS
FRN 000866CAMITA PODDAR
(Chair Person /Director)
DIN NO.: 00143486NITESH K. KUMAWAT
(Chief Financial Office)
M. No. : 410365SWATI DUBEY
(Company Secretary)
M. No. Acs 36154(SUNIL SHUKLA)
Partner
M.NO. 071179Place: Jaitpura (Jaipur)
Date : 30.05.2016

Notes on Accounts

1. **CORPORATE INFORMATION**

Mayur Leather Products Limited (the Company) is a publicly held Company engaged in the manufacturing and export of Leather Shoes and Shoe Uppers and company is also engaged in Restaurant activity. The majority sales of the Company comprises of exports. The Company is engaged in production of industrial shoe / uppers segment both internationally and in the domestic market. The Equity Shares of the Company are presently listed with the Bombay Stock Exchange Limited (BSE).

2. **SIGNIFICANT ACCOUNTING POLICIES**

(A) **Basis of Preparation**

These Financial Statements have been prepared in accordance with the generally accepted Accounting Principles in India under the Historical Cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 133 of the Companies Act 2013, read with rule 7 of the Companies Accounts Rules, 2014.

All Assets & Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

(B) **Tangible Assets**

Tangible Assets are stated at cost which includes cost of acquisition, installation, direct costs and borrowing cost incurred upto the date of commissioning.

(C) **Intangible Assets**

Intangible Assets not yet amortized, being under development & not put to use.

(D) **Depreciation**

(i) Depreciation on tangible assets has been provided at the SLM Method on the basis of useful life of assets as prescribed in part C of schedule 11 of Companies Act, 2013.

(ii) Depreciation on additions and deletion during the year has been provided on pro-rata basis with reference to the month of addition and deletion.

(iv) Land & Site Development has not been depreciated.

(v) From the date Schedule II comes into effect:

(a) has been depreciated over the remaining useful life of the assets as per this schedule

(b) has been charged to reserve and surplus , where the remaining useful life of an asset is Nil.

(E) **Foreign Currency Transactions**

(i) Cost of imported material is converted to Indian currency at the rates prevailing at the time of payment.

(ii) The expenditure in Foreign Currency is accounted at the rates prevailing on the date of transaction.

(iii) The Export Sales are accounted for at the actual rates prevailing at the time of bill discounting.

(vi) Balances of Monetary items in Foreign Currency outstanding at the close of the year are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet.

(v) Exchange rate difference between the prevailing rate on the date of transaction and on the date of settlement as also on conversion of monetary items in Current Assets and Current Liabilities at the end of the year are recognized as income & expenses as the case may be in Profit &

Loss Account.

(F) **Inventories**

- (i) Raw Material, Stores, Spares & Maintenance items, consumable goods are valued at lower of landed cost and Net Realizable Value. The cost formula used is FIFO for all items.
- (ii) Work in process is valued at cost.
- (iii) Finished Goods are valued at Cost or Net Realizable Value whichever is lower.
- (iv) The cost of imported raw material includes custom duties and other direct expenditure.

(G) **Revenue Recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Sales within India are exclusive of Sales Tax and Excise Duty. Cut off date for accounting Export Sales is based on the date of bill of lading. Export sales are accounted for on FOB Basis.

(H) **Employee Benefits**

- (i) The Company has Defined Contribution Plan for its employee's retirement benefits comprising of Provident Fund & Employee's State Insurance Fund. The Company and eligible employees make monthly contribution to the above mentioned funds at a specified percentage of the covered employee's salary. The Company recognizes its contribution as expenses of the year in which the liability is incurred.
- (ii) Gratuity Liability under the Payment of Gratuity Act is based on actuarial valuation carried out at the close of the financial year in accordance with the scheme administered by Life Insurance Corporation of India through a Gratuity Trust Fund and contribution payable under the said scheme are charged to Profit & Loss Account. In absences of information Company is not in a position to disclose details as per AS-15 (Employee Benefits) in respect of defined benefit Plan (Gratuity).
- (iii) Earn Leave Accruing to employees as on the last day of Financial Year on accrual basis.

(I) **Borrowing Costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in statement of Profit and Loss in the period in which they are incurred.

(J) **Taxation**

Income Tax Provision comprises Current Tax and Deferred Tax charge or credit. Provision for current tax is made on Assessable Income at the tax rate applicable to the relevant assessment year. The Deferred Tax Assets and Liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets arising mainly on account of unabsorbed depreciation under tax laws are recognized only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized, only to the extent there is a reasonable certainty of its realization. At each Balance Sheet date, the carrying amount of deferred assets is reviewed to reassure realization.

(K) **Impairment**

The carrying amount of Assets are reviewed at each Balance Sheet date if there is any Indication of Impairment based on Internal as well as external factors. An Impairment Loss will be recognized wherever carrying amount of Assets exceeds its estimated Recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value at weighted average cost of capital. After, impairment, depreciation is provided on revised carrying amount of assets over the remaining useful life. Previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

(L) **Provisions, Contingent Liabilities & Contingent Assets**

The company recognizes a provision where there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A Disclosure for a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(M) **Lease Transaction**

For assets taken/Given on operating lease, lease rentals payable/receivable are charged/creditors to revenue.

(N) **Investments**

Investments are valued at cost. Provision for diminution in the value of long term investments is made. Only if such decline is other than temporary.

(O) **Research & Development**

Revenue expenditure pertinent to research & development is charged to the Profit & Loss Account in the year in which it is incurred.

(P) **Cash & Cash Equivalent**

In the Cash Flow Statement, Cash and Cash Equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(Q) **Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized

	AS AT 31.03.16	(Amount in Rs.) AS AT 31.03.15
	<u>SHARE CAPITAL</u>	<u>NOTE NO. 3</u>
<u>AUTHORISED</u>		
5800000 Equity shares of Rs. 10/- each (Previous Year 5800000 Equity shares of Rs. 10/- each)	58000000.00	58000000.00
<u>ISSUED, SUBSCRIBED AND PAID UP</u>		
4834800 Equity shares of Rs. 10/- each fully paid up (Previous Year 4834800 Equity shares of Rs. 10/- each fully paid up)	48348000.00	48348000.00
Add : Share Forfeited (Amount Originally Paid)	1411786.00	1411786.00
	49759786.00	49759786.00

(a) Reconciliation of the Number of Equity Shares

	<u>Nos.</u>	<u>Amount (Rs.)</u>	<u>Nos.</u>	<u>Amount (Rs.)</u>
Balance as at the beginning of the year	4834800.00	48348000.00	4834800.00	48348000.00
Add : Shares Issued during the year	0.00	0.00	0.00	0.00
Balance as at the end of the year	4834800.00	48348000.00	4834800.00	48348000.00

(b) Right, Preferences and restrictions attached to shares :

Equity Shares : - The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation. The Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their share holding.

(c) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

<u>Name of Share Holder</u>	<u>AS AT 31.03.16</u>		<u>AS AT 31.03.15</u>	
	<u>No. of Share</u>	<u>% of Shares</u>	<u>No. of Share</u>	<u>% of Shares</u>
Rajendra Kumar Poddar	1127761.00	23.33%	1127761.00	23.33%
Mayur Global Private Limited	716241.00	14.81%	742917.00	15.37%
Amita Poddar	686100.00	14.19%	686100.00	14.19%
Akhilesh Poddar	256950.00	5.31%	256850.00	5.31%
Sarita Gupta	314800.00	6.51%	314800.00	6.51%
Rajesh V. Gupta	0.00	0.00%	0.00	0.00%
Total	3101852.00	64.15%	3128428.00	64.71%

	(Amount in Rs.)	
	AS AT 31.03.16	AS AT 31.03.15
RESERVES AND SURPLUS		
NOTE NO. 4		
(1) General Reserves :		
Balance as at the beginning of the year	16970000.00	16770000.00
Add : Transferred from Surplus in statement of Profit & Loss during the year	200000.00	200000.00
Total (1)	17170000.00	16970000.00
(2) Securities Premium Amount	15879929.00	15879929.00
Total (2)	15879929.00	15879929.00
(3) Surplus in Statement of Profit & Loss :		
Balance as at the beginning of the year	78549217.89	78970942.80
Profit for the year	1515190.87	4908383.78
Fixed Assets Carrying Amount Revert	0.00	1559622.25
	80064408.76	85438948.83
Less : <u>Appropriations</u>		
Interim Dividend on Equity Shares for the year	2417400.00	2417400.00
Proposed Dividend on Equity Shares for the year	2417400.00	2417400.00
Dividend Distribution Tax	984252.00	966676.00
Transfer to General Reserve	200000.00	200000.00
Fixed Assets Wittenoff	0.00	587406.94
Deferred Tax Liability adjusted due to schedule II Effect	0.00	300848.00
Total (3)	74045356.76	78549217.89
Total (1+2+3)	107095285.76	111399146.89
NOTE NO. 5		
(A) SECURED :		
Term Loans from Banks :		
Canra Bank - Vehicle Loan Account	0.00	35759.00
<u>Terms of Re-Payment</u> : Repayable in 36 equal monthly instalment beginning from 10.06.2013		
<u>Nature of Security</u> : Term Loan from bank are secured by way of hypothecation of Vehicle financed by them.		
(B) UNSECURED :		
Loans & Advances from related Parties	0.00	0.00
	0.00	35759.00
NOTE NO. 6		
DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liabilities :		
Depreciation	1796858.00	2190572.00
Deferred Tax Assets :		
Unabsorbed Depreciation	650068.00	0.00
Deferred Tax Liabilities (Net)	1146790.00	2190572.00

	(Amount in Rs.)	
	AS AT 31.03.16	AS AT 31.03.15

NOTE NO. 7**SHORT TERM BORROWINGS****Secured :**

Working Capital Loan Repayable on Demand From Banks :-

Canara Bank - FBD Limit	23381181.00	37898814.00
Canara Bank - Packing Credit Limit (PC)	14977647.00	9978809.00
Canara Bank-CC Limit	31524021.00	20218019.00
	69882849.00	68095642.00

Secured against first charge on stock of Raw Material, Work-in-Progress, Finished Goods & Book Debts & Other Current Assets of the Company, Equitable Mortgage of Factory Land & Building bearing No. G 60-62, 67-69, at Udyog Vihar, Industrial Estate, Jaipur, & First Charge by way of hypothecation of Fixed assets of the Company and Personal Guarantee of Directors.

