

39th

ANNUAL
REPORT 2023-24



MAYUR LEATHER PRODUCTS LIMITED

ISO 9001 : 2015 Certified



SAFETY AT EVERY STEP

39TH ANNUAL REPORT 2023-2024

<p>BOARD OF DIRECTORS</p> <p>MR. RAJENDRA KUMAR PODDAR DIN: 00143571 Chief Executive Officer & Director</p> <p>MRS. AMITA PODDAR DIN: 00143486 Chairperson & Non-Executive Director</p> <p>MR. SHARAD VYAS DIN: 09088517 Additional Director (Non-Executive, Independent)(Appointed w.e.f 20.07.2024)</p> <p>MS. JYOTI SONI DIN: 10710046 Additional Director (Non-Executive, Independent)(Appointed w.e.f 01.08.2024)</p> <p>MR. MADHUSUDAN PRASAD KEJRIWAL DIN: 06547411 Non-Executive & Independent Director (Resigned w.e.f 31.03.2024)</p>	<p>BOARD COMMITTEES</p> <p>AUDIT COMMITTEE Ms. Jyoti Soni- Chairman Mr. Sharad Vyas- Member Mr. Amita Poddar- Member</p> <p>NOMINATION & REMUNERATION COMMITTEE Ms. Jyoti Soni- Chairman Mr. Sharad Vyas- Member Mrs. Amita Poddar - Member</p> <p>STAKEHOLDER'S RELATIONSHIP COMMITTEE Ms. Jyoti Soni- Chairman Mr. Sharad Vyas- Member Mrs. Amita Poddar - Member</p>
<p>PRINCIPAL BANKERS</p> <p> </p>	<p>CORPORATE ADVISOR M/s Deepak Arora & Associates, Company Secretaries, Jaipur</p> <p>CHIEF FINANCIAL OFFICER Mr. Akhilesh Poddar</p>
<p>STATUTORY AUDITORS M/s. Jain Paras Bilala & Co., Chartered Accountants, Jaipur</p>	<p>COMPANY SECRETARY Ms..Vaishali Goyal (w.e.f 20.07.2024)</p>

	CONTENTS	Page No.
INTERNAL AUDITORS M/s Varma Prashant & Associates Chartered Accountants, C-225, Gyan Marg, Tilak Nagar, Jaipur-302004	Notice of 39th AGM Board's Report AOC-1 Secretarial Audit Report	
SECRETARIAL AUDITORS ATCS & ASSOCIATES Company Secretaries, 23 KA 4, Jyoti Nagar, Near Vidhan Sabha, Jaipur-302005	Particulars of employees Declaration of Code of Conduct Management Discussion and Analysis Report Standalone Auditor's Report Standalone Balance Sheet	
REGISTRAR & TRANSFER AGENT M/S LINK INTIME INDIA PVT. LTD. Noble Heights, 1st Floor, NH-2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Ph: 91-11-4141 0592/93/94 Fax: 91-11- 4141 0591 E-mail: delhi@linkintime.co.in	Standalone Statement of Profit & Loss A/c Standalone Cash Flow Statement Standalone Notes on Accounts Consolidated Auditor's Report Consolidated Balance Sheet Consolidated Statement of Profit & Loss A/c Consolidated Cash Flow Statement Consolidated Notes on Accounts	
REGISTERED OFFICE ADDRESS 50 Ka 1 Jyoti Nagar, Legislative Assembly, Jaipur, Jaipur, Rajasthan, India, 302005 E-Mail: daamayurleather@gmail.com		

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the **Thirty Nineth (39th) Annual Report** on the business and operations of the Company together with the Audited Financial Statements (Standalone & Consolidated) of the Company for the year ended March 31, 2024.

FINANCIAL PERFORMANCE

The Company's financial performance for the year ended March 31, 2024 is summarized below:

(Rs. In Lakhs)

Particulars		Standalone (F.Y)		Consolidated (F.Y)	
		Current year	Previous Year	Current year	Previous Year
Total Income		53.37	674.53	53.34	684.38
Total Expense		118.42	912.25	115.55	919.69
Profit/loss before Tax		-59.13	-298.22	-87.08	-349.32
Less: Tax Expense	Current tax	-		-	-
	Deferred tax	-		0.11	-0.07
	Short/(excess) provision reversal	-		-	-0.39
	Earlier Year Tax	-		-	-
	MAT Credit	-		-	-
Profit/loss for the year		-59.13	-298.21	-87.18	-348.86

OPERATIONS AND STATE OF AFFAIRS

- **Standalone**

At Standalone level, the total income decreased to INR 53.37 Lakh as against INR 674.53 Lakh in the previous year. The Net Loss before Tax amounted to INR 59.13 Lakh as against INR 298.22 Lakh in the previous year. The Net Loss after tax amounted to INR 59.13 Lakh against INR 298.21 Lakh reported in the previous year.

