



CORPORATE GOVERNANCE

Report on the implementation of the Corporate Governance is furnished below:

1. 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.

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 per clause 49 of the Listing Agreement with the Stock Exchange.

2. 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 6 Board Meetings were held on 30.05.2013, 12.08.2013, 30.09.2013, 12.11.2013, 28.12.2013 and 12.02.2014. 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 28.09.2013	No. of other Directorships	Committee	
					Membership **	Chairmanship **
Jeetmal B. Parekh (DIN 00512415)	NED-P	6	YES	*4	2	0
Rahul J. Parekh (DIN 00500328)	MD	6	YES	*6	1	1
Anand J. Parekh (DIN 00500384)	JT. MD	6	YES	*3	3	0
Nikhil K. Parikh (DIN 00500216)	NED-I	4	NO	NIL	1	1
Nehal M. Shah (DIN 00020062)	NED-I	5	NO	*7	1	1
Malav J. Ajmera (DIN 02441549)	NED-I	5	YES	1	1	1

* All Private Limited Company

** As required by Clause 49 of the Listing Agreement, the disclosure includes memberships / chairmanships of audit committee, Remuneration Committee, Share Transfer Committee and investors' grievance 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) Shri Jeetmal B. Parekh is a Non-Executive Chairman, Shri Rahul J. Parekh and Shri Anand J. Parekh are Managing Directors, Shri Nikhil K. Parikh, Shri Nehal M. Shah & Shri Malav J. Ajmera are Non Executive Directors (Independent).

3. Audit Committee:

1. Composition and Terms of Reference:

As on 31.03.2014 your Company's Audit Committee consisted of Shri Malav J. Ajmera -Chairman of the Audit Committee, Shri Anand J. Parekh and Shri Nikhil K. Parikh. All members of the Audit Committee have Financial, Accounting and Management expertise. The Chairman of the Audit Committee has attended Annual General Meeting held on 28.09.2013.

During the year 4 committee meetings held on 28.05.2013, 12.08.2013, 12.11.2013 and 12.02.2014 the attendance of members at the meetings were as follows:

Name of Member	Status	No. of Meetings Attended
Malav J. Ajmera	Chairman	4
Nikhil K. Parikh	Member	4
Anand J. Parekh	Member	4

The terms of reference of the Audit Committee cover the matters specified for Audit Committees under Clause 49 of the Listing Agreement with the Stock Exchanges and also as required under Section 292A of the Companies Act, 1956.

The Chief Financial Officer, along with the Statutory Auditors, Internal Auditors and the Cost Auditor of the Company are invited to the Meetings of the Audit Committee to recommend the appointment of Statutory Auditors, Cost Auditor and fixation of the audit fees and other payments after compliance of relevant clause of listing agreement.

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

In accordance with Section 177(1) of the Companies Act, 2013 and as per requirements of SEBI Circular dated April 17, 2014 for amendment of Equity Listing Agreement (which is effective from October 1, 2014) the Board of Directors of the Company at their Meeting held on May 30, 2014, have approved new terms of reference for the Audit Committee and thereupon the revised terms of reference of the Audit committee are in conformity with the requirements of Clause 49(III)(D) of the revised Listing Agreement and Section 177(1) of the Companies Act, 2013. Further the Audit Committee have been granted powers as prescribed under Clause 49 (III)(C) of the Listing Agreement.

4. Remuneration Committee (Rename as 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 Clause 49 of the Listing Agreement with the Stock Exchanges.

The committee comprises of 3 Non-Executive directors, Mr. Nikhil K. Parikh as Chairman and Mr. Jeetmal B. Parekh, Mr. Malav J. Ajmera as members.

In accordance with Section 178 of the Companies Act, 2013 and as per the requirements of SEBI Circular date April 17, 2014 for amendment to Equity Listing Agreement (which is effective from October 1, 2014), the Board of Directors of the Company at their meeting held on May 30, 2014, have approved the revision of terms and rename as Nomination and Remuneration Committee.

During the year under review, the committee met on 22.05.2013 where all members were present in the meeting.