NOTE NO. 8**TRADE PAYABLES**

Trade Payable - Due to Micro, Small & Medium Enterprises	0.00	0.00
Others :-		
Imported Raw Material	2682191.55	2191937.76
Raw Material	37566746.00	31789186.00
Expenses	7175828.00	4727098.00
	47424765.55	38708221.76

NOTE NO. 9**OTHER CURRENT LIABILITIES**

Current Maturities of Long Term Debt (Refer Note No. 5)

Term Loan from Banks :	64253.00	391200.00
Outstanding Expenses	311486.93	693078.64
Bonus Payable	2197810.00	1810343.00
Unpaid Dividend	3318343.45	3331466.75
Government Dues (TDS Payable)	359400.00	287479.00
Vat Payable	1805169.00	0.00
Other Liabilities	3867317.00	13112731.90
	11923779.38	19626299.29

NOTE NO. 10**SHORT TERM PROVISIONS**

Provision for Income Tax	325000.00	2800000.00
Proposed Dividend (Final)	2417400.00	2417400.00
Dividend Distribution Tax Payable	984252.00	966676.00
	3726652.00	6184076.00

NOTE NO. 11

FIXED ASSETS CHART

S. No.		Name of Assets	GROSS BLOCK			DEPRECIATION & AMORTIZATION			NET BLOCK		(Amount in Rs.)
		As at 01.04.15	Addition	Deletion	As at 31.03.2016	Upto 01.04.15	For the Period	Adjustment	Upto 31.03.2016	As at 31.03.2015	As at 31.03.2016
(i)		TANGIBLE ASSETS									
(a)		Manufacturing Activity									
1		4698010.00	104008.00		4802018.00	0.00			0.00	4698010.00	4802018.00
2		15721305.00			15721305.00	7040919.67	424955.42		7465875.09	8680385.33	8255429.91
3		2908337.00			2908337.00	2412308.73	96379.74		2508688.47	496028.27	399648.53
4		1197282.00	450896.00		1648158.00	963384.49	115774.82		1079159.31	233877.51	568998.69
5		34548602.00	406720.00		34955322.00	25421772.92	930541.15		26352314.07	9126829.08	8603007.93
6		3021261.98	103500.00		3124761.98	2700954.30	83505.14		2784459.44	320307.68	340302.54
7		723960.00			723960.00	687762.00	0.00		687762.00	36198.00	36198.00
8		1026580.00			1026580.00	938157.03	6742.53		944899.56	88422.97	81680.44
9		2264099.00	365428.00		2629527.00	2004735.67	162735.25		2167470.92	259363.33	462056.08
10		7533589.00	1819661.00	3433953.00	5919297.00	2681393.96	768183.60	1565273.28	1884304.28	4852195.04	4034992.72
11		1400825.00	96936.00		1497761.00	1330783.75	3976.53		1334760.28	70041.25	163000.72
12		2574020.00	39604.00		2613624.00	2408893.35	4833.65		2413727.00	165126.65	199897.00
13		7729289.86	105000.00		7834289.86	5912054.53	116246.74		6028301.27	1817235.33	1805988.59
Total (i)(a)		85347140.84	3491753.00	3433953.00	85404940.84	54503120.40	2713874.57	1565273.28	55651721.69	30844020.44	29753219.15
(b)		Restaurant Activity									
1		0.00			0.00	0.00			0.00	0.00	0.00
2		260350.00			260350.00	247332.50			247332.50	13017.50	13017.50
3		760518.75			760518.75	284126.45	74090.09		358216.54	476392.30	402302.21
4		6660218.95			6660218.95	2883094.42	1179835.88		4062930.30	3777124.53	2597288.65
5		0.00			0.00	0.00			0.00	0.00	0.00
6		2295416.72			2295416.72	2181294.36			2181294.36	114122.36	114122.36
Total (i)(b)		9976504.42	0.00	0.00	9976504.42	5595847.73	1253925.97	0.00	6849773.70	4380656.69	3126730.72
Total (i)(a+b)		95323645.26	3491753.00	3433953.00	95381445.26	60098968.13	3967800.54	1565273.28	62501495.39	35224677.13	32879949.87
(ii)		INTANGIBLE ASSETS									
(iii)		CAPITAL W.I.P.									
		827504.00	0.00	0.00	827504.00	0.00	0.00	0.00	0.00	827504.00	827504.00
(iv)		INTANGIBLE ASSETS UNDER DEVELOPMENT									
		1652446.00	0.00	0.00	1652446.00	0.00	0.00	0.00	0.00	1652446.00	1652446.00
Total (I to iv)		97803595.26	3491753.00	3433953.00	97861395.26	60098968.13	3967800.54	1565273.28	62501495.39	37704627.13	35359899.87
Prev. Year Figures		93735168.26	8017802.57	3949375.57	97803595.26	56770421.72	6012565.72	2684019.31	60098968.13	36964746.54	37704627.13

	(Amount in Rs.)	
	AS AT 31.03.16	AS AT 31.03.15

NOTE NO. 12**NON CURRENT INVESTMENT****Other Investments (Valued at Cost unless stated otherwise) :****Equity Shares (Quoted)**

Mayur Uniquoters Limited	0.00	41880.00
(8000 Fully Paid Equity Shares of Rs. 10/- each, issued at a Premium of Rs. 31/- each, including 7000 bonus shares)		

Equity Shares (Unquoted)

Mayur Global Pvt Ltd		
1000000 (1000000) Equity Share of Rs 10/-Each	10000000.00	10000000.00

Investment in Mutual Fund	1500000.00	0.00
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11500000.00	10041880.00
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Market Value of Quoted Investment		3630400.00
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NOTE NO. 13**LONG TERM LOANS & ADVANCES**

Unsecured, considered Goods (Unless otherwise stated)

Security Deposits

Security Deposit with Govt. / Semi Govt. Deptt.	578601.40	573417.40
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578601.40	573417.40
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NOTE NO. 14**INVENTORIES**

Raw Material, Stores & Packing Material (At Lower of Cost or Net Realisable Value) [Includes Goods in Transit Rs.2670122.00 (Rs. 2891745.00)]	28410349.00	29419455.00
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Work in Process (Valued at Cost)	21649911.00	18475598.59
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Finished Goods (At Lower of Cost or Net Realisable Value) [Includes Goods in Transit Rs. 0.00 (Rs. 4321478.00)]	23052507.93	11867651.26
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73112767.93	59762704.85
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NOTE NO. 15**TRADE RECEIVABLES****Unsecured, Considered Good**

Outstanding for a Period exceeding Six months from the date they are due for payment

Others	280254.00	438723.42
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52692019.15	45387285.95
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52972273.15	45826009.37
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		(Amount in Rs.)	
		AS AT 31.03.16	AS AT 31.03.15
		NOTE NO. 16	
CASH & BANK BALANCES			
Cash & Cash Equivalents :			
Cash on Hand	417586.00	1076736.00	
Foreign Currency in Hand	233467.98	2043727.16	
Bank Balance :			
in Current Account	8359016.43	13192771.56	
in Fixed Deposit	1629000.00	1223000.00	
Other Bank Balance :			
Unpaid Dividend Account	3318343.45	914066.75	
		13957413.86	18450301.47
		NOTE NO. 17	
SHORT TERM LOANS & ADVANCES			
Unsecured, Considered Good (unless otherwise stated)			
Loans and Advances	89193621.00	99459154.00	
Advance to Suppliers of Raw Material	1613067.99	562359.99	
Advance for Expenses	2040636.94	9493906.00	
Advance Against Salary	149907.00	3313.00	
Prepaid Expenses	496605.00	350506.00	
Advance Income Tax & TDS Recoverable	4462315.00	6387822.00	
Income Tax Demand 03-04, 04-05	1012635.00	1012635.00	
Foreign Travelling Advance	403976.00	189364.98	
		99372763.93	117459060.97
		NOTE NO. 18	
OTHER CURRENT ASSETS			
Unsecured, Considered Good (unless otherwise stated)			
Accrued Duty Drawback	950269.00	2757693.00	
Service Tax Refundable	14184.00	28958.00	
Vat Recoverable	0.00	131717.20	
Security Deposit with Others	1309313.00	1516254.00	
Accrued interest on FDR	123661.55	149428.55	
Insurance Claim Receivable	0.00	53581.00	
Accrued Duty Credit Scrip(FPS)	1612075.00	1543870.00	
Accrued Subsidy against interest cost on FDB Limit	96685.00	0.00	
		4106187.55	6181501.75

	(Amount in Rs.)	
	AS AT 31.03.16	AS AT 31.03.15

NOTE NO. 19

REVENUE FROM OPERATIONS

Sale of Products :

(A) Export Sales

Shoes	86024450.73	85201159.00
Upper	81138736.64	102954495.00
Others	0.00	35936.00

Total (A) 167163187.37 188191590.00

(B) Local Sale :

Shoes	97788847.00	50914820.00
Others	39073359.00	16328883.00

Total (B) 136862206.00 67243703.00

Total (A+B) 304025393.37 255435293.00

Other Operating Income :

(D) Duty Drawback & Focus Product :

Upper	6978501.00	8411341.00
Shoes	6807845.00	7945429.00
Duty Credit Scrip (FPS)	3538586.00	9009605.00

Total (D) 17324932.00 25366375.00

Total (A+B+C+D) 321350325.37 280801668.00

NOTE NO. 20

OTHER INCOME

Other Non Operating Income :

Recovery against loss of damaged goods	67186.00	0.00
Rent Received (City Office)	172252.00	64800.00
Interest on Loan	8600751.00	9405408.00
Interest received on Security Deposit	32890.00	68390.00
Interest on FDR	130305.00	124889.00
Dividend Received	2015380.80	524800.00
Service Tax Refund	179306.00	197100.00
Exhchange Rate Difference (Export/import)	73568.65	460934.60
LTCG on Sale of unquoted Equity Share	3306581.00	0.00
Misc Receipt	0.00	10459.00
Profit on sale of Fixed assets	0.00	2499.00

14578220.45 **10859279.60**

		(Amount in Rs.)	
		AS AT 31.03.16	AS AT 31.03.15
		NOTE NO. 21	
<u>COST OF MATERIAL CONSUMED</u>			
Opening Stock	29419455.00	25780320.00	
Add : Purchases of Raw Material	242271861.00	208761383.00	
Add : Freight Inward	3430748.00	2952847.00	
Add : Insurance of Raw Material	21836.00	69742.00	
	275143900.00	237564292.00	
Less : Closing Stock	28410349.00	29419455.00	
Total (A)	246733551.00	208144837.00	

NOTE NO. 22

<u>CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS</u>			
<u>Opening Stock</u>			
Finished Goods	11867651.26	15623655.01	
Work in Progress	18475598.59	7755209.00	
<u>Less :Closing Stock</u>			
Finished Goods	23052507.93	11867651.26	
Work in Progress	21649911.00	18475598.59	
	(14359169.08)	(6964385.84)	

NOTE NO. 23

<u>EMPLOYEE/WORKERS BENEFIT EXPENSES</u>		
Salary & Other Allowances	16266326.00	13361005.00
Leave Encashment	186838.00	111477.00
Reimbursement of Medical Expenses	227678.00	117715.00
Reimbursement of Conveyance Expenses	231881.00	176713.00
Insurance Premium on Medclaim & Gratuity Scheme	24928.00	48923.00
Provident Fund	778775.00	558743.00
Placement Charges	6731.00	20044.00
Bonus	1944103.00	1552351.00
ESI	290514.00	264662.00
Gratuity	791718.00	223484.00
Insurance Premium Keyman insurance policy	635111.00	537264.00
Staff Welfare Expenses	379578.00	455579.15
Security Charges	92971.00	461162.00
Cleaning & House Keeping	298944.00	557047.00
Processing Charges	42212233.00	34509068.00
Production Incentives	186901.00	186693.00
	64555230.00	53141930.15

	(Amount in Rs.)	
	AS AT 31.03.16	AS AT 31.03.15
<u>FINANCE COST</u>		
		NOTE NO. 24
Bank Charges	1514050.03	741207.55
Interest on CC Limit	1775995.00	277419.00
Interest on FDB Limit utilised	1985020.00	3271639.00
Interest on Packing Credit	1003523.00	957311.00
	6278588.03	5247576.55
<u>DEPRECIATION & AMORTISATION EXPENSES</u>		
		NOTE NO. 25
Depreciation on Tangible Assets	3967800.54	6012565.72
Amortisation on Intangible Assets	0.00	0.00
	3967800.54	6012565.72
<u>OTHER EXPENSES</u>		
		NOTE NO. 26
<u>MANUFACTURING EXPENSES</u>		
Insurance Premium (Comprehensive & Others)	93133.00	38663.00
Power, Fuel & Water	2702674.00	2459453.00
<u>Repairs & Maintenance</u>		
-Machinery & Electricals	1329062.00	942701.00
-Building	195108.00	208154.00
Consumable Stores	1192641.00	1065318.00
Development /Laboratory & testing	619979.00	951597.00
Rubber Cess	44379.00	39983.00
Total (A)	6176976.00	5705869.00
<u>SELLING EXPENSES</u>		
Advertisement Expenses	54500.00	93927.00
Clearing & Forwarding Expenses	1570164.00	1561096.00
ECGC Premium	183318.00	452961.00
Claim for Quality & Repair	22743.00	0.00
Exchange Rate difference foreign currency	142447.60	0.00
Incentive Clearance Exp	94029.00	240318.00
Freight & Cartage Outward	2747368.00	296766.00
Inspection Fee	6831.00	6646.00
Licence Fee	61178.00	171674.00
Sales Promotion Expenses	830849.90	1211482.00
Sales Commision	3722881.00	580587.00
Octroi	714.00	244.00
Loading/Unloading Charges	28666.00	34194.00
Tender Application fee	161160.00	45856.00
Total (B)	9626849.50	4695751.00