- **Consolidated**

At Standalone level, the total income decreased to INR 53.34 Lakh as against INR 684.38Lakh in the previous year. The Net Loss before Tax amounted to INR 87.08 Lakh as against profit of INR 349.32 Lakh in the previous year. The Net Loss after tax amounted to INR 87.18 Lakh against profit of INR 348.86 Lakh reported in the previous year.

MATERIAL CHANGES & COMMITMENTS

The Board of Directors of the Company, with the approval of shareholders obtained at the 37th Annual General Meeting held on February 22, 2023, resolved to initiate the Corporate Insolvency Resolution Process (CIRP) under Section 10 of the Insolvency and Bankruptcy Code, 2016. Subsequently, the Company's account was classified as a Non- Performing Asset (NPA) by Canara Bank, which issued notices under the provisions of the SARFAESI Act, 2002. These actions culminated in the auction of the Company's properties in accordance with statutory procedures.

Furthermore, the Bombay Stock Exchange (BSE) suspended the trading of the Company's securities on June 12, 2023, citing non-compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations. A show-cause notice for compulsory delisting was issued on March 18, 2024, followed by a public notice on May 4, 2024, intimating the proposed delisting. The Company subsequently sought a hearing with the BSE Delisting Committee on June 24, 2024, requesting the revocation of the suspension and a reconsideration of the delisting decision, while committing to address all instances of non-compliance. The BSE has granted the Company permission to complete all necessary compliances by December 22, 2024, as a prerequisite to revoking the suspension of trading in the Company's securities.

In response to these challenges, the Board has engaged strategic planners to formulate a comprehensive revival strategy. This plan focuses on withdrawing the CIRP application, repaying outstanding debts to creditors, and achieving full compliance with regulatory requirements under the Companies Act, 2013, and BSE listing obligations. The proposed measures aim to address past discrepancies, ensure adherence to applicable laws, and position the Company for sustainable financial and operational recovery.

NATURE OF BUSINESS

As required to be reported pursuant to Section 134(3) (q) of the Act read with Rule 8(5)(ii) of Companies (Accounts) Rules, 2014, there is no change in the nature of business carried on by the Company during the financial year 2023-24 and the Company continues to carry on its existing business.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 ('the Act') and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Consolidated Financial Statements form part of this Annual Report. The Consolidated Financial Statements are prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Act read with Companies (Accounts) Rules, 2014.

In accordance with Section 136 of the Act, the audited financial statements, including the CFS and related information of the Company and the financial statements of the subsidiary Company is available on our website i.e. www.mayurgroup.com. Any Member desirous of making inspection or obtaining copies of the said financial statements may write to the Company Secretary at daamayurleather@gmail.com.

TRANSFER TO RESERVES

The Company has not transferred any amount to the General Reserve for the year ended March 31, 2024.

DIVIDEND

The purpose of the Dividend Distribution Policy is to ensure the right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes. Your Company has a Dividend Distribution Policy that balances the dual objectives of rewarding shareholders through dividends, while also ensuring availability of sufficient funds for growth of the Company.

Due to the financial losses sustained by the Company during the financial year ending March 31, 2024, the Board of Directors has decided not to declare any dividends for this period.

SHARE CAPITAL

The Current Capital Structure of the Company is given below:

Authorized Capital:

There was no change in the Authorized Capital of the Company during the financial year. The Authorized Capital of the Company as on March 31, 2023 stood at Rs. 5,80,00,000/- (Rupees Five Crore Eighty Lakh only) consisting of 58,00,000 Equity shares of the face value of Rs. 10/- each.

Issued, Subscribed & Paid-up Capital:

There was no change in the issued, subscribed and paid-up Capital of the Company during the year under review.

The issued, capital of the company as on March 31, 2023 stood at Rs. 5,31,35,000/- (Rupees Five Crore Thirty One Lakh Thirty Five Thousand only) consisting of 53,13,500 Equity Shares of the face value of Rs. 10/- each.

