

MAYURBHANJ TRADES AND AGENCIES LIMITED

CIN: L24117WB1979PLC032322; Registered Office: 7, Waterloo Street, 2nd Floor, Kolkata- 700069;
Tel. No.: 033 22480602, 033 22482623; Email: info.mayurbhanj@gmail.com; Website: www.mayurbhanjtrades.in

NOTICE OF POSTAL BALLOT

PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED & SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021 AS AMENDED (“**DELISTING REGULATIONS**”).

Dear Member(s),

NOTICE is hereby given to the members of Mayurbhanj Trades and Agencies Limited (“**MTAL**” / the “**Company**”) that pursuant to the provisions of Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (‘the **Act**’) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘the **Rules**’), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (**‘SS-2’**) issued by The Institute of Company Secretaries of India, each as amended, read with, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”), inter-alia, for conducting Postal Ballot through E-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as “**MCA Circulars**”) also read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India, the Articles of Association of the Company and subject to such other applicable laws, rules and regulations, the resolution as set out in this notice is proposed for approval of the members of the Company through Postal Ballot by way of remote e-voting only.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice, for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/RTA/ Depositories and whose names appear in the Register of Members as on Friday, July 03, 2026 (the “**Cut-off date**”). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being dispatched to the Members for this Postal Ballot and members are requested to communicate their assent or dissent on the proposed resolution through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder, and the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes

electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services Limited ('CDSL') for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice.

The Notice of this Postal Ballot is also available on the website of the Company at www.mayurbhanjtrades.in; website of Metropolitan Stock Exchange of India Limited at www.msei.in; website of The Calcutta Stock Exchange Limited at www.cse-india.com and also on the website of CDSL at www.evotingindia.com.

The e-voting period shall commence from **Saturday, July 11, 2026 at 09:00 A.M IST** and shall end on **Sunday, August 09, 2026 at 05:00 P.M IST**. Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 05:00 P.M. (IST) on Sunday, August 09, 2026. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors of the Company have appointed Mr. Alok Purohit (Membership No.: A48734, C.P. No.: 21797), Proprietor of M/s. Alok Purohit & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.

Upon completion of the scrutiny of remote e-voting, the Scrutinizer will submit a report to the Chairman of the Company or any other person authorised by the Chairman. The results of the remote e-voting conducted through postal ballot shall be intimated to Metropolitan Stock Exchange of India Limited ("MSEI") and The Calcutta Stock Exchange Limited ("CSE") (hereinafter collectively referred to as the "Stock Exchanges"), where the Company's equity shares are listed, within a period of 2 working days from the conclusion of the e-voting. The results would also be uploaded on the website of the Company at www.mayurbhanjtrades.in and on the website of CDSL at www.evotingindia.com. The same shall also be displayed on the notice board of the Company at its Registered Office.

In the event the proposed resolution is approved by requisite majority of shareholders by means of e-voting, and also subject to that the vote cast by Public Shareholders in favour of the resolution is at least two times the number of vote cast by the Public Shareholders against the proposed resolution, the last date of e-voting i.e. Sunday, August 09, 2026 shall be deemed to be the date of passing of the said resolution.

SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from Metropolitan Stock Exchange of India Limited ("MSEI") and The Calcutta Stock Exchange Limited ("CSE") (hereinafter collectively referred to as the "Stock Exchanges") i.e., both the Stock Exchanges where the equity shares of the Company are listed:

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

"RESOLVED THAT pursuant to (i) the intention letter dated Wednesday, June 17, 2026 as received from S K Misra Realty Private Limited, forming part of the Promoters/ Promoter Group of the Company, conveying their intention to voluntarily delist the equity shares of the Company from the Stock Exchanges in accordance with the Securities and Exchange Board of India (Delisting Of Equity Shares), Regulations 2021 as amended from time to time ("**Delisting Regulations**"); and (ii) the approval of the Board of Directors of the Company at their meeting held on Tuesday, July 07, 2026 for the voluntary delisting of the equity shares of the Company from the Stock Exchanges and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations, Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time and such other applicable provisions of the laws and receipt of the necessary approvals from the Stock Exchanges and such other approvals as may be required under applicable laws and subject to the terms of such approvals, the approval of the Members of the Company be and are hereby accorded to the proposed voluntary delisting of the equity shares of the Company from the Stock Exchanges through acquisition of equity shares held by the Public Shareholders of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (the "**Board**", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking the in-principle and final approval for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or are contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