	(Amount in Rs.)	
	AS AT 31.03.16	AS AT 31.03.15
<u>ADMINISTRATION EXPENSES</u>		
Conveyance Expenses	734841.00	791485.00
Postage & Courier Expenses	326573.00	296190.00
Donation	1588000.00	547125.00
ISO Expenses	0.00	48315.00
Insurance Premium (Vehicle)	135678.00	161580.00
Interest on excise duty	3144.00	0.00
Sales Tax	58401.00	86110.25
Social Activity Expenses	261000.00	0.00
<u>Payment to Auditors</u>		
-Statutory Audit Fees	102600.00	101124.00
-Tax Audit	28625.00	28090.00
-Other Services	48877.00	28456.00
Legal & Professional Expenses	898249.00	1126988.00
Listing Fees & Secretarial Comp. Expenses	691731.00	410120.00
Membership Fees & subscription	501222.00	430873.98
Miscellaneous Expenses	149863.00	135418.12
Miscellaneous Balances Written Off	-43535.01	92891.12
Printing and Stationery	271088.00	246957.00
Rent, Rates & Taxes	1746183.00	2011572.00
Repairs & Maintenance -General	139868.00	241825.00
Repair & Maintenance-Vehicle	315561.00	392959.00
Interest on Vehicle loan	27730.00	65014.00
Telephone and internet Expenses	597847.09	488004.93
Service Tax on Transport and Rent	178273.00	64825.00
TDS Expenses	3086.00	4179.00
Interest on service tax	49278.00	9670.00
Annual ERP Maintenance	125249.00	0.00
<u>Travelling Expenses</u>		
-Foreign	583488.16	456388.84
-Local	1119911.00	557621.00
Total (C)	10642831.24	8823782.24
Total (A+B+C)	26446656.74	19225402.24

NOTE NO. 27

EXCEPTIONAL ITEMS

Loss on Sale of Fixed Assets	643679.72	10660.00
	643679.72	10660.00

NOTE NO. 28

CURRENT TAX

Provision for Income Tax (Current Year)	325000.00	2800000.00
Short /(Excess) Provision for incometax of earlier Years Adjusted	865800.00	22063.00
	1190800.00	2822063.00

29. EARNING PER SHARE

	Particulars	As on 31.03.16	As on 31.03.15
(i)	Profit / (Loss) after tax	1515190.87	4908383.78
(ii)	Weighted average No. of Equity Shares (Basic)	4834800.00	4834800.00
(iii)	Weighted average No. of Equity Shares (Diluted)	4834800.00	4834800.00
(iv)	Basic EPS (in Rs.)	0.31	1.02
(v)	Diluted EPS (in Rs.)	0.31	1.02
(vi)	Nominal Value of per Equity Share	10.00	10.00

30. DEFERRED TAXATION

(in Lacs)

(A) Deferred Tax Liability

S. No.	Particulars	Deferred Tax Liability/Assets As on 1.4.2015	Charged / (credit) during the year	Deferred Tax Liabilities/Assets As at 31.3.2016
1.	Difference of Depreciation as per books	21.91	(3.94)	17.97

(B) Deferred Tax Assets

1.	43B Disallowances (Bonus, Leave encashment)	0.00	(6.50)	6.50
----	--	------	--------	------

(C) Deferred Tax Liabilities Net (A-B) 21.91 (10.44) 11.47

Pursuant to Accounting Standard (AS) – 22 Accounting for Taxes on Income, the company has recorded a net cumulative deferred tax liability of Rs. 21.91 Lacs upto 31-03-2015 as reduction is surplus in Profit & Loss Account. Further the impact of Deferred Tax Liability of Rs. 3.94 Lacs and deferred tax assets of Rs 6.50 lacs for the year ended on 31.03.2016 has been credited to Profit & Loss Account.

31. EXPENDITURE IN FOREIGN CURRENCY

	Current Year (Rs.)	Previous Year (Rs.)
Traveling Expenses	473577.00	172095.84
Membership Fees	184660.00	182305.00
Claims & Compensation for Quality & Development	15889.00	0.00
	674126.00	354400.84

32. In absence of necessary information with the company relating to the registration status of suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, the information required under the said act could not be complied and disclosed.

33. Segment Information

A Information about primary / secondary business segment										
particulars	segment								common	consolidated
	uppers		shoes		others		TOTAL			
	as at 31-3-2015		as at 31-3-2015		as at 31-3-2015					
	export	local	export	local	export	local				
1 Segment Revenue										
External Sales	81138736.64	102954495	97788847	86024451	50914820	85201159	39073359	16364819	304025393	255435293
Incentive Against Export	8769695.41	13044460	0	8555237	0	12321915			17324932	25366375
Increase Decrease in stock									14359168	6964386
Total Revenue	89908432	115998955	97788847	94579687	50914820	97523074	39073359	16364819	6964386	335709493
2 Segment Result										
Common Expenses	-2074315	817771	-13069260	-2941738	-6046553	2203580	-5222067	-1943456	6964386	-8948212
Common Income									14578221	10859280
Extraordinary Items										
3 Net Profit	-2074315	817771	-13069260	-2941738	-6046553	2203580	-5222067	-1943456	28937390	17823665
4 Capital Expenditure										
5 Depreciation									3967800	6012566
6 Other Non Cash Expenditure										
Profit/Loss Before Tax									1662209	6842442
7 Segment Assets	16400852	19116698.67	7904431	13639218	5890485	20787684.70	15027772	16200	52972273	45811068
Common Assets									237987635	250188435
Current Assets Other Than Debtors										
Total Assets	16400852.00	19116698.67	7904431	13639218	5890485	20787685	15027772	16200	237987635	250188435
8 Segment Liabilities										
Common Liabilities									134104836	134840490
Total Liabilities									134104836	134840490

B Other Disclosures

- 1 Segment have been identified in line with the Accounting Standard (AS-17)
- 2 The Company has disclosed business segment as the primary segment. Segments have been identified taking into account nature of product,the differing risk & returns, the organisation structure and internal reporting system.Company has discontinued business of resutant activity hence it is not material and reportable as different segment hence treated as part of other activity.
- 3 The company mainly engaged in Export sales. , Geographical Segment is identified in line with the Accounting Standard AS-17,
- 4 Segment Revenue, Segments result, Segments assets and Segments Liabilities include the respective amounts identifiable to each of the segment as also amount allocated on a reasonable basis. The expenses which are not directly allocable to the business segment are shown as common expenses. Assets and liabilities that can not be allocated between the segment are shown as common Assets/Liabilities respectively.

	Current Year (Rs.)	Previous Year (Rs.)
34. VALUE OF IMPORT (CIF)		
Raw Material	17179122.00	22833900.00
Fixed Assets	0.00	0.00
	22833900.00	24654498.00

35. EARNING IN FOREIGN CURRENCY**Current Year (Rs.) Previous Year (Rs.)**

Export at FOB Value	167163187.37	188129190.00
---------------------	--------------	--------------

36. RELATED PARTY INFORMATION**(1) Relationship**

- (a) (a1) **Group Companies** Nil
- (b) **Individuals having substantial interest or significant influence in the enterprise directly or indirectly**
- | | | |
|-------|--|----------------------|
| (i) | R.K. Poddar | Director |
| (ii) | R.V. Gupta | Director |
| (iii) | Amita Poddar | Director |
| (iv) | M. P. Kejriwal | Independent Director |
| (v) | Madhukar Chaturvedi
(upto 02.02.2016) | Independent Director |
| (vi) | Abhinav Choudhari
(From 12.02.2016) | Independent Director |
- (c) **Key Management Personnel**
- | | |
|-------|--------------------------|
| (i) | Mr. R. K. Poddar |
| (ii) | Mr. Nitesh Kumar Kumawat |
| (iii) | Ms. Swati Dubey |
- (d) **Relatives of Persons referred in B above, where transactions have taken place**
- | | |
|-------|---------------------|
| (i) | Mr. R.K. Poddar |
| (ii) | Mr. Akhilesh Poddar |
| (iii) | Ms. Himakshi Poddar |
- (e) **Subsidiary/Associate Company**
- | | |
|-----|------------------------------|
| (i) | Mayur Global Private Limited |
|-----|------------------------------|
- (f) **Other Related Parties**
- | | |
|-------|-------------------------------|
| (i) | Mayur Uniqouters Limited |
| (ii) | Mayur Industries Limited |
| (iii) | Mayur Flexcon Private Limited |

Note :-

- 1) Related Party relationship on the basis of the requirements of Accounting Standard (AS) – 18 Related Party Disclosure as in A to F above is pointed out and relied upon by the auditor.
- 2) The parties listed in 1F above are strictly not 'related parties' as per requirements of AS-18, but are being included herein for making the financial statements more transparent.
- 3) Previous year figures are denoted in Brackets.

(2) Transaction with Related Parties

(Rs. In Lacs)

Particulars	Referred in						
	1(a)	1(b)	1(c)	1(d)	1(e)	1(f)	
Purchase Raw Material & Consumables							5.01 (7.15)
Sundry creditors as on date							1.39 (1.14)
Sale of Product/ License					334.77 (199.97)		0.00 (0.00)
Sundry Debtors as on date					129.65 (0.00)		
Processing charges(Net)					292.09 (193.23)		
Loans And Advances during the year					0.00 (0.00)		
Loans And Advances (outstanding as on date)					80.00 (81.67)		
Rent Receive					0.72 (0.65)		
Sale of Fixed Assets					0.00 (0.00)		
Interest Received					7.20 (11.32)		
Remuneration (Included PF, Bonus, Leave encashment)			8.06 (7.89)	12.53 (13.96)			
Purchase of Fixed Assets					0.00 (15.94)		
Investment in Equity shares					0.00 (0.00)		
<u>Guarantee & Collaterals</u>							
Personal Guarantee			1010.00 (500.00)	1010.00 (500.00)			
Sitting Fees							
		0.60					

37. Pursuant to the AS-29 – Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to Provisions made in the accounts for the year ended 31st March, 2016 are as follows :-

38. LEASES

As a Lessee

(1) Finance Lease

There is no Finance Lease taken by the Company during the year.

(2) Operating Lease

(i) The total of future minimum lease payments under non-cancelable operating lease for each of the following periods :-

(a) Not later than one year	Nil
(b) Later than one year and not later than five years	Nil
(c) Later than Five Years	Nil

(ii) Lease payments recognized in the statement of profit & loss for the year ended on 31st March, 2016 is Rs 52.36 (50.39)Lacs.

(iii) The Company has given sub-lease during the year 35.08 (30.93) Lacs.

39. CONTINGENT LIABILITIES

	<u>Current Year (Rs.)</u>	<u>Previous Year (Rs.)</u>
Contingent Liabilities	NIL	NIL
40. Company has accounted Export benefit on account of Duty Credit Scrip (Merchandized export from india Scheme) on the basis of Actual realization of export sales.		
41. In the opinion of the management and to the best of their knowledge and belief the value of realization of advances and other current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance sheet.		
42. The debit & credit balances of suppliers are subject to confirmation and reconciliation.		
43. The Company did not have convertible, partly convertible debentures as on 31 st March, 2016.		
44. Figure in brackets denotes figures for previous year ended on 31 st March, 2015.		
45. Figures for Previous year are regrouped and rearranged wherever necessary.		