The subscribed and paid-up Capital of the Company as on March 31, 2023 stood at Rs. 4,83,48,000/- (Rupees Four Crore Eighty Three Lakh Forty Eight Thousand only) consisting of 48,34,800 Equity Shares of the face value of Rs. 10/- each.

UNPAID & UNCLAIMED DIVIDEND AND INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

In compliance with Sections 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, any money transferred to the Unpaid Dividend Account of a Company in pursuance of these sections, which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 of the Act i.e. Investor Education and Protection Fund.

During the year under review, the Company was required to credit Rs. 75,048/- for unpaid or unclaimed dividend amounting of the year 2015-16 (Interim Dividend) and Rs. 55,761/-

for unpaid or unclaimed dividend amounting of the year 2015-16 (Final Dividend) to the Investor Education and Protection Fund (IEPF) established by the Government of India, Which was not transferred by the company in the IEPF account.

Further, according to the IEPF Rules, the shares on which dividend has not been claimed by the shareholders for seven (7) consecutive years or more shall be transferred to the demat account of the IEPF Authority. Members may note that the dividend and shares transferred to the IEPF can be claimed back by the concerned shareholders from the IEPF Authority after complying with the procedure prescribed under the Rules. Information on the procedure to be followed for claiming the dividend/shares is available on the website of the Company at www.mayurgroups.com.

DEPOSITS AND DISCLOSURE IN REFERENCE OF SUB RULE 1 CLAUSE (C) SUB CLAUSE (VIII) OF RULE 2 OF COMPANIES (ACCEPTANCE OF DEPOSITS) RULES 2014

During the financial year 2023-24, The Company has not taken any unsecured loan from the relative of the director.

PARTICULARS OF LOANS/ADVANCES, GUARANTEES, INVESTMENTS AND SECURITIES

During the year, the Company did not provide any loans or advances, make investments, or issue any guarantees or securities as required under the Section 186 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INFORMATION ABOUT HOLDING / SUBSIDIARIES / JOINTLY CONTROLLED OPERATIONS/ ASSOCIATE COMPANY

As on March 31, 2024, the Company has only one subsidiary i.e. Mayur Global Private Limited. The Company does not have any joint venture or associate Company during the year under review.

The Company does not have any holding company as on March 31, 2024.

The statement containing salient features of the financial statements and highlights of the performance of its Subsidiary Company and their contribution to the overall performance of the Company during the period, is annexed as Annexure-I in form AOC-1 and forms part of this Report. The Annual Report of your Company, containing inter alia the audited standalone and consolidated financial statements, has been placed on the website of the Company at www.mayurleather.com. Further, the audited financial statements together with related information of the subsidiary Company have also been placed on the website of the Company at www.mayurgroups.com.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the

Board of Directors of the Company has carried out an annual evaluation of its own performance, committees of the Board and individual directors. The performance evaluation of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees of the Board was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board of Directors and the Nomination and Remuneration Committee evaluated the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. The above criteria were broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors, performance of non-independent directors, the Board as a whole and Chairperson of the Company was evaluated, taking into account the views of CEO & director and non-executive directors. The quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties, were also evaluated in the said meeting.

Performance evaluation of independent directors was done by the Board members, excluding the independent director who was being evaluated.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year 2023-24, the Board of Directors of the Company was not duly constituted the optimum balance of Executive Directors, Non-Executive Directors, and Independent Directors was not maintained due to the vacancy in the position of one Independent Director. All the Directors 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 an Non-Executive Chairperson. Chairperson takes the strategic decisions, frames the policy guidelines and extends wholehearted support to Executive Directors, business heads and associates.

The Composition of board of the company as on March 31, 2024 was as follows:-

Name	Designation	DIN/PAN
Rajendra Kumar Poddar	Chief Executive Officer (CEO) & Executive Non Independent Director	00143571
Amita Poddar	Non-Executive Non Independent Director & Chairperson	00143486
Madhusudan Prasad Kejariwal	Non - Executive Non Independent Director Independent Director	06547411
Akhilesh Poddar	Chief Financial Officer (CFO)	ANTPP3340A

- **RETIREMENT BY ROTATION**

Pursuant to the provisions of Section 152(6) of the Act read with the rules made thereunder and as per the Articles of Association of the Company, Mr. Rajendra Kumar Poddar (DIN: 00143571), Non Executive Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered himself for re-appointment. The Board has recommended her re-appointment at the ensuing Annual General Meeting.

