

**CORPORATE GOVERNANCE**

**The Directors present the Company’s Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The “Listing Regulations”).**

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance includes transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalization, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

**Company’s Philosophy on Code of Governance:**

Your Company’s Philosophy on Corporate Governance is built on rich legacy of fair, transparent and effective governance which includes strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct. The Company remained committed towards protection and enhancement of overall long-term value for its entire stakeholder, customer, lender, employee and society. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company’s Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter–Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company adheres to good corporate practices and is constantly striving to make them better. The Company strongly supports the principles of corporate governance. Further the board lays emphasis on transparency, accountability and integrity in all its operations and dealings with outsiders. Your company has complied with all material respects with the features of Corporate Governance Code as prescribed in Regulation 17 to 27 of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and some of the practices followed by the Company on Corporate Governance, for the financial year ended 31<sup>st</sup> March, 2018.

**Governance Structure**

The Corporate Governance structure at Mahalaxmi Rubtech Limited is as follows:

**1. Board of Directors:**

The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company’s management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

**Board of Directors:**

The Board consists of six directors of whom one is Non-Executive Chairman, two Managing Directors and three Non-Executive Directors (Independent).

During the year Eleven Board Meetings were held on 18.04.2017, 26.05.2017, 05.07.2017, 10.08.2017, 14.09.2017, 25.09.2017, 14.10.2017, 12.12.2017, 29.12.2017, 14.02.2018 and 03.03.2018. The interval between any two meetings did not exceed 4 months.

The Composition of Directors and their attendance at the Board Meeting during the year and also number of other directorships/ membership of Committees are as follows:

Name of Director	Category of Directorship	No. of Board Meetings Attended	Whether Attended Last AGM 27.09.2017	No. of other Directorships	Committee of the Board	
					Membership ***	Chairmanship ***
Jeetmal B. Parekh (DIN 00512415)	NED-P	11	YES	*5	1	0
Rahul J. Parekh (DIN 00500328)	MD	10	YES	*7	1	0
Anand J. Parekh (DIN 00500384)	JT. MD	11	YES	*4	2	0
Sangita Singhi (DIN 06999605)	NED-I (WD)	11	YES	3	1	1
Nehal M. Shah (DIN 00020062)	NED-I	9	NO	*7	0	1
Malav J. Ajmera (DIN 02441549)	NED-I	8	YES	*1	1	1

\* All Private Limited Company, \*\*\*As required under the Listing Obligation and Disclosure Requirement, Regulation 2015 the disclosure includes memberships / chairmanships of Audit Committee, Nomination and remuneration Committee and Stakeholders Relationship Committee in public limited companies.

NED -P – Non-Executive Director (Promoter), MD - Managing Director, JT. MD Joint Managing Director, ED - Executive Director, NED- I – Non-Executive Director (Independent), WD-Woman Director, Shri Jeetmal B. Parekh is a Non-Executive Chairman, Shri Rahul J. Parekh and Shri Anand J. Parekh are Managing Directors, Smt. Sangita S. Singhi, Shri Nehal M. Shah & Shri Malav J. Ajmera are Non-Executive Directors (Independent).

**Information placed before the Board**

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective Meetings or by way of presentations and discussions during the Meetings.

**Roles, Responsibilities and Duties of the Board**

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

**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. The Lead Independent Director takes appropriate steps to present Independent Directors’ views to the Chairman and Managing Director. One meeting of Independent Directors was held during the year on March 03, 2018.

**2. Committees of the Board:**

The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Share Transfer Committee and Risk Management Committee. Each of the said Committee has been mandated to operate within a given framework.

**A) Audit Committee:**

**Composition and Terms of Reference:**

The Audit Committee comprises of two Independent Directors and one Executive Director. Shri Malav J. Ajmera – Independent Director is the Chairman, Shri Anand J. Parekh – Executive Director and Smt. Sangita Singhi – Independent Director are the members of the Committee. All members of the Audit Committee are financially literate and bring in expertise in the field of Finance, Taxation, Accounts, Management Expertise, Risk and International Finance. The Chairman of the Audit Committee has attended last Annual General Meeting of the Company held on 27<sup>th</sup> September, 2017. The Company Secretary acts as the Secretary to the Committee.

The statutory auditors and the internal auditors were present as invitees in all the meetings. The Managing Director and CFO of the Company attended the meetings by invitation. Based on the requirement, other directors attended the meetings by invitation. All the recommendations of the Audit Committee during the year, were considered, accepted and approved by the Board.