Registered Office:
7, Waterloo Street, 2nd Floor,
Kolkata- 700069

Date: 07.07.2026
Place: Kolkata

By Order of the Board of Directors
For Mayurbhanj Trades and Agencies Limited


Megha Agarwal
Company Secretary & Compliance Officer

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the Companies (Management and Administration) Rules, 2014 setting out material facts and the relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations are annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Act read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the business set out in the Notice above is sought to be passed by postal ballot by way of remote e-voting only.
3. In accordance with the MCA circulars, Postal Ballot Notice is being sent through electronic mode only to those Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, July 03, 2026 ("Cut-Off Date") as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") and whose e-mail address is registered with the Company/Depositories/Depositories Participants.
4. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is also clarified that all members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

5. The shareholders who have not yet registered their email address/mobile no. are requested to get their email addresses/mobile no. registered as per the following procedure

For Physical Share holders	Provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by sending an email to the Company's Registrar and Share Transfer Agent (RTA) C. B. Management Services Pvt. Ltd (CBMSPL) at rta@cbmsl.com and copy to the Company at info.mayurbhanj@gmail.com.
For Demat Shareholders	Update your email id & mobile no. with your respective Depository Participant (DP)
For Individual Demat Shareholders	Update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

6. Members may please note that the Postal Ballot Notice will also be available on the Company website at www.mayurbhanjtrades.in; websites of website of MSEI at www.msei.in; CSE at www.cse-india.com and also from the website of CDSL at www.evotingindia.com.
7. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically and have engaged Central Depository Services Limited (CDSL) for the same. The detailed procedure with respect to remote e-voting is mentioned in note no. 17 of this Notice.
8. The remote e-voting shall commence from **Saturday, July 11, 2026 at 09:00 A.M IST** and shall end on **Sunday, August 09, 2026 at 05:00 P.M IST**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

9. The Board of Directors of the Company, appointed Mr. Alok Purohit (Membership No.: A48734, C.P. No.: 21797), Proprietor of M/s. Alok Purohit & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
10. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
11. In the event the proposed resolution is approved by requisite majority of shareholders by means of e-voting, and also subject to that the vote cast by Public Shareholders in favour of the resolution is at least two times the number of vote cast by the Public Shareholders against the proposed resolution, the last date of e-voting i.e. Sunday, August 09, 2026 shall be deemed to be the date of passing of the said resolution.
12. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
13. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.mayurbhanjitrades.in; website of MSEI at www.msei.in; websites of CSE at www.cse-india.com and also from the website of CDSL at www.evotingindia.com.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. Once the vote on the resolution is casted, the members shall not be allowed to change it subsequently.
16. All the documents referred to in the accompanying Notice will be made available for inspection without any fee by the Members of the Company at the Company's registered office during business hours on all working days (excluding Saturdays, Sundays and Public Holidays) from the date of dispatch of the Postal Ballot Notice till the last date of e-voting i.e. Sunday, August 09, 2026.

17. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i) The voting period begins on Saturday, July 11, 2026 at 9:00 A.M. (IST) and ends on Sunday, August 09, 2026 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date (record date) of Friday, July 03, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 ("SEBI Circulars") under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of SEBI Circulars on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL's website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

(v) Login method for Remote e-voting for physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address info.mayurbhanj@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/ RTA email id**.
2. For Demat shareholders', please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTION

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csalokpurohit@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evotingindia.com or call on: 1800 21 09911 or send a request to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited at helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013

As on date total 2,00,000 fully paid-up equity shares of Face Value of Rs. 10/- each of Mayurbhanj Trades and Agencies Limited ("MTAL" / "Company") are presently listed on the MSEI & CSE. The Acquirer(s) along with other constituents of Promoters/ Promoter Group collectively hold 52,830 equity shares of the Company representing 26.42% of the fully paid-up equity and voting share capital of the Company.

The Board of Directors of the Company had received an intent letter dated Wednesday, June 17, 2026 ("**Letter from Promoter**") from S K Misra Realty Private Limited forming part of the Promoters / Promoter Group of the Company, containing the proposal for voluntary delisting of the Equity Shares of the Company, on behalf of self and other constituents of the Promoters/ Promoter Group from MSEI & CSE and also an Initial Public Announcement dated Wednesday, June 17, 2026 issued by VC Corporate Advisors Private Limited, Merchant Banker ("**Merchant Banker**") on behalf of S K Misra Realty Private Limited and other constituents of the Promoters/ Promoter Group (hereinafter referred to as the "**Acquirer**"). In the said Letter, it is notified about the intention of the Acquirer to acquire the equity shares held by the public shareholders of the Company ("**Public Shareholders**") by providing an exit opportunity through a voluntary delisting offer ("**Delisting Offer**") in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021 as amended ("**Delisting Regulations**") for acquiring 1,47,170 fully paid-up equity shares collectively representing 73.59% of the fully paid-up equity and voting share capital held by the Public Shareholders, in order to delist the equity shares from the MSEI & CSE, i.e. both the Stock Exchanges where the equity shares of the Company are presently listed.