For and on behalf of the Board

For MADHUKAR GARG & COMPANY
CHARTERED ACCOUNTANTS
FRN 000866CAMITA PODDAR
(Director)
IN NO.: 00143486
Place: Jaitpura (Jaipur)
Date : 30.05.2015NITESH K. KUMAWAT
(Chief Financial Officer)
M. No. : 410365SWATI DUBEY (SUNILSHUKLA)
(Company Secretary) Partner
M. No. Acs 36154 M.NO. 071179

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

(Rs. in Lacs)

PARTICULARS	for the Year Ended	
	31.03.2016	31.03.2015
A Cash Flow From Operating Activities		
Profit before tax	1662208.87	6842361.78
Depreciation	3967800.54	6012565.72
Interest (Net)	(3966518.00)	(5023928.00)
Profit/Loss from sale of Fixed Assets	643679.72	10660.00
Profit on Sale of Investment	0.00	0.00
Dividend	(2015380.80)	(524800.00)
Cash Flow before working capital changes	291790.33	7316859.50
Trade & Other Receivables	-7146263.78	14514045.63
Inventories	(13350063.08)	(10603520.84)
Trade Payables	1340970.88	(4252439.98)
Loans & Advances & other Current Assets	18230920.24	(7224583.21)
Cash Generation from Operartion	(632645.41)	(249638.90)
Direct Taxes paid	(1740293.00)	(4437715.88)
Net Cash from Operating activities	(2372938.41)	(4687354.78)
B CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase / Sale of Investment (Net)	-1458120.00	0.00
Dividend Received	2015380.80	524800.00
Interest received on FDR and Loan	8731056.00	9530297.00
Purchase / Acquisition of Fixed Assets	-3491753	-5798892.00
Sale of Fixed Assets	1225000.00	8001.00
Net Cash flow from investment activities	7021563.80	4264206.00
C CASH FLOW FROM FINANCING ACTIVITIES		
Issued Capital	0.00	0.00
Secured Loans	1424501.00	21562961.00
Unsecured Loan	0.00	0.00
Dividend Paid	-4834800.00	-4834800.00
Tax on Dividend Paid	-966676.00	-821674.00
Interest Paid	-4764538.00	-4506369.00
Net Cash flow from Financing activities	(9141513.00)	11400118.00
Net increase/Decrease in Cash & Cash Equivalents	(4492887.61)	10976969.22
Opening Balance of Cash & Cash Equivalents	18450301.47	7473332.25
Closing Balance of Cash & Cash Equivalents	13957413.86	18450301.47

** Previous year figures are regrouped and re- arranged wherever necessary.
for Mayur Leather Products Limited

AMITA PODDAR
(Chair Person /Director)
DIN NO.: 00143486

NITESH K. KUMAWAT
(Chief Financial Office)
M. No. : 410365

SWATI DUBEY
(Company Secretary)
M. No. Acs 36154

AUDITORS' CERTIFICATE

We have examined the above cash flow statement of **MAYUR LEATHER PRODUCTS LIMITED** for the year ended 31 st March, 2016 The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 and is based on and is in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report dated 30/5/2016 to the members of the company.

For MADHUKAR GARG & COMPANY
CHARTERED ACCOUNTANTS
FRN 000866C

(SUNIL SHUKLA)
PARTNER
M.NO. 071179

Place : Jaipur
Date : 30.05.2016

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MAYUR LEATHER PRODUCTS LIMITED, JAIPUR

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **MAYUR LEATHER PRODUCTS LIMITED**, Jaipur (hereinafter referred to as "the Holding Company") and its associate (the Holding Company and its associate together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's

preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated profit and their consolidated cash flow for the year ended on that date.

Other Matter

We did not audit the financial statements of associate, in which share of profit of the group is Rs.11.92 lacs. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on the other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

This report does not include a statement on the matters specified in the Companies (Auditor's Report) order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the companies Act, 2013, since the said order is not applicable to auditor's report on consolidated financial statements.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books;
- (c) The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated

financial statements;

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2016 taken on record by the Board of Directors of the holding company, none of the directors of the group is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With Respect to the adequacy of the internal financial control over financial reporting of the Group and the operating effectiveness of such Controls, refer to our separate report in Annexure 'A'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Consolidated Financial Statements have disclosed the impact of pending litigation if any, on its financial position in its financial statement – refer Note No. 38 to the financial statements;
 - (ii) The Group did not have any long- term contracts including derivative contracts hence, the question of any material foreseeable losses does not arise;
 - (iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Group during the year ended March 31, 2016.

For Madhukar Garg & Company
Chartered Accountants
FRN 000866C

(Sunil Shukla)
(Partner)
(Membership No. 071179)

Place: Jaipur
Date: 30.05.2016

Annexure A to Independent Auditor's Report

Referred to in para (f) of Report on Other Legal and Regulatory Requirements of the Independent Auditor's Report of even date to the members of MAYUR LEATHER PRODUCTS LIMITED on the consolidated financial statements for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of MAYUR LEATHER PRODUCTS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal financial control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Madhukar Garg & Company
Chartered Accountants
FRN 000866C

(Sunil Shukla)
(Partner)
(Membership No. 071179)

Place: Jaipur
Date: 30.05.2016

Notes Accompanying Consolidated Financial Statements for the year ended 31st March, 2016.
Disclosures Mandated by Schedule III of Companies Act 2013, by way of additional Information

Note: 2 d

Name of Entities	F. Y. 2015-16			F. Y. 2014-15		
	Net Assets i.e. Total Assets net of Total Liabilities		Share in Profit/(loss)	Net Assets i.e. Total Assets net of Total Liabilities		Share in Profit/(loss)
	As a % of Consolidated Net Assets	Amount		As a % of Consolidated Net Assets	Amount	
Parent						
Mayur Leather Products Limited	98.83%	156855071.76	55.97%	99.66%	161158932.89	92.01%
Subsidiary (India)						
	0.00%	0.00	0.00%	0.00%	0.00	0.00
Less: Inter Company Elimination & Consolidation Adjustment		156855071.76			161158932.89	4908383.78
Minority Interest in All Subsidiaries	0.00%	0.00	0.00%	0.00%	0.00	0.00
Associates						
(Investment as per Equity Method)						
Mayur Global Pvt. Ltd.	7.47%	11854941.00	44.03%	6.52%	10556115.00	7.99%
Total		11854941.00			10556115.00	426170.00
Grand Total		168710012.76			171715047.89	5334553.78
Less: Inter Company Elimination & Consolidation Adjustment	-6.30%	10000000.00	0.00%	-6.18%	10000000.00	0.00
	100.00%	158710012.76	100.00%	100.00%	161715047.89	5334553.78

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2016**(Amount in Rs.)**

Particulars	Note No.	Figures for the current reporting period ended on 31.03.2016	Figures for the previous reporting period ended on 31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	49759786.00	49759786.00
(b) Reserves and Surplus	4	108950226.76	111955261.89
(c) Money received against share warrants		0.00	0.00
(2) Share application money pending allotment		0.00	0.00
(3) Non-Current Liabilities			
(a) Long-term borrowings	5	0.00	35759.00
(b) Deferred tax liabilities (Net)	6	1146790.00	2190572.00
(c) Other Long term liabilities		0.00	0.00
(d) Long term provisions		0.00	0.00
(4) Current Liabilities			
(a) Short-term borrowings	7	69882849.00	68095642.00
(b) Trade payables	8	47424765.55	38708221.76
(c) Other current liabilities	9	11923779.38	19626299.29
(d) Short-term provisions	10	3726652.00	6184076.00
Total		292814848.69	296555617.94
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets :	11		
(i) Tangible assets		32879949.87	35224677.13
(ii) Intangible assets		0.00	0.00
(iii) Capital work-in-progress		827504.00	827504.00
(iv) Intangible assets under development		1652446.00	1652446.00
(b) Non-current investments	12	13354941.00	10597995.00
(c) Deferred tax assets (net)		0.00	0.00
(d) Long term loans and advances	13	578601.40	573417.40
(e) Other non-current assets		0.00	0.00
(2) Current assets			
(a) Current investments		0.00	0.00
(b) Inventories	14	73112767.93	59762704.85
(c) Trade receivables	15	52972273.15	45826009.37
(d) Cash and Bank Balances	16	13957413.86	18450301.47
(e) Short-term loans and advances	17	99372763.93	117459060.97
(f) Other current assets	18	4106187.55	6181501.75
Total		292814848.69	296555617.94

See Accompanying Notes (1 to 44) to the Financial Statements.

As per our separate report of even date attached.

For and on behalf of the Board

For MADHUKAR GARG & COMPANY
CHARTERED ACCOUNTANTS
FRN 000866C**R. K. PODDAR**

(CEO & Director)

DIN NO.: 00143571

Place: Jaitpura (Jaipur)

Date : 30.05.2016

AMITA PODDAR

(Director)

DIN NO.: 00143486

NITESH K. KUMAWAT

(Chief Financial Officer)

M. No. : 410365

SWATI DUBEY

(Company Secretary)

M. No. Acs 36154

(SUNIL SHUKLA)

Partner

M.NO. 071179

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31st MARCH, 2016

(Amount in Rs.)

Particulars	Note No.	Figures for the current reporting period ended on 31.03.2016	Figures for the previous reporting period ended on 31.03.2015
I. Revenue from operations	19	321350325.37	280801668.00
II. Other Income	20	15770167.45	11285449.60
III. Total Revenue (I +II)		337120492.82	292087117.60
IV. Expenses:			
Cost of materials consumed	21	246733551.00	208144837.00
Purchase of Stock-in-Trade		0.00	0.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(14359169.08)	(6964385.84)
Employee/workers benefit expense	23	64555230.00	53141930.15
Finance costs	24	6278588.03	5247576.55
Depreciation and amortization expense	25	3967800.54	6012565.72
Other expenses	26	26446656.74	19225402.24
Total Expenses		333622657.23	284807925.82
V. Profit before exceptional & extraordinary items & tax (III - IV)		3497835.59	7279191.78
VI. Exceptional Items	27	643679.72	10660.00
VII. Profit before extraordinary items and tax (V - VI)		2854155.87	7268531.78
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII - VIII)		2854155.87	7268531.78
X. Tax expense:			
(1) Current tax	28	1190800.00	2822063.00
(2) Deferred tax		(1043782.00)	(888085.00)
XI. Profit(Loss) for the period from continuing operations (IX-X)		2707137.87	5334553.78
XII. Profit/(Loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discounting operations		0.00	0.00
XIV. Profit/(Loss) from Discontinuing operations (after Tax) (XII - XIII)		0.00	0.00
XV. Profit/(Loss) for the period (XI + XIV)		2707137.87	5334553.78
XVI. Earning per equity share:	29		
(1) Basic		0.56	1.10
(2) Diluted		0.56	1.10

See Accompanying Notes (1 to 44) to the Financial Statements.

As per our separate report of even date attached.

For and on behalf of the Board

For MADHUKAR GARG & COMPANY
CHARTERED ACCOUNTANTS
FRN 000866C

R. K. PODDAR

(CEO & Director)

DIN NO.: 00143571

Place: Jaitpura (Jaipur)

Date : 30.05.2016

AMITA PODDAR

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(Chief Financial Office)

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SWATI DUBEY

(Company Secretary)

M. No. Acs 36154

(SUNIL SHUKLA)

Partner

M.NO. 071179

Notes Accompanying Consolidated Financial Statements for the year ended 31st March, 2016.

S **IGNIFICANT ACCOUNTING POLICIES**

1. **Basis of Preparation of Consolidated Financial Statements (CFS)**

The CFS relates to **MAYUR LEATHER PRODUCTS LIMITED, JAIPUR** ('the holding company') and its associates (together referred to as 'Mayur Group') have been prepared in compliance with the applicable Accounting Standards specified under section 133 Of the Companies Act, 2013, read with rule 7 of the companies (Accounts) Rules, 2014 ("The Act") and other pronouncement of the Institute of Chartered Accountants of India, on relevant provisions of the Act, applicable guidelines issued by the Securities Exchange Board of India (SEBI) and generally accepted accounting principles applicable in India (GAAP). The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires changes in the accounting policy hitherto in use.

The CFS has been prepaid under historical cost convention on an accrual basis.