The Committee met 6 times during the year on 26.05.2017, 10.08.2017, 14.09.2017, 25.09.2017, 12.12.2017 and 14.02.2018. The attendance of members at the meetings was as follows:

Name of Member	Status	No. of Meetings Attended
Malav J. Ajmera	Chairman	6
Anand J. Parekh	Member	6
Sangita Singhi	Member	6

The terms of reference and power of the Audit Committee cover the matters specified for Audit Committees under Regulation 18 of SEBI (LODR), Regulation 2015 and also as required under Section 177 of the Companies Act, 2013.

**Review of Information by Audit Committee**

Audit Committee has reviewed and satisfied that the Company’s internal audit function is adequately resourced and has appropriate standing within the Company. Audit Committee has also reviewed:-

- Management Discussion and Analysis of financial condition and results of operation,
- Statement of significant Related Party transactions submitted by the management,
- Internal Audit Reports relating to internal control weaknesses,
- Quarterly / Annual financial statements with statutory auditors and management before submission to the Board,
- Internal control systems, findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board,
- Internal audit function, internal audit reports relating to internal control weaknesses and functioning of whistle blower mechanism.
- Evaluation of internal financial controls and risk management systems
- Management discussion and analysis of financial condition, results of operation financial and risk management policies of the Company.

- Compliance with listing and other legal requirements relating to financial statements
- Changes, if any, in accounting policies and practices and reasons for the same, major accounting entries involving estimates based on the exercise of judgement by management and significant adjustments made in the financial statements arising out of the audit findings.
- Valuation of undertakings or assets of the company, as and when required as per the charter and the terms of reference, the Audit Committee, also:
- Recommends appointment of Auditors and their remuneration and approves the appointment of CFO
- Discusses the scope of audit and post-audit area of concern and qualifications, if any, with Statutory Auditors / Internal Auditors.

The Audit Committee reviews the quarterly unaudited / annual audited financial results of the Company. The unaudited results are subjected to limited review by the statutory auditors of the Company. The statutory auditors are eligible to issue limited review report as the audit firm has been subjected to peer review process of Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI. The Audit Committee approves payments to statutory auditors for audit and non-audit services.

In accordance with the provisions of Companies Act, 2013, rules made thereunder and provisions of listing agreement / SEBI LODR, the Audit Committee accords prior approval for all Related party transactions (RPTs), including any modifications thereto, as per the policy on Related Party Transactions. The Audit Committee annually grants omnibus approvals for transactions that are routine or repetitive in nature and which are proposed to be undertaken / entered in the ordinary course of business at arm's length basis. While according omnibus approvals, the Audit Committee takes into consideration the following factors viz., maximum value of the transactions, including value per transaction, extent and manner of disclosures made to the Audit Committee. On a quarterly basis the Audit Committee reviews related party transactions entered into by the company pursuant to each of the omnibus approval.

The Audit Committee reviews all mandatory information under Part C of Schedule II pursuant to Regulation 18 SEBI LODR, including review of internal auditor observations, statutory compliance.

The appointment of Statutory Auditors and Cost Auditor, and fixation of their remuneration and other payments are as recommended by the Audit Committee.

The Board of Directors notes the Minutes of the Audit Committee Meetings at Board Meeting.

**B) Nomination & Remuneration Committee**

The Remuneration Committee inter alia, reviews and recommends the remuneration and commission / performance incentive of Executive and Non-Executive Directors. The Terms of reference of the Remuneration Committee include the matters specified in Regulation 19 of the LODR, Regulation 2015.

The committee comprises of 3 Non-Executive directors, Smt. Sangita Singhi as Chairman and Shri Jeetmal B. Parekh and Shri Malav J. Ajmera as members.

During the year under review, the committee met on two times on 22.05.2017 where all members were present in the meeting.