The objective of the proposed Delisting Offer is to provide an exit opportunity to the Public Shareholders, given that the equity shares of the Company have not been traded on MSEI & CSE from last several years. In addition, the Delisting Offer would enhance Company's operational, financial and strategic flexibility.

Pursuant to the intimation received from the Acquirer and the Initial Public Announcement, the Board of Directors of the Company had appointed Mr. Alok Purohit, Proprietor of M/s. Alok Purohit & Associates, Peer Reviewed Practicing Company Secretary for carrying out due diligence as required in terms of Regulation 10(3) of the Delisting Regulations. The Board of Directors of the Company at their meeting held on Tuesday, July 07, 2026 took on the record the due diligence certificate issued by the Peer Reviewed Company Secretary and Valuation Report issued by Mr. Bhavin R. Patel, Proprietor of M/s. Bhavin R. Patel & Associates, an Independent IBBI Registered Valuer. The Peer Reviewed Practicing Company Secretary in its report certified that Acquirer and its related entities have not carried out any transaction to facilitate the success of the Delisting Offer, which is not in compliance with the provisions of sub-regulation (5) of Regulation 4 of the Delisting Regulations. On receipt of the Due Diligence Report dated Tuesday, July 07, 2026 from the Peer Reviewed Practicing Company Secretary, the Board of Directors at their meeting held on Tuesday, July 07, 2026 approved the proposed delisting in terms of Regulation 10(1) of the Delisting Regulations subject to approval of Public Shareholders of the Company. The outcome of the meeting of the Board of Directors of the Company approving the Delisting Offer was notified to CSE on the same day of meeting i.e. Tuesday, July 07, 2026, 2026.

The Board of Directors of the Company in accordance with Regulation 10(4) of the SEBI Delisting Regulations certified that:

- a) The Company is in compliance with applicable provisions of the securities laws;
- b) The Acquirer along with other constituents of the Promoters/ Promoter Group or its related entities are in compliance with applicable provisions of securities laws in terms of the report of the 'Peer

Reviewed Company Secretary' including compliance with Regulation 4 (5) of the Delisting Regulations;

c) The delisting proposal is in the best interest of the shareholders of the Company;

In compliance with the applicable provisions of the Delisting Regulations, the Floor Price has been determined in terms of Regulation 35(2)(b) of the Delisting Regulations read with clause (e) of sub-regulation (2) of Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ["SEBI SAST Regulations"]. In this regard Mr. Bhavin R. Patel, Proprietor of M/s. Bhavin R. Patel & Associates, an Independent Registered valuer has derived the Fair Value of the equity shares of the Company at Rs. 55.99/- (Rupees Fifty-Five and Ninety-Nine Only) vide his report dated Wednesday, June 17, 2026. The Acquirer is giving the Delisting Offer at the Offer Price of Rs. 56/- (Rupees Fifty-Six Only) for each fully paid-up equity share. The Public Shareholders of the Company may offer their equity shares at the Offer Price during the Delisting Offer.

In terms of Regulation 11 of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot (e-voting only) in accordance with the Delisting Regulations. As per Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by the Public Shareholders in favour of the delisting proposal are at least two times the number of votes cast by the Public Shareholders against it.

In the event that this special resolution is passed by the Members as set out above, subject to receipt of in-principle approval of MSEI & CSE and other applicable statutory approval as may be deemed necessary from time to time, an Offer Letter will be sent to all the Public Shareholders for their response to the Delisting Offer.

The approval of the members is sought for the aforesaid special resolution, after which the Promoters will proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it to be passed as a Special Resolution.

The Board recommends the Special Resolution for approval of the Public Shareholders. None of the Directors, Managers, Key Managerial Personnel and their relatives, except the constituents of the Promoters/ Promoter Group, in any way, is concerned or interested in the resolution except to the extent of their shareholding in the Company.

Registered Office:
7, Waterloo Street, 2nd Floor,
Kolkata- 700069

Date: 07.07.2026
Place: Kolkata

By Order of the Board of Directors
For Mayurbhanj Trades and Agencies Limited


Megha Agarwal
Company Secretary & Compliance Officer