All Assets & Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

2. **Principles of consolidation**

(a) **The Subsidiaries considered in the CFS are:**

Name of the Subsidiaries	Country of incorporation	Ownership Interest/ voting power (%)	Financial Year ends on
Nil			

Notes Accompanying Consolidated Financial Statements for the year ended 31st March, 2016.

(b) **Associates considered in the CFS are:**

Name of the Associates	Country of incorporation	Ownership Interest/ voting power (%)	Financial Year ends on
Mayur Global Pvt. Ltd.	India	38.46% (32.26%)	31 st March, 2016 (31 st March, 2015)

(c) **The CFS has been prepared on the following basis:**

- (i) The CFS has been prepared in accordance with the Accounting Standard-21, "Consolidated Financial Statements".

- (ii) The CFS of Mayur Group have been consolidated on a line-by-line basis by adding together the books value of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses.
- (iii) The Exchange differences on elimination of intra group balances & transactions are taken to consolidated statement of profit & loss.
- (iv) The CFS have been prepared by using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as those of the parent company's independent financial statements unless stated otherwise.
- (v) The difference between the cost to the Company of its investment in the subsidiaries and its portion of equity of subsidiaries at the dates they became subsidiaries, is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be. This is based upon determination of pre-acquisition profit/losses and of net worth on the date of the acquisition determined by the management on the basis of certain estimates which have been relied upon by the auditors.
- (vi) Minority Interest in the consolidated financial statements is identified and recognized after taking into consideration;
 - The minorities' share of movement in equity since the date parent-subsidiary relationship came into existence.
 - The profit/losses attributable to the minorities are adjusted against the income of the group in order to arrive at the net income attributable to the Company.
- (vii) The goods lying in inventory of any entity may include certain goods which have been processed in and transferred from one or more group entity. For the purpose of consolidation, the amount of unrealized profits included in the value of such goods lying in the inventory of any entity as at the end of the financial period, have been eliminated to the extent of % of net profit of the same financial period of the entity from whom these goods have been procured.
- (viii) Investment in associates is accounted for under the Equity Method.
- (ix) Under equity method investment is initially recorded at cost, identifying any Goodwill/Capital Reserve arising at the time of acquisition. However, Goodwill/Capital Reserve have been disclosed separately.
- (x) The Investors share of profit/loss under Equity Method has been disclosed separately.

2 A. **OTHER SIGNIFICANT ACCOUNTING POLICIES**

(A) **Tangible Assets**

Tangible Assets are stated at cost which includes cost of acquisition, installation, direct costs and borrowing cost incurred upto the date of commissioning.

(B) **Intangible Assets**

Intangible Assets not yet amortized, being under development & not put to use.

(C) **Depreciation**

- (i) Depreciation on tangible assets has been provided at the SLM Method on the basis of useful life of assets as prescribed in part C of schedule 11 of Companies Act, 2013.
- (ii) Depreciation on additions and deletion during the year has been provided on pro-rata basis with reference to the month of addition and deletion.
- (iv) Land & Site Development has not been depreciated.
- (v) From the date Schedule II comes into effect:
 - (a) has been depreciated over the remaining useful life of the assets as per this schedule
 - (b) has been charged to reserve and surplus , where the remaining useful life of an asset is Nil.

(D) **Foreign Currency Transactions**

- (i) Cost of imported material is converted to Indian currency at the rates prevailing at the time of payment.
- (ii) The expenditure in Foreign Currency is accounted at the rates prevailing on the date of transaction.
- (iii) The Export Sales are accounted for at the actual rates prevailing at the time of bill discounting.
- (vi) Balances of Monetary items in Foreign Currency outstanding at the close of the year are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet.
- (v) Exchange rate difference between the prevailing rate on the date of transaction and on the date of settlement as also on conversion of monetary items in Current Assets and Current Liabilities at the end of the year are recognized as income & expenses as the case may be in Profit & Loss Account.

(E) **Inventories**

- (i) Raw Material, Stores, Spares & Maintenance items, consumable goods are valued at lower of landed cost and Net Realizable Value. The cost formula used is FIFO for all items.
- (ii) Work in process is valued at cost.
- (iii) Finished Goods are valued at Cost or Net Realizable Value whichever is lower.
- (iv) The cost of imported raw material includes custom duties and other direct expenditure.

(F) **Revenue Recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Dividend income is recognized when right to receive is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Sales within India are exclusive of Sales Tax and Excise Duty. Cut off date for accounting Export Sales is based on the date of bill of lading. Export sales are accounted for on FOB Basis.

(G) **Employee Benefits**

- (i) The Company has Defined Contribution Plan for its employee's retirement benefits comprising of Provident Fund & Employee's State Insurance Fund. The Company and

eligible employees make monthly contribution to the above mentioned funds at a specified percentage of the covered employee's salary. The Company recognizes its contribution as expenses of the year in which the liability is incurred.

- (ii) Gratuity Liability under the Payment of Gratuity Act is based on actuarial valuation carried out at the close of the financial year in accordance with the scheme administered by Life Insurance Corporation of India through a Gratuity Trust Fund and contribution payable under the said scheme are charged to Profit & Loss Account. In absences of information Company is not in a position to disclose details as per AS-15 (Employee Benefits) in respect of defined benefit Plan (Gratuity).
- (iii) Earn Leave Accruing to employees as on the last day of Financial Year on accrual basis.

(H) **Borrowing Costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in statement of Profit and Loss in the period in which they are incurred.

(I) **Taxation**

Income Tax Provision comprises Current Tax and Deferred Tax charge or credit. Provision for current tax is made on Assessable Income at the tax rate applicable to the relevant assessment year. The Deferred Tax Assets and Liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets arising mainly on account of unabsorbed depreciation under tax laws are recognized only if there is virtual certainty of its realization, supported by convincing evidence. Deferred tax assets on account of other timing differences are recognized, only to the extent there is a reasonable certainty of its realization. At each Balance Sheet date, the carrying amount of deferred assets is reviewed to reassure realization.

(J) **Impairment**

The carrying amount of Assets are reviewed at each Balance Sheet date if there is any Indication of Impairment based on Internal as well as external factors. An Impairment Loss will be recognized wherever carrying amount of Assets exceeds its estimated Recoverable amount. The recoverable amount is greater of the assets net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value at weighted average cost of capital. After, impairment, depreciation is provided on revised carrying amount of assets over the remaining useful life. Previously recognized impairment loss is further provided or reversed depending on changes in circumstances.

(K) **Provisions, Contingent Liabilities & Contingent Assets**

The company recognizes a provision where there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A Disclosure for a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed. Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(L) **Lease Transaction**

For assets taken/Given on operating lease, lease rentals payable/receivable are

charged/creditors to revenue.

(M) **Investments**

Investments are valued at cost. Provision for diminution in the value of long term investments is made. Only if such decline is other than temporary.

(N) **Research & Development**

Revenue expenditure pertinent to research & development is charged to the Profit & Loss Account in the year in which it is incurred.

(O) **Cash & Cash Equivalent**

In the Cash Flow Statement, Cash and Cash Equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(P) **Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

NOTE NO. 3

SHARE CAPITAL

AS AT 31.03.16

**(Amount in Rs.)
AS AT 31.03.15**

AUTHORISED

5800000 Equity shares of Rs. 10/- each	58000000.00	58000000.00
(Previous Year 5800000 Equity shares of Rs. 10/- each)		

ISSUED, SUBSCRIBED AND PAID UP

4834800 Equity shares of Rs. 10/- each fully paid up	48348000.00	48348000.00
(Previous Year 4834800 Equity shares of Rs. 10/- each fully paid up)		
Add : Share Forfeited (Amount Originally Paid)	1411786.00	1411786.00
	49759786.00	49759786.00

(a) Reconciliation of the Number of Equity Shares

	<u>Nos.</u>	<u>Amount (Rs.)</u>	<u>Nos.</u>	<u>Amount (Rs.)</u>
Balance as at the beginning of the year	4834800.00	48348000.00	4834800.00	48348000.00
Add : Shares Issued during the year	0.00	0.00	0.00	0.00
Balance as at the end of the year	4834800.00	48348000.00	4834800.00	48348000.00

(b) Right, Preferences and restrictions attached to shares :

Equity Shares : - The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation. The Equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their share holding.

(c) Details of Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

<u>Name of Share Holder</u>	<u>AS AT 31.03.16</u>		<u>AS AT 31.03.15</u>	
	<u>No. of Share</u>	<u>% of Shares</u>	<u>No. of Share</u>	<u>% of Shares</u>
Rajendra Kumar Poddar	1127761.00	23.33%	1001768.00	20.72%
Mayur Global Private Limited	742917.00	15.37%	819917.00	16.96%
Amita Poddar	686100.00	14.19%	686100.00	14.19%
Akhilesh Poddar	256850.00	5.31%	256850.00	5.31%
Sarita Gupta	314800.00	6.51%	344800.00	7.13%
Rajesh V. Gupta	0.00	0.00%	428300.00	8.86%
Total	3128428.00	64.71%	3537735.00	73.17%

NOTE NO. 4**RESERVES AND SURPLUS**

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
<u>(1) General Reserves :</u>		
Balance as at the beginning of the year	16971306.00	16770000.00
Add : Transferred from Surplus in statement of Profit & Loss during the year	200000.00	200000.00
Add: On Account of Consolidation of Associate Company	426170.00	1306.00
Total (1)	<u>17597476.00</u>	<u>16971306.00</u>
<u>(2) Securities Premium Amount</u>	15879929.00	15879929.00
Total (2)	<u>15879929.00</u>	<u>15879929.00</u>
<u>(3) Capital Reserve</u>	235518.00	128639.00
(On Account of Consolidation of Associate Company)		
Total (3)	<u>235518.00</u>	<u>128639.00</u>
<u>(4) Surplus in Statement of Profit & Loss :</u>		
Balance as at the beginning of the year	78975387.89	78970942.80
Profit for the year	2707137.87	5334553.78
Fixed Assets Carrying Amount Revert	0.00	1559622.25
	<u>81682525.76</u>	<u>85865118.83</u>
Less : <u>Appropriations</u>		
Interim Dividend on Equity Shares for the year	2417400.00	2417400.00
Proposed Dividend on Equity Shares for the year	2417400.00	2417400.00
Dividend Distribution Tax	984252.00	966676.00
Transfer to General Reserve	626170.00	200000.00
Fixed Assets Wittenoff	0.00	587406.94
Deferred Tax Liability adjusted due to schedule II Effect	0.00	300848.00
Total (4)	<u>75237303.76</u>	<u>78975387.89</u>
Total (1)+(2)+(3)+(4)	<u>108950226.76</u>	<u>111955261.89</u>

NOTE NO. 5

LONG TERM BORROWINGS

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
<u>(A) SECURED :</u>		
Term Loans from Banks :		
Canra Bank - Vehicle Loan Account	0.00	35759.00
<u>Terms of Re-Payment :</u> Repayable in 36 equal monthly instalment beginning from 10.06.2013		
<u>Nature of Security :</u> Term Loan from bank are secured by way of hypothecation of Vehicle financed by them.		
<u>(B) UNSECURED :</u>		
Loans & Advances from related Parties	0.00	0.00
	0.00	35759.00

NOTE NO. 6

DEFERRED TAX LIABILITIES (NET)

Deferred Tax Liabilities :		
Depreciation	1796858.00	2190572.00
Deferred Tax Assets :		
Unabsorbed Depreciation	650068.00	0.00
Deferred Tax Liabilities (Net)	1146790.00	2190572.00

NOTE NO. 7

SHORT TERM BORROWINGS

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Secured :		
Working Capital Loan Repayable on Demand From Banks :-		
Canara Bank - FBD Limit	23381181.00	37898814.00
Canara Bank - Packing Credit Limit (PC)	14977647.00	9978809.00
Canara Bank-CC Limit	31524021.00	20218019.00
	69882849.00	68095642.00

Secured against first charge on stock of Raw Material, Work-in-Progress, Finished Goods & Book Debts & Other Current Assets of the Company, Equitable Mortgage of Factory Land & Building bearing No. G 60-62, 67-69, at Udyog Vihar, Industrial Estate, Jaitpura, Dist. Jaipur, & First Charge by way of hypothecation of Fixed assets of the Company and Personal Guarantee of Directors.