Details of Remuneration for the year 2017-18 paid to the Directors are as follows:

Remuneration for the year 2017-18 to Shri Rahul J. Parekh, Managing Director: -

- Basic Salary ₹ 18,00,000/- (Rupees Eighteen Lacs only), Perquisites: ₹ 32,400/- (Rupees Thirty-two Thousand Four Hundred only)  
Remuneration for the year 2017-18 to Shri Anand J. Parekh, Jt. Managing Director: -
- Basic Salary ₹ 18,00,000/- (Rupees Eighteen Lacs only), Perquisites: ₹ 32,400/- (Rupees Thirty-two Thousand Four Hundred only) The other information of Directors are as under:

Name	Age	Designation	Date of Initial Appointment	Nature of Employment	Shares held
Jeetmal B. Parekh	75	Chairman	27.08.1993	-----	1494481
Rahul J. Parekh	46	Managing Director	05.07.1995	As Per terms of Appointment	1751119
Anand J. Parekh	42	Jt. Managing Director	19.11.2008	As Per terms of Appointment	1651122
Nehal M. Shah	46	Director	30.03.2005	-----	NIL
Malav J. Ajmera	41	Director	19.11.2008	-----	NIL
Sangita S. Singhi	47	Director	31.03.2016	-----	NIL

The company does not pay any remuneration for attending the Board / Committee Meeting to Non-executive directors and Independent Directors. There is no pecuniary relationship or transaction of the company with any non-executive directors.

Terms of Reference:

- To formulate criteria for determining qualifications, positive attributes and independence of director for evaluation of performance of Independent Directors and the Board.
- To approve the remuneration policy of directors.
- To devise policy on Board diversity.

- To provide guidance to the Board on matters relating to appointment of Directors, Independent Directors, KMP and SMP, i.e., the core management team one level below the executive directors.
- To evaluate performance, recommend and review remuneration of the executive directors based on their performance.
- To recommend to the board, the extension / continuation of term of appointment of Independent Directors based on report of performance evaluation.
- To consider and recommend professional indemnity and liability for Directors, KMP and SMP.

### **Remuneration Policy**

The Company's philosophy for remuneration of Directors, key managerial personnel and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to this philosophy. The key factors considered in formulating the Policy areas under:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The key principles governing the Company's Remuneration Policy are as follows:

### **Remuneration for independent Directors and non-independent non-executive Directors**

Independent Directors ('ID') and non-independent non-executive Directors ('NED') may be paid sitting fees for attending the Meetings of the Board and of Committees of which they may be members, and commission within regulatory limits, as recommended by the Nomination and Remuneration Committee ('NRC') and approved by the Board. As per the current policy of the company is no fees paid to independent Directors and non-independent non-executive Directors.

### **Remuneration for Managing Director ('MD')/ Executive Directors ('ED')/ Key Managerial Personnel ('KMP')/ rest of the Employees**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. In addition, the Company may provide employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company also provides all employees with a social security. The Company provides retirement benefits as applicable.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company may provide MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the NRC and approved by the Board.
- The Company may provide the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

### **Familiarisation programmes for Board Members**

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year. Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

### **Board and Director Evaluation and criteria for evaluation**

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation include inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Managing Director.

Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

### **C) Stakeholder's Relationship Committee (SR Committee)**

#### **Terms of Reference**

The SR Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints like transfer of shares, non-receipt of dividends, non-receipt of annual report etc. received from shareholders / investors and improve the efficiency in investors' service, wherever possible. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

The SR Committee's composition and the terms of reference meet with the requirements of Regulation 20 of the LODR, Regulation 2015 and provisions of the Companies Act, 2013.

The shareholders' Grievance Committee comprise of Non-Executive director (independent), and two Executive Directors. The committee met four times during the year on 26.05.2017, 10.08.2017, 14.10.2017 and 14.02.2018 all the members of committee attended the meeting.

#### **Members:**

Shri Nehal M. Shah – Chairman,

Shri Rahul J. Parekh – Member,

Shri Anand J. Parekh – Member

Shri Shailesh P. Koshti, Company Secretary is a Compliance Officer.

During the year company has received 4 complaints, All the Complains were resolved on time and no complaint remains pending at year end, if any. The status of complaints is periodically reported to the Committee and Board of Directors in their meetings, if any.

### **D) Share Transfer Committee:**

To expedite the process of share transfers, the Board has delegated the power of share transfer, transmission, dematerialization / rematerialization, split / consolidation, issue of duplicate share certificates etc. to a committee comprising of such senior officials designated from time to time. The Committee meets on a case to case basis to approve share transfers and transmissions. The Committee reports the details of transfer of securities to the Board. No sitting fees payable to the committee members.

Pursuant to Regulation 40(9) of the Listing Regulations with the stock exchanges, the Company obtains a Certificate from a Practicing Company Secretary on half yearly basis, for due compliance of share transfer formalities. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, a certificate has also been obtained from a Practicing Company Secretary for timely dematerialization of the shares of the Company and for conducting Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company. The Company files copy of these certificates with the stock exchanges as required under the SEBI Listing Regulations.