Details of Remuneration for the year 2013-2014 paid to the Directors are as follows:

Remuneration for the year 2013-14 to Shri Rahul J. Parekh, Managing Director:-

- i. Basic Salary Rs.: 12,00,000/-, (Rupees Twelve Lacs only), Perquisites: 32,400/- (Rupees Thirty two Thousand Four Hundred Only)

Remuneration for the year 2013-14 to Shri Anand J. Parekh, Jt. Managing Director:-

- ii. Basic Salary Rs: 12,00,000/- (Rupees Twelve Lacs only), Perquisites: 32400/- (Rupees Thirty two thousand four hundred only)

The other information of Directors are as under:

Name	Age	Designation	Date of Appointment	Nature of	Shares held
Jeetmal B. Parekh	71	Chairman	27.08.1993	-----	9628560
Rahul J. Parekh	42	Managing Director	05.07.1995	As Per terms of Appointment	8511190
Anand J. Parekh	38	Jt. Managing Director	19.11.2008	As Per terms of Appointment	7511220
Nikhil K. Parikh	42	Director	31.03.2003	-----	NIL
Nehal M. Shah	42	Director	30.03.2005	-----	NIL
Malav J. Ajmera	37	Director	19.11.2008	-----	NIL

The company does not pay any remuneration for attending the Board / Committee Meeting to Non-executive directors.

There is no pecuniary relationship or transaction of the company with any non-executive directors.



5. Share Transfer Committee:

The board has delegated the power of approving transfer of shares to a committee of Three directors , committee met 8 times during the year and approved the transfer of shares lodged with the company and no transfer were pending as on 31-03-2014.

6. Shareholders / Investors Grievance Committee : (Rename as Stakeholder's Relationship Committee)

Terms of Reference

To specifically look into redressal of 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 shareholders' Grievance Committee comprise of Non-Executive director (independent), and two Executive Directors. The committee met five times during the year on 19.04.2013, 05.07.2013, 30.09.2013 and 11.11.2013 and 08.02.2014 all the members of committee attended the meeting.

In accordance with Section 178(5) of the Companies Act, 2013 and as per the requirements of SEBI Circular dated April,2014 for amendment to Equity Listing Agreement (which is effective from October 1,2014), the Board of Directors of the Company at their meeting held on May 30,2014, have approved the revision of terms and rename as Stakeholder Relationship Committee.

Members:

Shri Nehal M. Shah - Chairman

Shri Rahul J. Parekh - Member

Shri Anand J. Parekh - Member

Shri Japan Shah, Company Secretary is a Compliance Officer.

During the year company has received 6 complaints, which were resolved on time and no complaint remains pending at year end. The status of complaints is periodically reported to the Committee and Board of Directors in their meetings.

7. Disclosures:

- Details of related party transactions are furnished in Note No.33 of 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 India (SEBI) has over the years introduced various amendments to the Insider Trading Regulation of 1992 which ordain new action steps by corporates 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 2103 and clause 49 (ii)F of Listing agreement, 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 or Ethics Policy. 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 including a Business Ethics Policy 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, 2014, 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 of Clause 49 of the Listing Agreements with Stock Exchanges. The adoption of non-mandatory requirements has been dealt with further on in this Report.



8. CEO/CFO CERTIFICATION:

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 31-03-2014 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 our 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.

For **Mahalaxmi Rubtech Limited**

Place: Ahmedabad
Date: May 30, 2014

Rahul J. Parekh
Managing Director

Rajendra R. Mehta
Chief Financial Officer

9. Management Discussion and Analysis Report :

The Management Discussion and Analysis Report forms a part of the Annual Report.

10. Means of Communication:

• **Financial Results :**

The Quarterly & Half Yearly results are published in Indian Express English and Financial Express Gujarati Edition. The Company's financial results and shareholding pattern are also displayed in the Company's website www.mrtglobal.com. These are made available to members on request.

