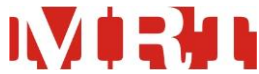




**MAHALAXMI RUBTECH LIMITED**  
(CIN: L25190GJ1991PLC016327)

**FAMILIRIZATION PROGRAMME FOR  
INDEPENDENT DIRECTORS  
HELD ON 15-03-2017**



## MAHALAXMI RUBTECH LIMITED

(CIN: L25190GJ1991PLC016327)

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### BOARD OF DIRECTORS



#### **JEETMAL B. PAREKH**

(Chairman – Non-Executive & Non-Independent Director)

A first-generation entrepreneur with a successful track record of over four decades in the Home Textiles business. He oversees the operations and growth aspirations of the company's primary Business. He is responsible for strategic financial matters, including corporate finance, corporate strategy, business development, risk management, export obligations and overall affairs of the company.

#### **RAHUL J. PAREKH**

(Managing Director)

Mr. Rahul Parekh is second generation entrepreneur and joined MRT in 1995 on the Board of the Company and was responsible for Company's diversification into other categories of business. He has experience in corporate finance, production, marketing and secretarial matters. He is a change agent to expose MRT to technical Textiles (TT) Sector. An MBA from USA joined MRT in 1995. He overlooks the Rubber (TT) and Textile (WEAVING).

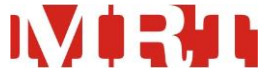


#### **ANAND J. PAREKH**

(Joint Managing Director)

Mr. Anand Parekh is second generation entrepreneur and joined MRT in 2008 on the Board of the Company. He is Chartered Accountant by training and responsible for Company's local as well as export Market. He has experience in corporate finance, legal and export matters. Adept at managing all the production, financial and market requirements. He is responsible for strategic financial matters, including corporate finance, corporate strategy, business development, risk management, export obligations and overall affairs of the company.





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### **SANGITA S. SINGHI**

(Independent Director)



Mrs. Sangita Singhi has been appointed as an additional director w.e.f. March 31, 2016 in the category of Non-Executive and Independent Director. Mrs. Sangita Singhi has a wide experience in Business Administration, Finance, Project Finance, Stock Broking and Mortgage also serving as a Director in Ahmedabadcity Com India Limited and Mudra Finvest (Gujarat) Limited. Mrs. Sangita Singhi is designated as Chairperson of Nomination & Remuneration Committee and Member of Audit committee.

### **MALAV J. AJMERA**

(Independent Director)

Mr. Ajmera was appointed as an additional director on the Board of the Company on November 19, 2008 in the category of Non-Executive and Independent Director. Mr. Ajmera is a fellow member of The Institute of Chartered Accountants of India and partner in the Delhi-based Chartered Accountancy firm M/s. ASA & Associates. He has considerable experience in corporate affairs and allied legal and taxation matters. He is also chairman of Audit Committee and member of Nomination and Remuneration committee.

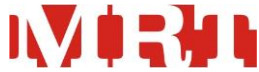


### **NEHAL M. SHAH**

(Independent Director)

Mr. Nehal Shah has been appointed as an additional director w.e.f March 30, 2005 in the category of Non-Executive and independent Director. Mr. Shah is having Master of Business Administration in International Finance. He has rich experience at international level. He also posses expertise in the field of Finance, Accounting. He is designated as a Chairman of Stake Holder's Relationship Committee.





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## COMMITTEE OF THE BOARD OF DIRECTORS.

### 1. AUDIT COMMITTEE.

- MR. MALAV J. AJMERA - CHAIR PERSON
- MR. ANAND J. PAREKH - MEMBER
- MRS. SANGITA S. SINGHI - MEMBER

### 2. NOMINATION & REMUNERATION COMMITTEE.

- MRS. SANGITA S. SINGHI - CHAIR PERSON
- MR. MALAV J. AJMERA - MEMBER
- MR. JEETMAL B. PAREKH - MEMBER

### 3. STAKEHOLDERS RELATIONSHIP COMMITTEE.

- MR. NEHAL M. SHAH - CHAIR PERSON
- MR. RAHUL J. PAREKH - MEMBER
- MR. ANAND J. PAREKH - MEMBER

### 4. SHARE TRANSFER COMMITTEE.

- MR. RAHUL J. PAREKH - CHAIR PERSON
- MR. JEETMAL B. PAREKH - MEMBER
- MR. ANAND J. PAREKH - MEMBER

### 5. RISK MANAGEMENT COMMITTEE.

- MR. ANAND J. PAREKH - CHAIR PERSON
- MR. RAHUL J. PAREKH - MEMBER
- MR. NEHAL M. SHAH - MEMBER



# MAHALAXMI RUBTECH LIMITED

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## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

(In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### **PREAMBLE:**

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize the 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, etc., through various programmes.

### **OBJECTIVES:**

- To adopt a structured programme for orientation and training of Independent Directors at the time of their joining, so as to enable them to understand the Company, its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
- To update the Independent Directors on a continuing basis on any significant changes in any of the above, too enable them to be in a position to take well informed and timely decisions.