### **3. Risk Management**

A detailed review of business risks and the Company's plan to mitigate them is presented to the Audit Committee and Board. The Company has been taking steps to mitigate foreseeable business risks. Business risk evaluation and management is an ongoing and continuous process within the Company and regularly updated to the Audit Committee and Board.

The Company has formulated a Risk Assessment & Management Policy, duly reviewed by the Audit Committee, establishing the philosophy of the Company towards risk identification, analysis and prioritization of risks, development of risk mitigation plans and reporting to the Board periodically. The Policy would be applicable to all the functions and departments of the Company. The Risk Assessment & Management Policy would be implemented through the establishment of the Risk Management Committee accountable to the Board of Directors. The Committee shall include the Managing Director ('MD'), Jt. Managing Director ('JMD'), Chief Financial Officer, internal auditor of the Company and such other members as included by the Board/MD. The MD will be the Chairman of the Committee.

### **4. Code of Conduct**

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence. A copy of the Code has been put on the Company's website ([www.mrtglobal.com](http://www.mrtglobal.com)). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually. A declaration signed by the Company's Chairman and Managing Director is published in this Report.

### **5. Green Initiatives**

Pursuant to the Companies (Accounts) Rules, 2014 and as a measure of promoting Green Initiatives, the Company proposes to send the financial statements for the year ended March 31, 2018 and Notice of 27th Annual General Meeting by electronic mode to the members whose email ids are registered with the Depository Participant(s) / Company for communication purposes. For Members who have not registered their email address, physical copies will be sent in the permitted mode.

**Members who have not registered their email ids with the Company are requested to register the same by sending an email to [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net) and also update the same with the Depository Participants.**

The Company seeks your support in promoting the Green Initiatives, as it is designed to protect our fragile environment.

### **6. Unclaimed Dividend/ Shares**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The details of unclaimed/ unpaid dividend are available on the website of the Company viz. [www.mrtglobal.com](http://www.mrtglobal.com)



**7. Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years**

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF authority.

The Company has sent out individual communication to the concerned Members whose shares are liable to be transferred to IEPFA on November 13, 2017, to take immediate action in the matter. As required under the IEPF Rules, the Company has also published a Notice informing the Members' who have not claimed their shares for a period of 7 years to claim the same from the Company before they are transferred to IEPFA.

**8. Disclosures:**

- Details of related party transactions are furnished in the Financial Statements None of Transactions with any of the related parties were in conflict with the interest of the company.
- No strictures or penalties have been imposed on the company by the Stock Exchange or SEBI or any statutory authority on any matters related to capital market during the last three years.
- The Company has adopted a Code of Conduct for Prevention of Insider Trading ("The Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992 with effect from October 1, 2002. The Securities and Exchange Board of India (SEBI) has over the years introduced various amendments to the Insider Trading Regulation of 1992 which ordain new action steps by corporate and other market intermediaries for the purpose of prevention of Insider Trading. The Code is amended from time to time reflecting the changes brought in by SEBI in the Insider Trading Regulations.
- As per Section 177 of The Companies Act 2013 and Regulation 22 of the LODR, Regulation 2015, the company has adopted whistle Blower / Vigil Mechanism which includes concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. The said policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the higher levels of supervisors including the Audit Committee.
- The Board has adopted Code of Conduct for its Designated Persons. Designated Persons mean Directors and Officers in Management Cadre - functional heads and above. The Company has for the period ended March 31, 2018, received from all Designated Persons, a declaration of compliance with the code. A certificate from the Managing Director, to this effect forms part of this Report.
- The Company follows the Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of the financial statements, the Company has not adopted a treatment different from that prescribed by any Accounting Standard.
- The Company has complied with all mandatory requirements and compliances time to time as required by various authorities and prescribed under various Laws and Regulations. The adoption of non-mandatory requirements has been dealt with further on in this Report.
- 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.
- Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**9. Compliance**

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable, with regard to Corporate Governance.