11. General Body Meeting:

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

Year	Location	Date	Time	No. of Special Resolutions passed
2012-2013	Lions Hall, Nr. Nalanda Hotel, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006	28.09.2013	12.30 PM	2
2011-2012	Lions Hall, Nr. Nalanda Hotel, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006	28.09.2012	10.30 AM	2
2010-2011	Lions Hall, Nr. Nalanda Hotel, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380 006	29.09.2011	12.30 PM	0

Special Resolution:

1. Special Resolution passed under provisions of Section 198,309,310 and 311 read with Schedule XIII and other applicable provision, if any, of the Companies Act, 1956 for re- appointment of Mr.Anand J.Parekh,Jt Managing Director of the Company at the 22nd Annual General Meeting held on 28th September, 2013.



2. Increase in remuneration of Mr.Rajendra R.Mehta as Group President & CFO w.e.f 01-10-2013 at the 22nd Annual General Meeting held on 28th September,2013.

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. The Particulars of Directors who are proposed to be appointed/reappointed are given below:

Sr. No.	Name	Age	Occupation	Qualification	Expertise	Name of the companies in which Director	Name of The Committee in which Chairman or Member
1	Jeetmal B. Parekh	71	Business	Graduate	Having a vast Experience as Director in Management of Company	Heena Agriculture Pvt Ltd, Anand Chem Industries Pvt Ltd, Mahalaxmi Calchem Pvt Ltd, Rainbow Exports Pvt Ltd	Member of the Share Transfer Committee and Nomination & Remuneration
2	Malav J. Ajmera	37	Business	Chartered Accountant	Having rich experience in the field of Finance, Accounting, Taxation and Corporate Restructuring	Corporate Catalyst Pvt Ltd	Chairman of the Audit Committee, Member of Nomination & Remuneration Committee
3	Nikhil K. Parikh	42	Business	M.B.A.	Master of Business Administration in Finance. He has rich experience in the field of Finance, Accounting and Budgeting.	NIL	Chairman of Nomination & Remuneration Committee and Member of Audit committee
4	Nehal M. Shah	42	Business	M.B.A.	Having Master of Business Administration in International Finance. He has rich experience at international level. He also posses expertise knowledge in Finance and accounting.	GCCL Infrastructure & Projects Ltd, Abhigam Realty Pvt Ltd, Foliage Real Estate Developers Pvt Ltd, Final Touch Beauty & Healthcare Pvt Ltd, Atmiya Developers Pvt Ltd, Atmiya Affordable Housing Pvt Ltd, Abhijay Infrastructure Pvt Ltd	Chairman of the Stake Holder's Relationship Committee and Member of Audit committee in GCCL Infrastructure & Projects Ltd

General Shareholder information

Annual General meeting to be held on	:	29 th September 2014, Monday At 12.30 p.m.
Place of the meeting	:	Lions Hall, Nr. Nalanda Hotel, Mithakhali Six Road, Ellisbridge, Ahmedabad 380 006
Tentative Financial Calendar	:	1 st April 2014 to 31 st March 2015
Financial Results		
* First Quarter Results	:	By 14 th August, 2014
*Half Yearly Results	:	By 14 th November 2014
*Third Quarter Results	:	By 14 th February 2015
*Annual Results	:	Within 60 days. March, 2015
Book Closure Date	:	From 20 th , September, 2014 to 29 th , September, 2014 (both days inclusive)
Dividend Payment date	:	N.A.
Listing at Stock Exchanges:		
Name of Stock Exchange	:	Stock Code
Bombay Stock Exchange Limited	:	514450
ISIN NO. (dematerialized Shares)	:	INE112D01027
Corporate Identity Number (CIN)	:	L25190GJ1991PLC016327



The Company has already paid listing fees for the year 2013-14 to all the Stock Exchanges, where listed.