NOTE NO. 8

TRADE PAYABLES

Trade Payable - Due to Micro, Small & Medium Enterprises	0.00	0.00
<u>Others :-</u>		
Imported Raw Material	2682191.55	2191937.76
Raw Material	37566746.00	31789186.00
Expenses	7175828.00	4727098.00
	<u>47424765.55</u>	<u>38708221.76</u>

NOTE NO. 9

OTHER CURRENT LIABILITIES

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Current Maturities of Long Term Debt (Refer Note No. 5)		
Term Loan from Banks :	64253.00	391200.00
Outstanding Expenses	311486.93	693078.64
Bonus Payable	2197810.00	1810343.00
Unpaid Dividend	3318343.45	3331466.75
Government Dues (TDS Payable)	359400.00	287479.00
Vat Payable	1805169.00	0.00
Other Liabilities	3867317.00	13112731.90
	<u>11923779.38</u>	<u>19626299.29</u>

NOTE NO. 10

SHORT TERM PROVISIONS

Provision for Income Tax	325000.00	2800000.00
Proposed Dividend (Final)	2417400.00	2417400.00
Dividend Distribution Tax Payable	984252.00	966676.00
	<u>3726652.00</u>	<u>6184076.00</u>

NOTE NO. 11

FIXED ASSETS CHART

S. Name of Assets		GROSS BLOCK			DEPRECIATION & AMORTIZATION				NET BLOCK		(Amount in Rs.)
S. No.		As at 01.04.15	Addition	Deletion	As at 31.03.2016	Upto 01.04.15	For the Period	Adjustment	Upto 31.03.2016	As at 31.03.2015	As at 31.03.2016
(i)	<u>TANGIBLE ASSETS</u>										
(a)	Manufacturing Activity										
1	Land	4698010.00	104008.00		4802018.00	0.00			0.00	4698010.00	4802018.00
2	Building	15721305.00			15721305.00	7040919.67	424955.42		7465875.09	8680385.33	8255429.91
3	Furniture & Fixture	2908337.00			2908337.00	2412308.73	96379.74		2508688.47	496028.27	399648.53
4	Laboratory Equipments	1197262.00	450896.00		1648158.00	963384.49	115774.82		1079159.31	233877.51	568998.69
5	Plant & Machinery	34548602.00	406720.00		34955322.00	25421772.92	930541.15		26352314.07	9126829.08	8603007.93
6	Office Equipments	3021261.98	103500.00		3124761.98	2700954.30	83505.14		2784459.44	320307.68	340302.54
7	Electric Installation	723960.00			723960.00	687762.00	0.00		687762.00	36198.00	36198.00
8	Diesel & Generator Set	1026580.00			1026580.00	938157.03	6742.53		944899.56	88422.97	81680.44
9	Computer	2264099.00	365428.00		2629527.00	2004735.67	162735.25		2167470.92	259363.33	462056.08
10	Motor Vehicles	7533589.00	1819661.00	3433953.00	5919297.00	2681393.96	768183.60	1565273.28	1884304.28	4852195.04	4034992.72
11	Shoe Last	1400825.00	96936.00		1497761.00	1330783.75	3976.53		1334760.28	70041.25	163000.72
12	Dies	2574020.00	39604.00		2613624.00	2408893.35	4833.65		2413727.00	165126.65	199897.00
13	Moulds	7729289.86	105000.00		7834289.86	5912054.53	116246.74		6028301.27	1817235.33	1805988.59
	Total (i)(a)	85347140.84	3491753.00	3433953.00	85404940.84	54503120.40	2713874.57	1565273.28	55651721.69	30844020.44	29753219.15
(b)	Restaurant Activity										
1	Building	0.00			0.00	0.00			0.00	0.00	0.00
2	Computer	260350.00			260350.00	247332.50			247332.50	13017.50	13017.50
3	Electric Fitting	760518.75			760518.75	284126.45	74090.09		358216.54	476392.30	402302.21
4	Furniture & Fixtures	6660218.95			6660218.95	2883094.42	1179835.88		4062930.30	3777124.53	2597288.65
5	Motor Vehicle	0.00			0.00	0.00			0.00	0.00	0.00
6	Office Equipments	2295416.72			2295416.72	2181294.36			2181294.36	114122.36	114122.36
	Total (i)(b)	9976504.42	0.00	0.00	9976504.42	5595847.73	1253925.97	0.00	6849773.70	4380656.69	3126730.72
	Total (i)(a+b)	95323645.26	3491753.00	3433953.00	95381445.26	60098968.13	3967800.54	1565273.28	62501495.39	35224677.13	32879949.87
(ii)	INTANGIBLE ASSETS										
(iii)	CAPITAL W.I.P.										
	Factory Building Under Construction	827504.00	0.00	0.00	827504.00	0.00	0.00	0.00	0.00	0.00	0.00
(iv)	INTANGIBLE ASSETS UNDER DEVELOPMENT										
		1652446.00	0.00	0.00	1652446.00	0.00	0.00	0.00	0.00	1652446.00	1652446.00
	Total (i to iv)	97803595.26	3491753.00	3433953.00	97861395.26	60098968.13	3967800.54	1565273.28	62501495.39	37704627.13	35359899.87
	Prev. Year Figures	93735168.26	8017802.57	3949375.57	97803595.26	56770421.72	6012565.72	2684019.31	60098968.13	36964746.54	37704627.13

NOTE NO. 12**NON CURRENT INVESTMENT**

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Other Investments (Valued at Cost unless stated otherwise) :		
<u>Equity Shares (Quoted)</u>		
Mayur Uniquoters Limited	0.00	41880.00
(8000 Fully Paid Equity Shares of Rs. 10/- each, issued at a Premium of Rs. 31/- each, including 7000 bonus shares)		
<u>Equity Shares (Unquoted)</u>		
Mayur Global Pvt Ltd (Refer to Detail Below**)		
1000000 (1000000) Equity Share of Rs 10/-Each	11854941.00	10556115.00
Investment in Mutual Fund	1500000.00	0.00
	<u>13354941.00</u>	<u>10597995.00</u>
Market Value of Quoted Investment		3630400.00

****Investment in Equity Share of Associates Company**

Mayur Global Pvt. Ltd.	10000000.00	10000000.00
Addition : In Value of Investment on Consolidation		
(i) Capital Reserve	235518.00	128639.00
(ii) General Reserve	427476.00	1306.00
(iii) Profit & Loss (Current Year)	1191947.00	426170.00
	<u>11854941.00</u>	<u>10556115.00</u>

NOTE NO. 13**LONG TERM LOANS & ADVANCES**

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Unsecured, considered Goods (Unless otherwise stated)		
<u>Security Deposits</u>		
Security Deposit with Govt. / Semi Govt. Deptt.	578601.40	573417.40
Security Deposit with Other	0.00	0.00
	<u>578601.40</u>	<u>573417.40</u>

NOTE NO. 14**INVENTORIES**

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Raw Material, Stores & Packing Material	28410349.00	29419455.00
(At Lower of Cost or Net Realisable Value)		
[Includes Goods in Transit Rs. 2891745.00(Rs 411869.00)]		
Work in Process	21649911.00	18475598.59
(Valued at Cost)		
Finished Goods	23052507.93	11867651.26
(At Lower of Cost or Net Realisable Value)		
[Includes Goods in Transit Rs. 4321478.00 (Rs 6140663.00)]		
	<u>73112767.93</u>	<u>59762704.85</u>

NOTE NO. 15

TRADE RECEIVABLES

Unsecured, Considered Good

Outstanding for a Period exceeding Six months from the date they are due for payment

Others

280254.00	438723.42
52692019.15	45387285.95
52972273.15	45826009.37

NOTE NO. 16

CASH & BANK BALANCES

Cash & Cash Equivalents :

Cash on Hand

Foreign Currency in Hand

Bank Balance :

in Current Account

in Fixed Deposit

Other Bank Balance :

Unpaid Dividend Account

(Amount in Rs.)	
<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
417586.00	1076736.00
233467.98	2043727.16
8359016.43	13192771.56
1629000.00	1223000.00
3318343.45	914066.75
13957413.86	18450301.47

NOTE NO. 17

SHORT TERM LOANS & ADVANCES

Unsecured, Considered Good (unless otherwise stated)

Loans and Advances

Advance to Suppliers of Raw Material

Advance for Expenses

Advance Against Salary

Prepaid Expenses

Advance Income Tax & TDS Recoverable

Income Tax Demand 03-04, 04-05

Foreign Travelling Advance

89193621.00	99459154.00
1613067.99	562359.99
2040636.94	9493906.00
149907.00	3313.00
496605.00	350506.00
4462315.00	6387822.00
1012635.00	1012635.00
403976.00	189364.98
99372763.93	117459060.97

NOTE NO. 18**OTHER CURRENT ASSETS**

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Unsecured, Considered Good (unless otherwise stated)		
Accrued Duty Drawback	950269.00	2757693.00
Service Tax Refundable	14184.00	28958.00
Vat Recoverable	0.00	131717.20
Security Deposit with Others	1309313.00	1516254.00
Accrued interest on FDR	123661.55	149428.55
Insurance Claim Receivable	0.00	53581.00
Accrued Duty Credit Scrip(FPS)	1612075.00	1543870.00
Accrued Subsidy against interest cost on FDB Limit	96685.00	0.00
	<u>4106187.55</u>	<u>6181501.75</u>

NOTE NO. 19**REVENUE FROM OPERATIONS**

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
<u>Sale of Products :</u>		
(A) <u>Export Sales</u>		
Shoes	86024450.73	85201159.00
Upper	81138736.64	102954495.00
Others	0.00	35936.00
Total (A)	<u>167163187.37</u>	<u>188191590.00</u>
(B) <u>Local Sale :</u>		
Shoes	97788847.00	50914820.00
Others	39073359.00	16328883.00
Total (B)	<u>136862206.00</u>	<u>67243703.00</u>
Total (A+B)	<u>304025393.37</u>	<u>255435293.00</u>
<u>Other Operating Income :</u>		
(C) <u>Duty Drawback & Focus Product :</u>		
Upper	6978501.00	8411341.00
Shoes	6807845.00	7945429.00
Duty Credit Scrip(FPS)	3538586.00	9009605.00
Total (C)	<u>17324932.00</u>	<u>25366375.00</u>
Total (A+B+C)	<u>321350325.37</u>	<u>280801668.00</u>

NOTE NO. 20

OTHER INCOME

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Other Non Operating Income :		
Recovery against loss of damaged goods	67186.00	0.00
Rent Received (City Office)	172252.00	64800.00
Interest on Loan	8600751.00	9405408.00
Interest received on Security Deposite	32890.00	68390.00
Interest on FDR	130305.00	124889.00
Dividend Received	2015380.80	524800.00
Service Tax Refund	179306.00	197100.00
Exhchange Rate Difference (Export/import)	73568.65	460934.60
LTCG on Sale of unquoted Equity Share	3306581.00	0.00
Misc Receipt	0.00	10459.00
Profit on sale of Fixed assets	0.00	2499.00
<u>Profit from Associate Companies</u>		
Mayur Global Pvt. Ltd.	1191947.00	426170.00
	<u>15770167.45</u>	<u>11285449.60</u>

NOTE NO. 21

COST OF MATERIAL CONSUMED

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Opening Stock	29419455.00	25780320.00
Add : Purchases of Raw Material	242285203.00	208761383.00
Add : Freight Inward	3417406.00	2952847.00
Add : Insurance of Raw Material	21836.00	69742.00
	<u>275143900.00</u>	<u>237564292.00</u>
Less : Closing Stock	28410349.00	29419455.00
	<u>246733551.00</u>	<u>208144837.00</u>