**10. Means of Communication to Shareholders**

- (i) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Gujarati) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- (iii) The Company's financial results and official press releases are displayed on the Company's Website [www.mrtglobal.com](http://www.mrtglobal.com)
- (iv) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- (v) A separate dedicated section under "Investors Relation", on the Company's website gives information on unclaimed dividends, shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors / public.
- (vi) SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.
- (vii) The Company has designated the email id [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net) exclusively for investor relation and the same is prominently displayed on the Company's website [www.mrtglobal.com](http://www.mrtglobal.com)

**11. General Body Meeting:**

The last three Annual General Meetings of the Company were held on the following locations, dates & times:

Year	Location	Day & Date	Time	Special Resolutions passed
2016-17	Lions Hall, Nr. Nalanda Hotel, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006	Wednesday 27.09.2017	11.30 AM	No. Special Resolution passed in the meeting
2015-16	Lions Hall, Nr. Nalanda Hotel, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006	Thursday 29.09.2016	11.30 AM	1. To consider Related Party Transaction 2. Approval for keeping and maintaining the Registers, Returns etc. at a place, other than the Registered Office of the Company.
2014-15	Lions Hall, Nr. Nalanda Hotel, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006	Wednesday 30.09.2015	11.00 AM	1. To approve Consolidation of Share Capital of the Company. 2. To alter Clause V of Memorandum of Association.

**Postal Ballot:**

The Company has not passed any resolution through postal ballot during the years under reference. None of the resolutions proposed for the ensuing Annual General Meeting need to be passed through Postal Ballot.

**12. General Shareholder information**

Annual General meeting to be held on	:	28th September 2018, Friday at 11.30 a.m.
Place of the meeting	:	Lions Hall, Nr. Nalanda Hotel, Mithakhali Six Road, Ellisbridge, Ahmedabad – 380 006
Tentative Financial Calendar	:	1 <sup>st</sup> April 2018 to 31 <sup>st</sup> March 2019
<b>Financial Results</b>		
* First Quarter Results	:	By 14 <sup>th</sup> August, 2018
*Half Yearly Results	:	By 14 <sup>th</sup> November 2018
*Third Quarter Results	:	By 14 <sup>th</sup> February 2018
*Annual Results	:	Within 60 days from 31 <sup>st</sup> March, 2019
Book Closure Date	:	From 22 <sup>nd</sup> September, 2018 to 28 <sup>th</sup> , September, 2018 (both days inclusive)
Dividend Payment date	:	N.A.
<b>Listing at Stock Exchanges:</b>		
Name of Stock Exchange	:	BSE Limited
Stock Code	:	514450
ISIN NO. (dematerialized Shares)	:	INE112D01035
Corporate Identity Number (CIN)	:	L25190GJ1991PLC016327

The Company has already paid listing fees for the year 2017-18 to all the Stock Exchanges, where listed.

**Market Price Data:**  
(as per BSE)

Month	Highest Rate (₹.)	Lowest Rate (₹.)
April, 2017	70.70	45.00
May, 2017	64.90	51.50
June, 2017	68.00	50.20
July, 2017	59.70	52.25
August, 2017	55.35	45.50
September, 2017	58.60	45.80
October, 2017	63.90	48.00
November, 2017	62.00	51.00
December, 2017	60.70	46.65
January, 2018	61.40	50.35
February, 2018	58.70	48.05
March, 2018	53.55	46.00

**REGISTRAR AND TRANSFER AGENTS**

**Physical Mode:**

**Link Intime India Private Limited (unit Mahalaxmi Rubtech Limited)**

506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near XT Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad – 380006. Tel No.: 079 – 2646 5186, Fax No.: 079 – 2646 5179, Email: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

**Depository Mode:**

For National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL):

- |   |  |
|---|--|
| <p><b>1. Link Intime India Private Limited (Registered Office)</b><br/>C-101, 247, Park, L. B. S. Marg,<br/>Vikhroli (West), Mumbai - 400083.<br/>Tel No.: 022 - 49186270, Fax No.: 022 - 4918 6060<br/>Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a></p> | <p><b>2. Link Intime India Private Limited (Investor Relations Centre)</b><br/>506-508, Amarnath Business Centre-1, (ABC-1),<br/>Besides Gala Business Centre,<br/>Near XT Xavier's College Corner, Off C G Road,<br/>Ellisbridge, Ahmedabad - 380006.<br/>Tel No.: 079 - 2646 5186, Fax No.: 079 - 2646 5179,<br/>Email: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a></p> |
|---|--|

**Share Transfer System:**

The transfer of shares in physical form is processed and completed by Registrar and Transfer Agent within a due time from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/ CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

The Shareholders/Investors are requested to send share transfer related documents directly to our RTA whose address is given at the beginning of this section.

