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**Independent Auditor’s Report on proposed buy-back of equity shares pursuant to the requirements of clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the “Buyback Regulations”) and the section 68 of the Companies Act, 2013 (‘the Act’)**

To,  
The Board of Directors  
Mayur Uniquoters Limited  
Village Jaitpura,  
Jaipur-Sikar Road, Tehsil Chomu,  
Jaipur-303704 (Rajasthan) India

1. This report is issued in accordance with the terms of our engagement letter dated 5 August 2024 with Mayur Uniquoters Limited (the ‘Company’).
2. The management of the Company has prepared the accompanying (Annexure A) Statement of Permissible Capital Payment towards Buy-back of Equity Shares (“the statement”) pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 8 August 2024, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 (‘the Act’) and the regulations as specified in the ‘Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018’ as amended (the “Buyback Regulations”). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2)(c) of the Act and Regulation 4 of the Buyback Regulations and based on the audited standalone and consolidated financial statement for the year ended 31 March 2024 on which we had expressed a unmodified opinion vide our report dated 21 May 2024. We have initialed the Statement for the identification purposes only.

**Management’s Responsibility for the Statement**

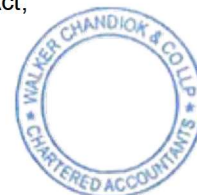
3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Act and ensuring compliance with the regulations as specified in the Buyback Regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of the section 68 (6) of the Act.



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## Auditor's Responsibility

5. Pursuant to the requirements of sections 68, 69 and 70 of the Act and the regulations as specified in the Buyback Regulations, it is our responsibility to provide reasonable assurance on whether:
  - a) we have inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statement for the year ended 31 March 2024;
  - b) the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited standalone and consolidated financial statement for the year ended 31 March 2024 in accordance with section 68(2)(c) of the Act and Regulation 4 of the Buyback Regulations;
  - c) whether the Board of Directors of the Company, in its meeting dated 8 August 2024, has formed the opinion as specified in section 68 of the Act and clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.
6. The audited standalone and consolidated financial statement, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified opinion vide our review report dated 21 May 2024. Our audit of these standalone and consolidated financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the ICAI (collectively referred to as 'SAs'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone and consolidated financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.
7. We conducted our examination of the Statement in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' ('Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.
9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:
  - a) Inquired into the state of affairs of the Company in relation to the audited standalone and consolidated financial statement for the year ended 31 March 2024;
  - b) Examined authorization for buy back from the Articles of Association of the Company;
  - c) Agreed the balance of the Statement of Profit and Loss, Securities Premium Account and General Reserve as at 31 March 2024 as disclosed in the Statement with the audited standalone and consolidated financial statement;
  - d) Examined that the ratio of secured and unsecured debt owed by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
  - e) Examined that all the shares for buy-back are fully paid-up;
  - f) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) of the Act;



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- g) Inquired if the Board of Directors of the Company, in its meeting held on 8 August 2024 has formed the opinion as specified in and clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting;
- h) Examined minutes of the meetings of the Board of Directors;
- i) Examined the Directors' declarations for the purpose of buy-back and solvency of the Company;
- j) Verified the arithmetical accuracy of the Statement; and
- k) Obtained appropriate representations from the management of the Company.

## Opinion

- 10. Based on our examination as above and the information, explanations and representations provided to us by the management, in our opinion:
  - a) we have inquired into the state of affairs of the Company in relation to audited standalone and consolidated financial statements for the year ended 31 March 2024;
  - b) the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of section 68(2)(c) of the Act and Regulation 4 of the Buyback Regulations based on the audited standalone and consolidated financial statement for the year ended 31 March 2024;
  - c) the Board of Directors of the Company, in its meeting held on 8 August 2024 have formed the opinion as specified in section 68 of the Act and clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of the Board Meeting.

## Restriction on distribution or use

- 11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68 and other applicable provisions of the Act and the regulations as specified in the Buyback Regulations, pursuant to the proposed buy-back of equity shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.
- 12. This report is addressed to and provided to the Board of Directors of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, explanatory statement to the shareholders of the Company, draft letter of offer and letter of offer pertaining to buyback to be sent to the shareholders of the Company or filed with the (a) Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Manager to the proposed buyback offer, each for the purpose of extinguishment of equity shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability



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or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For Walker Chandiook & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013



**Tarun Gupta**

Partner

Membership No.:507892

**UDIN:** 24507892BKEIVZ1739

**Place:** Jaipur

**Date:** 8 August 2024



## MAYUR UNIQUOTERS LIMITED

Manufacturers of Artificial Leather/PU, PVC Vinyl

### Statement of Permissible Capital Payment towards Buy-back of Equity Shares ("the statement")

(In accordance with Section 68 of the Companies Act, 2013 (the "Act") and The Companies (Share Capital and Debentures) Rules, 2014 and Regulation 4 of the 'Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018' and amendments thereto)

Particulars as on March 31, 2024	Amount on the Basis of Standalone (Rs. In Lakhs)	Amount on the Basis of Consolidated (Rs. In Lakhs)
Paid-up Capital (4,39,52,600 Equity Shares of Rs. 5 each fully paid up)	2197.63	2197.63
<b>Reserves and Surplus</b>		
Securities Premium	-	-
General Reserve	-	-
Retained Earnings	84,461.21	85,419.61
<b>Total Reserve</b>	<b>84,461.21</b>	<b>85,419.61</b>
<b>Total paid up capital and free reserves</b>	<b>86,658.84</b>	<b>87,617.24</b>
Maximum amount permissible for Buyback in accordance with proviso to Section 68(2)(b) of the Companies Act, 2013 requiring Board resolution (10% of the paid-up capital and free reserves)	8,665.88	8,761.72
Buyback amount proposed by the Board of Directors per resolution dated August 08, 2024.	4000.00	
Buy back size as a percentage of total paid-up Equity Share Capital and free reserves	4.62%	4.57%

Notes -

- A) The aforesaid balances have been extracted accurately from the audited Standalone Financial Statements and audited Consolidated Financial Statements as at and for the year ended 31 March 2024 and secretarial records of the Company.
- B) Free reserves considered above, are in accordance with section 2(43) of the Act and Explanation II to Section 68 of the Act.
- c) The aforesaid Statement has been prepared in connection with the proposed buy-back of upto 5,00,000 equity shares at a price of INR 800/- per share aggregating upto INR 40 Crore. The shares proposed for buy-back have been determined in accordance with the provisions of the Companies Act, 2013 including Section 68 and Regulation 4 to the Buyback Regulations.
- D) The Board of Directors have in their meeting dated 08 August 2024, formed opinion that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.

For Mayur Uniquoters Limited

*S. K. Poddar*

Suresh Kumar Poddar  
Chairman and Managing Director & CEO

Date: August 08, 2024  
Place: Jaipur



A Texture For Every Idea

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