NOTE NO. 22

CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
<u>Opening Stock</u>		
Finished Goods	11867651.26	15623655.01
Work in Progress	18475598.59	7755209.00
<u>Less :Closing Stock</u>		
Finished Goods	23052507.93	11867651.26
Work in Progress	21649911.00	18475598.59
	<u>-14359169.08</u>	<u>-6964385.84</u>

NOTE NO. 23

EMPLOYEE/WORKERS BENEFIT EXPENSES

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Salary & Other Allowances	16266326.00	13361005.00
Wages	0.00	0.00
Leave Encashment	186838.00	111477.00
Reimbursement of Medical Expenses	227678.00	117715.00
Reimbursement of Conveyance Expenses	231881.00	176713.00
Insurance Premium on Mediclaim & Gratuity Scheme	24928.00	48923.00
Provident Fund	778775.00	558743.00
Placement Charges	6731.00	20044.00
Bonus	1944103.00	1552351.00
ESI	290514.00	264662.00
Gratuity	791718.00	223484.00
Insurance Premium Keyman insurance policy	635111.00	537264.00
Staff Welfare Expenses	379578.00	455579.15
Security Charges	92971.00	461162.00
Cleaning & House Keeping	298944.00	557047.00
Processing Charges	42212233.00	34509068.00
Production Incentives	186901.00	186693.00
	<u>64555230.00</u>	<u>53141930.15</u>

NOTE NO. 24

FINANCE COST

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Bank Charges	1514050.03	741207.55
Interest on CC Limit	1775995.00	277419.00
Interest on FDB Limit utilised	1985020.00	3271639.00
Interest on Packing Credit	1003523.00	957311.00
	<u>6278588.03</u>	<u>5247576.55</u>

NOTE NO. 25

DEPRECIATION & AMORTISATION EXPENSES

Depreciation on Tangible Assets	3967800.54	6012565.72
Amortisation on Intangible Assets	0.00	0.00
	<u>3967800.54</u>	<u>6012565.72</u>

NOTE NO. 26

OTHER EXPENSES

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
<u>MANUFACTURING EXPENSES</u>		
Insurance Premium (Comprehensive & Others)	93133.00	38663.00
Power, Fuel & Water	2702674.00	2459453.00
<u>Repairs & Maintenance</u>		
-Machinery & Electricals	1329062.00	942701.00
-Building	195108.00	208154.00
Consumable Stores	1192641.00	1065318.00
Development /Laboratory & testing	619979.00	951597.00
Rubber Cess	44379.00	39983.00
Total (A)	<u>6176976.00</u>	<u>5705869.00</u>
<u>SELLING EXPENSES</u>		
Advertisement Expenses	54500.00	93927.00
Clearing & Forwarding Expenses	1570164.00	1561096.00
ECGC Premium	183318.00	452961.00
Claim for Quality & Repair	22743.00	0.00
Exchange Rate difference foreign currency	142447.60	0.00
Incentive Clearance Exp	94029.00	240318.00
Freight & Cartage Outward	2747368.00	296766.00
Inspection Fee	6831.00	6646.00
Licence Fee	61178.00	171674.00
Sales Promotion Expenses	830849.90	1211482.00
Sales Commision	3722881.00	580587.00
Octroi	714.00	244.00
Loading/Unloading Charges	28666.00	34194.00
Tender Application fee	161160.00	45856.00
Total (B)	<u>9626849.50</u>	<u>4695751.00</u>
<u>ADMINISTRATION EXPENSES</u>		
Conveyance Expenses	734841.00	791485.00
Postage & Courier Expenses	326573.00	296190.00
Donation	1588000.00	547125.00
ISO Expenses	0.00	48315.00
Insurance Premium (Vehicle)	135678.00	161580.00
Interest on excise duty	3144.00	0.00
Sales Tax	58401.00	86110.25
Social Activity Expenses	261000.00	0.00
<u>Payment to Auditors</u>		
-Statutory Audit Fees	102600.00	101124.00
-Tax Audit	28625.00	28090.00
-Other Services	48467.00	28456.00
Legal & Professional Expenses	898659.00	1126988.00
Listing Fees & Secretarial Comp. Expenses	691731.00	410120.00
Membership Fees & subscription	501222.00	430873.98
Miscellaneous Expenses	149863.00	135418.12
Miscellaneous Balances Written Off	-43535.01	92891.12
Printing and Stationery	271088.00	246957.00

NOTE NO. 26

Rent, Rates & Taxes	1746183.00	2011572.00
Repairs & Maintenance -General	139868.00	241825.00
Repair & Maintenance-Vehicle	315561.00	392959.00
Interest on Vehicle loan	27730.00	65014.00
Telephone and internet Expenses	597847.09	488004.93
Service Tax on Transport and Rent	178273.00	64825.00
TDS Expenses	3086.00	4179.00
Interest on service tax	49278.00	9670.00
Annual ERP Maintenance	125249.00	
<u>Travelling Expenses</u>		
-Foreign	583488.16	456388.84
-Local	1119911.00	557621.00
Total (C)	10642831.24	8823782.24
Total (A+B+C)	26446656.74	19225402.24

NOTE NO. 27
EXCEPTIONAL ITEMS

	(Amount in Rs.)	
	<u>AS AT 31.03.16</u>	<u>AS AT 31.03.15</u>
Loss on Sale of Fixed Assets	643679.72	10660.00
	643679.72	10660.00

NOTE NO. 28
CURRENT TAX

Provision for Income Tax (Current Year)	325000.00	2800000.00
Short /(Excess) Provision for incometax of earlier Years Adjusted	865800.00	22063.00
	1190800.00	2822063.00

29. EARNING PER SHARE

<u>Particulars</u>	<u>As on 31.03.16</u>	<u>As on 31.03.15</u>
(i) Profit / (Loss) after tax	2707137.87	5334553.78
(ii) Weighted average No. of Equity Shares (Basic)	4834800.00	4834800.00
(iii) Weighted average No. of Equity Shares (Diluted)	4834800.00	4834800.00
(iv) Basic EPS (in Rs.)	0.56	1.10
(v) Diluted EPS (in Rs.)	0.56	1.10
(vi) Nominal Value of per Equity Share	10.00	10.00

30. **DEFERRED TAXATION**

(in Lacs)

(A) **Deferred Tax Liability**

S. No.	Particulars	Deferred Tax Liability/Assets As on 01.04.2015	Charged / (credit) during the year	Deferred Tax Liabilities/Assets As at 31.03.2016
1.	Difference of Depreciation as per books	21.91	(3.94)	17.97

(B) **Deferred Tax Assets**

0.00

(6.50)

6.50

43B disallowances (Bonus, Leave encashment)

(C) **Deferred Tax Liabilities Net (A-B)**

21.91

(10.44)

11.47

Pursuant to Accounting Standard (AS) – 22 Accounting for Taxes on Income, the company has recorded a net cumulative deferred tax liability of Rs. 21.91 Lacs upto 31-03-2015 as reduction is surplus in Profit & Loss Account. Further the impact of Deferred Tax Liability of Rs. 3.94 Lacs and deferred tax assets of Rs. 6.50 lacs for the year ended on 31.03.2016 has been credited to Profit & Loss Account.

31. **EXPENDITURE IN FOREIGN CURRENCY**

	Current Year (Rs.)	Previous Year (Rs.)
Traveling Expenses	473577.00	172095.84
Membership Fees	184660.00	182305.00
Claims & Compensation for Quality & Development	15889.00	0.00
	674126.00	354400.84

32. In absence of necessary information with the company relating to the registration status of suppliers under the Micro, Small and Medium Enterprises Development Act, 2006, the information required under the said act could not be complied and disclosed.

33. **VALUE OF IMPORT (CIF)**

	Current Year (Rs.)	Previous Year (Rs.)
Raw Material	17179122.00	22833900.00
Fixed Assets	0.00	0.00
	17179122.00	22833900.00

34. **EARNING IN FOREIGN CURRENCY**

	<u>Current Year (Rs.)</u>	<u>Previous Year (Rs.)</u>
Export at FOB Value	167163187.37	188129190.00

35. **RELATED PARTY INFORMATION**

(1) **Relationship**

(a) (a1) **Group Companies** Nil

(b) **Individuals having substantial interest or significant influence in the enterprise directly or indirectly**

(i)	R.K. Poddar	Director
(ii)	R.V. Gupta	Director
(iii)	Amita Poddar	Director
(iv)	M. P. Kejriwal	Independent Director
(v)	Madhukar Chaturvedi	Independent Director

(c) **Key Management Personnel**

(i)	Mr. R. K. Poddar
(ii)	Mr. Nitesh Kumar Kumawat
(iii)	Ms. Swati Dubey

(d) **Relatives of Persons referred in B above, where transactions have taken place**

(i)	Mr. R.K. Poddar
(ii)	Mr. Akhilesh Poddar
(iii)	Ms. Himanshi Poddar

(e) **Subsidiary/Associate Company**

(i)	Mayur Global Private Limited
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(f) **Other Related Parties**

(i)	Mayur Uniqouters Limited
(ii)	Mayur Industries Limited
(iii)	Mayur Flexcon Private Limited

Note :-

- 1) Related Party relationship on the basis of the requirements of Accounting Standard (AS) – 18 Related Party Disclosure as in A to F above is pointed out and relied upon by the auditor.
- 2) The parties listed in 1F above are strictly not 'related parties' as per requirements of AS-18, but are being included herein for making the financial statements more transparent.
- 3) Previous year figures are denoted in Brackets.

(2) **Transaction with Related Parties**

(Rs. In Lacs)

Particulars	Referred in					
	1(a)	1(b)	1(c)	1(d)	1(e)	1(f)
Purchase Raw Material & Consumables						5.01 (7.15)
Sundry creditors as on date						1.39 (1.14)
Sale of Product/ License					334.77 (199.97)	0.00 (0.00)
Sundry Debtors as on date					129.65 (0.00)	
Processing charges(Net)					292.09 (193.23)	
Loans And Advances during the year					0.00 (0.00)	
Loans And Advances (outstanding as on date)					80.00 (81.67)	
Rent Receive					0.72 (0.65)	
Sale of Fixed Assets					0.00 (0.00)	
Interest Received					7.20 (11.32)	
Remuneration (Included PF, Bonus, Leave encashment)			8.06 (7.89)	12.53 (13.96)		
Purchase of Fixed Assets					0.00 (15.94)	
Investment in Equity shares					0.00 (0.00)	
<u>Guarantee & Collaterals</u>						
Personal Guarantee			1010 00	1010 00		
Sitting Fees		0.60				

36. Pursuant to the AS-29 – Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to Provisions made in the accounts for the year ended 31st March, 2015 are as follows :-

Provisions	Current Year	Previous Year
<u>Income Tax</u>		
Opening Balance	2800000.00	5600000.00
Additions During the year	325000.00	2800000.00
Utilizations During the year	3665800.00	5622063.00
Reversals During the year	(865800.00)	(22063.00)
Closing Balance	325000.00	2800000.00
<u>Proposed Dividend</u>		
Opening Balance	2417400.00	2417400.00
Additions During the year	2417400.00	2417400.00
Utilizations During the year	2417400.00	2417400.00
Reversals During the year	0.00	0.00
Closing Balance	2417400.00	2417400.00

<u>Tax on Dividend</u>		
Opening Balance	966676.00	821674.00
Additions During the year	984252.00	966676.00
Utilizations During the year	966676.00	821674.00
Reversals During the year	0.00	0.00
Closing Balance	984252.00	966676.00

37. **LEASES**

As a Lessee

(1) **Finance Lease**

There is no Finance Lease taken by the Company during the year.

(2) **Operating Lease**

(i) The total of future minimum lease payments under non-cancelable operating lease for each of the following periods :-

(a) Not later than one year Nil

(b) Later than one year and not later than five years Nil

(c) Later than Five Years Nil

(ii) Lease payments recognized in the statement of profit & loss for the year ended on 31st March, 2016 is Rs51.08 (50.39)Lacs.

(iii) The Company has given sub-lease during the year 35.08 (30.93) Lacs.