### **ORIENTATION PROGRAMME UPON INDUCTION OF NEW DIRECTORS:**

- An Induction Manual is handed over to a new inductee on the Company's Board. This includes the Company's Corporate Profile, its Mission, Vision and Values Statement, Organizational structure, the latest Annual Report, Code of Conduct applicable to Directors / employees of the Company, the 'Code of Practices and Procedures for Fair Disclosure' and the Whistle Blower Policy of the Company. It also includes the processes for Board and Committee Meetings, Charters and Mandates of the various Committees of the Board, functions and powers of the Board and Directors.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.
- The inductee is also introduced to the Business / Unit Heads and Corporate Functional Heads.

### **INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS:**

- The Company periodically arranges Board Strategy discussions at any of the Company's units, Corporate Office. At such Meetings, the Directors also get an opportunity to see the Company's operations and process firsthand, interact with the Unit Head and Managers and review the sustainability aspects of the Units. This enables them to gain an understanding and appreciation of the operations and the process work of the Company and initiatives taken on safety, quality, environment issues, Sustainability, etc.
- At the Board Strategy Meeting, presentations are made to the Directors on the Company's long-term Vision and Strategy. Business Heads also present their plans and priorities with the Board. This enables the Directors to get a deeper insight in the operations of the Company.



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- At various Board Meetings during the year, presentations are made to the Board on Environmental Health and Safety and Sustainability issues, Risk Management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the Industry in which the Company operates, Business Excellence under the Business Excellence Model with areas of improvement, people matters and other relevant issues.
- Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management changes, major litigation, compliances, etc.
- Business Heads and Company Executives are invited at Board or Committee Meetings and meetings of Directors individually with Company Executives are also arranged to better understand the business and operations of the Company.
- Plant visits are arranged occasionally, at which one or more Directors meet and interact with the plant officers and to get first-hand knowledge of the marketing initiatives of the Company, product performance.
- External communication made to various Stakeholders is shared with the Directors.

### **ROLES, RIGHTS & RESPONSIBILITIES:**

- **Role and functions of the independent directors shall be as under:**
  - help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, appointments and standards of conduct; resources, key
  - bring an objective view in the evaluation of the performance of board and management;
  - scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
  - satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
  - safeguard the interests of all stakeholders, particularly the minority shareholders;
  - balance the conflicting interest of the stakeholders;
  - determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
  - moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- **The duties of the independent directors shall be as under :**
  - undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;



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- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

### **BUSINESS ACTIVITY:**

- The Company operates in two segments: Traditional Textiles and Polymer Based Technical. The Traditional Textile Division is having two separate units i.e. Weaving and Processing.
- In textile division the Company operates in three separate units i.e. "Maheeka Textech" (A Weaving Unit), "Mahalaxmi Fabric Mills" (A Fabric Processing Unit) and Mahalaxmi Global (A Trading Unit). Maheeka Textech is a high-tech weaving unit which includes warping, sizing and world-class automatic rapier looms for weaving of various types of fabrics. Maheeka Textech also has facility for manufacturing specialty fabrics used for technical textiles. Mahalaxmi Fabric Mills a processing unit is engaged in dyeing, bleaching, printing and processing of various types of fabrics and at the end of the chain its fabric range goes into high quality Apparel and Home Textiles, catering to Domestic as well as Global Market. Mahalaxmi Global mainly operates in shirting and high value fabrics. The Company has continued plans for setting up new plant and machinery for technology up-gradation and expansion under TUFs. The Company has end-to-end complete facility from warping, sizing, weaving, dyeing,



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bleaching, printing, processing and finishing of various types of fabrics such as cotton, polyester, Bottom-weight and other blends.

- Polymer Based Technical Textile & Rubber Division manufactures world class Textile Printing Blankets, Offset Printing blankets and a range of other niche rubber products. Textile Printing Blankets are widely used on all type of textile screen printing machines. This division is also manufacturing Offset Printing Blankets used in Sheet Fed and Web printing machines. Going forward your company now intends to develop and launch various types of printing blankets used for different applications such as UV printing, High Speed Web Machines, Metal Printing etc. Your company is also now making efforts to market their offset printing blankets in the world market.
- The Company operates across multiple products and business in diverse markets which includes manufacturing of Polymer Coated Engineered Fabrics having diverse end uses. The company regularly participates in international exhibitions enabling it to keep abreast with the latest global trends.

The Company has organized the Familiarization Programme on 15th March, 2017 for Independent Directors during the year 2016-17. All the Independent Directors of the Company were present.

The details of the same are mentioned as under:

Sr. No.	Name of Independent Director	Number of Programmes attended		Number of hours spent		Other Relevant Details
		During the year 2016-17	On a cumulative basis till date	During the year 2016-17	On a cumulative basis till date	
1.	Mr. Malav J. Ajmera	1 (One)	2 (Two)	1 Hour	2 Hour	-
2.	Mr. Nehal M. Shah	1 (One)	2 (Two)	1 Hour	2 Hour	-
3.	Mrs. Sangita S. Singhi	1 (One)	1 (One)	1 Hour	1 Hour	-

**// THANK YOU //**