	No. of Shares		Shareholders		No. of Share held	
			Number	Total in %	Numbers	Total in %
<b>Distribution of Share holding:</b>  (As on 31 <sup>st</sup> March 2018)	1	- 500	4578	84.98	534620	4.66
	501	- 1000	301	5.59	236756	2.06
	1001	- 2000	190	3.53	283088	2.47
	2001	- 3000	76	1.41	192318	1.68
	3001	- 4000	49	0.91	175120	1.53
	4001	- 5000	46	0.85	209272	1.82
	5001	- 10000	58	1.08	405619	3.54
	10001	& ABOVE	89	1.65	9433482	82.24
<b>Total</b>			5387	100.00	11470275	100.00
<b>Shareholding Pattern:</b>  (As on 31 <sup>st</sup> March 2018)	<b>Category</b>		<b>No. of Shares held</b>		<b>% to the Shareholding</b>	
	Promoters & Associates		7685223		67.00%	
	Bodies Corporate		615551		5.37%	
	Non-Resident Indians		30654		0.27%	
	Banks & Mutual Funds		7900		0.07%	
	Public		3130947		27.29%	
<b>TOTAL</b>			<b>11470275</b>		<b>100.00</b>	

**Dematerialization of Share and liquidity:**

The trading of Equity shares of the Company in all categories is Compulsory in Demat mode with effect from 23.03.2001. As on 31<sup>st</sup> March, 2018, 99.24% Shares have been dematerialized.

**Outstanding GDRs / ADRs / Warrants or any Convertible:**

1850000 Warrants outstanding at the end of the financial year ended March 31, 2018 pursuant to allotment made on preferential basis to promoter and promoter group of the Company, as approved by the shareholders of the Company in their meeting held on November 21, 2016.

Shareholders who have not yet encashed their dividend warrants for the year 2011 -12 may approach the Company for revalidation / issue of duplicate dividend warrant.

**PLANT LOCATION:**

**Factory:**

- (1) Uma Industrial Estate, Phase III, Village Vasana (Iyava), Tal. Sanand, Dist. Ahmedabad, Tel: 02717-284309 - 10 Fax: 02717-284152
- (2) Mahalaxmi Fabric Mills (A Unit of Mahalaxmi Rubtech Ltd.) Isanpur Road, Nr. Narol Char Rasta, Narol, Ahmedabad 382 405. Tel: 079-25731831 - 34 Fax: 079-25731814

**ADDRESS FOR CORRESPONDENCE:**

**Registered Office:**

47, New Cloth Market, Ahmedabad - 380 002.  
Tel No: 079-22160776  
E-mail: [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net)

**Corporate office:**

YSL avenue, opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad - 380 015.  
Tel: 079- 4000 8000 / Fax: 079-4000 8030



**COMPLIANCE CERTIFICATE:**

[Regulation 17(8) of SEBI (Listing and Disclosure Requirements, 2015)]

The Managing Director and CFO have certified to the Board that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31-03-2018 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) we have indicated to the auditors and the Audit Committee
  - i) Significant changes in internal control during the year.
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.
  - iii) Instances of significant fraud of which we have become aware if any and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Place: Ahmedabad  
Date: May 30, 2018

**For Mahalaxmi Rubtech Limited**

**Rahul J. Parekh**      **Rajendra R. Mehta**  
Managing Director      Chief Financial Officer

**Declaration by the Managing Director Regarding Compliance with the Code of Conduct**

In accordance with the provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, I hereby confirm that, Board Members and Senior Management Personnel of the Company have confirmed compliance with the Code of Conduct of Board of Directors and Senior Management, as applicable to them, for the period ended 31<sup>st</sup> March, 2018  
For the purpose of this declaration, Designated Persons mean Directors and Officers in Management Cadre and above.

On behalf of the Board of Directors,

Place: Ahmedabad  
Date: May 30, 2018

**Rahul J. Parekh**  
Managing Director

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the Members of Mahalaxmi Rubtech Limited

We have examined the compliance of conditions of Corporate Governance by Mahalaxmi Rubtech Limited ("the Company"), for the year ended on 31st March 2018, as specified in Chapter IV and Schedule V of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and Regulations.

We state that in respect of investor grievances received during the year ended March 31, 2018, no investor grievances are pending against the Company as per records maintained by the Company and presented to the Stakeholders Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, P C Bothra & CO.**  
Chartered Accountants  
Firm Registration No. 306034E

Place: Ahmedabad  
Date: 30th May, 2018

Pawan K. Bothra  
Partner  
Membership No. 400385