38. **CONTINGENT LIABILITIES****Current Year (Rs.)** **Previous Year (Rs.)**

Contingent Liabilities NIL NIL

39 Company has accounted Export benefit on account of Duty Credit Scrip Focus Product) on the basis of Actual realization of export sales.

40. In the opinion of the management and to the best of their knowledge and belief the value of realization of advances and other current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance sheet.

41. The debit & credit balances of suppliers are subject to confirmation and reconciliation.

42. The Company did not have convertible, partly convertible debentures as on 31st March, 2016.43. Figure in brackets denotes figures for previous year ended on 31st March, 2016.44. **Figures for Previous year are regrouped and rearranged wherever necessary.**for **MAYUR LEATHER PRODUCTS LIMITED, JAIPUR**for **MADHUKAR GARG & COMPANY**
CHARTERED ACCOUNTANTS
FRN 000866C**(RAJENDRA KUMAR PODDAR)** **(AMITA PODDAR)****DIRECTOR** **DIRECTOR****DIN NO.: 00143571** **DIN NO.: 00143486****Place : JAIPUR****Date : 30.05.2016****(SUNIL SHUKLA)****PARTNER****M.No. 071179**

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

(Rs. in Lacs)

PARTICULARS	for the Year Ended	
	31.03.2016	31.03.2015
A Cash Flow From Operating Activities		
Profit before tax	2854155.87	7268531.78
Depreciation	3967800.54	6012565.72
Interest (Net)	(3966518.00)	(5023928.00)
Profit/Loss from sale of Fixed Assets	643679.72	10660.00
Share in Income of Associates	(1191947.00)	(426170.00)
Dividend	(2015380.80)	(524800.00)
Cash Flow before working capital changes	291790.33	7316859.50
Trade & Other Receivables	(7146263.78)	14514045.63
Inventories	(13350063.08)	(10603520.84)
Trade Payables	1340970.88	(4252439.98)
Loans & Advances & other Current Assets	18230920.24	(7224583.21)
Cash Generation from Operartion	(632645.41)	(249638.90)
Direct Taxes paid	(1740293.00)	(4437715.88)
Net Cash from Operating activities	(2372938.41)	(4687354.78)
B CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase / Sale of Investment (Net)	(1458120.00)	0.00
Dividend Received	2015380.80	524800.00
Interest received on FDR and Loan	8731056.00	9530297.00
Purchase / Acquisition of Fixed Assets	(3491753.00)	(5798892.00)
Sale of Fixed Assets	1225000.00	8001.00
Net Cash flow from investment activities	7021563.80	4264206.00
C CASH FLOW FROM FINANCING ACTIVITIES		
Issued Capital	0.00	0.00
Secured Loans	1424501.00	21562961.00
Unsecured Loan	0.00	0.00
Dividend Paid	(4834800.00)	(4834800.00)
Tax on Dividend Paid	(966676.00)	(821674.00)
Interest Paid	(4764538.00)	(4506369.00)
Net Cash flow from Financing activities	(9141513.00)	11400118.00
Net increase/Decrease in Cash & Cash Equivalents	(4492887.61)	10976969.22
Opening Balance of Cash & Cash Equivalents	18450301.47	7473332.25
Closing Balance of Cash & Cash Equivalents	13957413.86	18450301.47

* * Previous year figures are regrouped and re- arranged wherever necessary.

for Mayur Leather Products Limited

(RAJENDRA KUMAR PODDAR)

Director

DIN NO.: 00143571

(AMITA PODDAR)

Director

DIN NO.: 00143486

AUDITORS' CERTIFICATE

We have examined the above Consolidated cash flow statement of **MAYUR LEATHER PRODUCTS LIMITED** for the year ended 31 st March, 2016 The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 and is based on and is in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report dated 30/5/2016 to the members of the company.

For MADHUKAR GARG & COMPANY
CHARTERED ACCOUNTANTS
FRN 000866C

Place : Jaipur

Date : 30.05.2016

(SUNIL SHUKLA)
PARTNER
M.NO. 071179

ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)

MANDATE FORM**Shareholders' Authorization to receive dividend through Electronic Credit Clearing Mechanism**

1	Name of the first/ sole shareholder
2	Regd. Folio No./ DP Client ID
3	Particulars of bank account of first/ sole shareholder
	a. Name of the bank
	b. Branch
	Address of the branch
	Telephone No. of the branch
	c. 9 digit code number of the bank and branch appearing on the MICR cheque issued by the bank
	d. Account Number (As appearing on the cheque book/ passbook)
	e. Account Type (S.B. account/current account or cash credit) with code 10/11/13
	f. Ledger No./ Ledger folio No. (if appearing on the cheque book/ passbook)
(In lieu of the bank certificate to be obtained as under, please attach a blank cancelled cheque or photocopy of a cheque or the front page of the saving bank passbook issued to you by your bank for verification of the above particulars)	
I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I will not hold Mayur Leather Product Ltd. responsible. I have read the option invitation letter and agree to discharge the responsibility expected of me as a participant under the scheme.	
Date : Place :	
Signature of the shareholder	
Certified that the particulars furnished above are correct as per our records	

Bank's Stamp

Signature of Authorized Official from the Bank

Date :

Notes:

- Please fill in the attached Mandate Form and send it to:
 - The Depository Participant who is maintaining your demat account in case your shares are dematerialized.
 - The address of our Registrars and Share Transfer Agents **M/s. Link Intime India Pvt. Limited**, 44, Community Center 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi – 110 028 in case you are holding physical share certificates.
- Kindly note that the information provided by you should be accurate and complete in all respects and duly certified by your bank. In lieu of the bank certificate, you may attach a blank cancelled cheque or photocopy of a cheque or the front page of the Savings Bank passbook issued to you by your bank, for verification of the above.
- In case of more than one folio, please complete the details on separate sheets.
- The information provided by you will be treated confidential and would be utilized only for the purpose of effecting the payments meant for you. You also have the right to withdraw from this mode of payment by providing the Company with an advance notice of 6 weeks.

MAYUR LEATHER PRODUCTS LIMITED

CIN: L19129RJ1987PLC003889

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

Website: www.mayurgroups.net Email Id: mlp@mayurleather.com

Tel No. & Fax: 01423-224303, 01423-224308

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting.

DP ID*	
Client ID*	

Master Folio No.	
------------------	--

NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held:

I hereby record my presence at the **31st ANNUAL GENERAL MEETING** of the Company held on **Wednesday, the 28th day of September, 2016** at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur **at 02:00 P.M.**

Signature of the shareholder or proxy

* Applicable for investors holding shares in electronic form.

NOTE: (1) The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
(2) Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional form on request.

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**Form No. MGT-11
PROXY FORM**

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

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

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

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

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the **31st ANNUAL GENERAL MEETING** of the Company held on **Wednesday, the 28th day of September, 2016** at G-60-62 & 67-69, Jaitpura Industrial Estate, Jaitpura – 303 704, Jaipur **at 02:00 P.M.** and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Reso. No.	Description	For*	Against*
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2016.		
2.	To declare dividend on Equity Shares of the Company for the year ended 31st March, 2016 and confirm the dividend paid during the financial year.		
3.	To appoint Director in place of Ms. Amita Poddar (DIN: 00143486), who retires by rotation and being eligible, offers herself for re-appointment.		
4.	Ratification of the appointment of M/s. Madhukar Garg & Co., Chartered Accountants, Jaipur (Firm Registration No. 000866C)		
5.	Appointment of Mr. Abhinav Choudhari (DIN: 03634672) as an Independent Director		
6.	Alteration Of Clause III To The Memorandum Of Association Of Company		
7.	Approval For Adoption Of New Set Of Articles Of Association		

Signed this..... day of2016.

Signature of shareholder.....

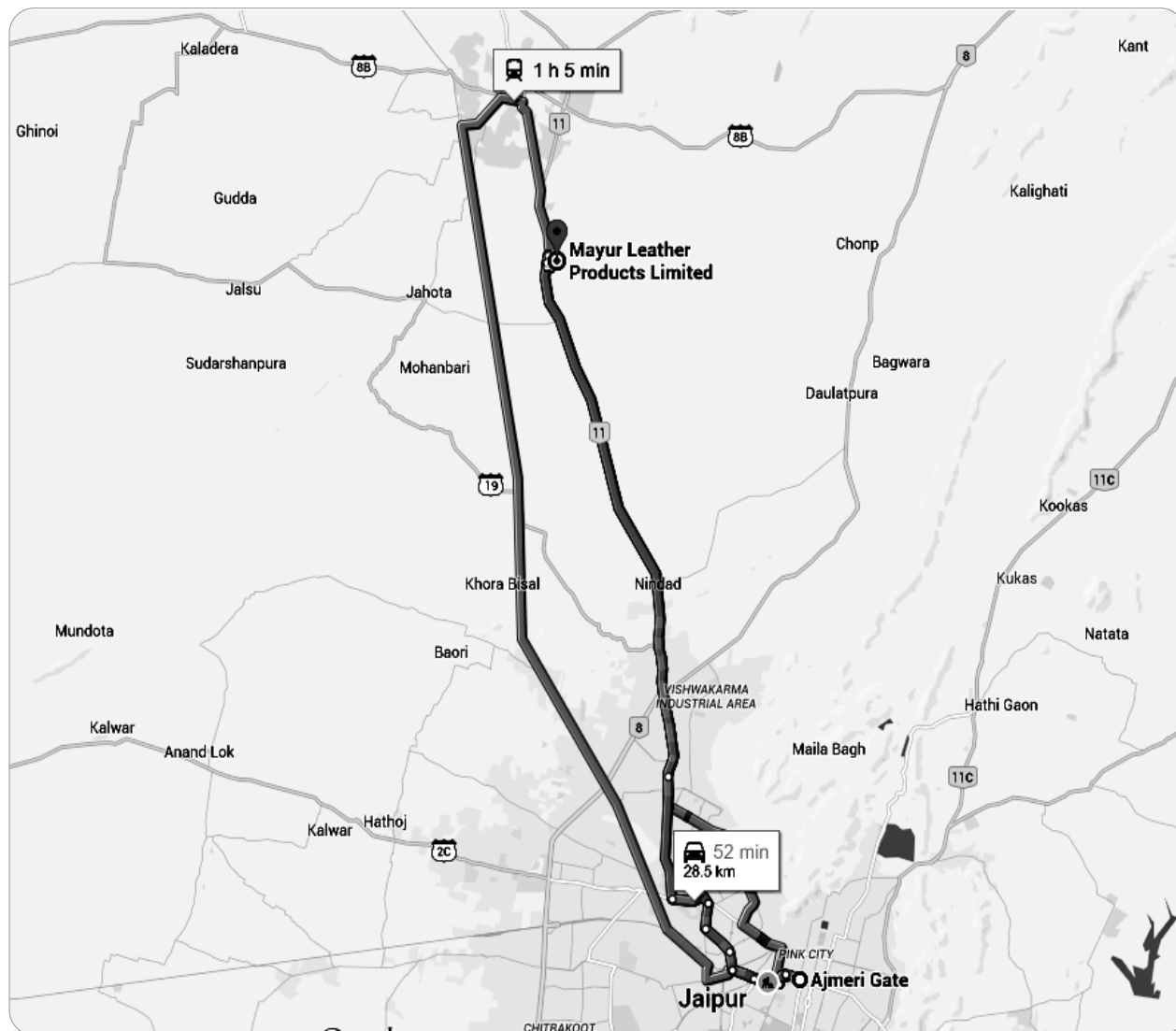
Signature of proxy holder(s).....

Affix
Revenue
Stamp

Note:

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

ROUTE MAP



BOOK - POST

To,



If Undelivered please return to:

MAYUR LEATHER PRODUCTS LTD.

ISO 9001:2008 Certified Export House

Unit I – G-60 To 62 & 67 To 69, Jaipura Indl. Area, Jaipura, Jaipur- 303704 Rajasthan (INDIA)

Phone : +91 1423 224353, 224303, 512303 Fax : +91 1423 224308