Market Price Data:
(as per BSE)

Month	Highest Rate (Rs.)	Lowest Rate (Rs.)
April, 2013	3.49	2.66
May, 2013	3.32	2.45
June, 2013	3.50	2.71
July, 2013	3.50	2.60
August, 2013	3.54	2.42
September, 2013	3.35	2.60
October, 2013	3.80	2.45
November, 2013	3.00	2.32
December, 2013	3.58	2.25
January, 2014	4.15	3.18
February, 2014	3.35	2.58
March, 2014	3.00	2.52

REGISTRAR AND TRANSFER AGENTS

Physical Mode:

Sharepro Services (India) Pvt. Ltd.
416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram, Ellisbridge, AHMEDABD-380006
Tel Nos.079 26582381 to 84 Fax No 079 26582385 Email : sharepro.ahmedabad@shareproservices.com

Depository Mode:

1. *For National Securities Depository Ltd. (NSDL)*

Sharepro Services (India) Pvt. Ltd.
416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram, Ellisbridge, AHMEDABD-380006
Tel Nos.079 26582381 to 84 Fax No 079 26582385
Email : sharepro.ahmedabad@shareproservices.com

2. *For Central Depository Services (India) Ltd. (CDSL)*

Sharepro Services (India) Pvt. Ltd.
416-420, 4th Floor, Devnandan Mall, Opp. Sanyash Ashram, Ellisbridge, AHMEDABD-380006
Tel Nos.079 26582381 to 84 Fax No 079 26582385
Email : sharepro.ahmedabad@shareproservices.com

Share Transfer System:

The Company's Shares are traded in the Stock Exchanges compulsorily in demat mode. Share in physical mode which are lodged for transfer are processed and subject to exercise of option under compulsory transfer-cum-demat procedures, Shares Certificates are either dematted or returned within the time prescribed by the authorities.

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.

Distribution of Share holding:
(as on 31st March 2014)

No. of Shares	Shareholders		No. of Share held	
	Number	Total in %	Numbers	Total in %
1 - 500	2681	37.81	641167	0.73
501 - 1000	1030	14.53	919693	1.04
1001 - 2000	1752	24.71	2462396	2.79
2001 - 3000	441	6.22	1147672	1.30
3001 - 4000	172	2.43	631562	0.72
4001 - 5000	189	2.66	915150	1.04
5001 - 10000	323	4.56	2484976	2.82
10000 - AND ABOVE	502	7.08	79000134	89.57
Total	7090	100	88202750	100

Shareholding Pattern:
(As on 31st March, 2014)

Category	No. of Shares held	% to the Shareholding
Promoters & Associates	48514690	55.00
Bodies Corporate	10009941	11.35
Non Resident Indians	277800	0.31
Banks & Mutual Funds	79000	0.09
Public	29321319	33.25
TOTAL	88202750	100.00



Dematerialisation of Share and liquidity:

The trading of Equity shares of the Company in all category is Compulsory in demat mode with effect from 23.03.2001. As on 31st March, 2014, 98.33% Shares have been dematerialized.

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion date and likely impact on equity : NIL

Shareholders who have not yet encased their dividend warrants for the year 2006-07, 2007-08, 2008-09, 2009-10, 2010-11 and 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: japan@mahalaxmigroup.net

Corporate office:

507, Chanakya, Near Dinesh Hall,
Ashram Road, Ahmedabad-380 009.
Tel: 079-26575616, 079-26582552 **Fax:** 079-26583552

Declaration by the Managing Director under Clause 49 of the Listing Agreement Regarding Compliance with the Code of Conduct

In accordance with Clause 49 (I) (D) of the Listing Agreement with the Stock Exchanges , I hereby confirm that , all Designated Persons of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the period ended 31st March, 2014.

For the purpose of this declaration, Designated Persons mean Directors and Officers in Management Cadre and above.

Place: Ahmedabad
Date: May 30, 2014

On behalf of the Board of Directors,

Rahul J. Parekh
Managing Director

COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

To the Members of Mahalaxmi Rubtech Limited

We have examined the compliance of conditions of Corporate Governance by Mahalaxmi Rubtech Limited, for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

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 Clause 49 of the above mentioned listing Agreement.

We state that in respect of investor grievances received during the year ended March 31, 2014, 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 **BHANWAR JAIN & CO.**
Chartered Accountants.

(B. M. Jain)

Partner

Ahmedabad: 30th May, 2014.