A brief resume of the director being appointed/ re-appointed, the nature of expertise in specific functional areas, names of companies in which they hold directorships, committee memberships/ chairmanships, their shareholding in the Company, etc., have been furnished in the explanatory statement to the notice of the ensuing Annual General Meeting of the Company.

Ms. Amita Poddar (DIN: 00143486) was liable to retire by rotation in previous Annual General Meeting held on September 21, 2024. Subsequently, the members of the Company approved the re-appointment of Ms. Amita Poddar .

- **APPOINTMENTS, RE-APPOINTMENTS AND RESIGNATIONS:**

During the year under review, Following changes took place in the composition of the Board of Directors and Key Managerial Personnel of the Company:-

- ✚ Ms. Ashwarya Poddar has ceased from the post of Directorship as a Non-Executive Non Independent of the Company with effect from 19th July, 2023;

Further, After the closure of financial year till the date of this report, As part of the action plan devised to revive the company and rectify past discrepancies, the Company has made the following changes in the composition of the Board and Key Managerial Personnel based on the recommendations of the Nomination and Remuneration Committee (NRC):-

- ✚ Appointment of Mr. Sharad Vyas (DIN: 09088517), as an additional independent director of the company with effect from July 20, 2024, subject to the approval of the members of the Company in the 38th Annual General Meeting;
- ✚ Appointment of Ms. Jyoti Soni (DIN: 10710046), as an additional independent director of the company with effect from August 01, 2024, subject to the approval of the members of the Company in the 38th Annual General Meeting;
- ✚ Appointment of Ms. Vaishali Goyal (M. No. 65842), as the Whole-time Company Secretary and Compliance Officer of the Company with effect from July 20, 2024;
- ✚ Mr. Madhusudan Prasad Kejariwal (DIN: 06547411) has ceased from the post of Non-Executive Independent Director of the company due to completion of two consecutive terms of 5 years from with effect from 31st March, 2024 and was later re-designated as the Non-executive director of the company with effect from April 1, 2024;
- ✚ Mr. Madhusudan Prasad Kejariwal (DIN: 06547411) has ceased from the post of Directorship as Non-Executive Director of the Company with effect from August 16, 2024;

- ✚ Appointment of Mr. Sharad Vyas (DIN: 09088517), as the independent director of the company for his first term of 5 (five) consecutive years effective from July 20, 2024 till July 19, 2029.
- ✚ Appointment of Ms. Jyoti Soni (DIN: 10710046), as the independent director of the company for his first term of 5 (five) consecutive years effective from August 01, 2024 till July 31, 2029.

The constitution of the Board of Directors of the Company is in accordance with Section 149 of the Act and Regulation 17 the Listing Regulations. Our Board is a balanced Board, comprising of optimum combination of Executive and Non-Executive Directors with at least 1 (One) Woman Independent Director and not less than 50% of the Board of Directors comprise of Independent Directors.

The appointment of new Directors is recommended by the Nomination and Remuneration Committee ("NRC") on the basis of requisite skills, proficiency, experience and competencies as identified and finalized by the Board considering the industry and sector in which the Company operates. The Board, on the recommendation of the NRC, independently evaluates and if found suitable, confirms an appointment to the Board. The appointments are based on the merits of the candidate and due regard is given to diversity including factors like gender, age, cultural, educational & geographical background, ethnicity, etc. At Present, Mayur's Board consists of 4 (Four) Directors including 1(One) Executive Directors, and 2 (two) Women Director, 3 (Three) Non-Executive Director out of which 2 (Two) Independent Directors (including one Independent Woman Director).

The present Composition of the board and KMPs is as follows:-

Name	Designation	DIN/PAN
Rajendra Kumar Poddar	Chief Executive Officer (CEO) & Non Independent Director	00143571
Amita Poddar	Non Executive Non Independent Director & Chairperson	00143486
Sharad Vyas	Additional Director (Non-Executive, Independent)	09088517
Jyoti Soni	Additional Director (Non-Executive, Independent)	10710046
Vaishali Goyal	Company Secretary Cum Compliance Officer	BHLPG9005Q
Akhilesh Poddar	Chief Financial Officer (CFO)	ANTPP3340A

In the opinion of the Board, the Independent Directors appointed are persons of high repute, integrity and possesses the relevant expertise and experience in the respective fields. None of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by the SEBI, Ministry of Corporate Affairs or any other statutory authority.

The profile of Directors is available on the website of the Company at www.mayurgroups.com.