

**CIN: L25190GJ1991PLC016327**

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**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of “Mahalaxmi Rubtech Limited” will be held at “Lions Hall”, Nr. Nalanda Hotel, Mithakhali Six Road, Ellisbridge, Ahmedabad- 380 006 on Thursday, September 29, 2016 at 11.30 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive consider and if approved, adopt the Audited Balance Sheet as at March 31, 2016 and Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Shri Rahul Jeetmal Parekh (DIN: 00500328), who retire by rotation at this AGM and being eligible offers himself for re-appointment.

**3. TO APPOINT STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION**

To consider and, if thought fit, to pass with or without modification, the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Bhanwar Jain & Co, Chartered Accountants, Firm Registration No 117340W, be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM at such remuneration plus applicable service tax and out of pocket expenses incurred by them for the purpose of audit of the company as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:****4. TO APPOINT MRS. SANGITA SINGHI (DIN 06999605) AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of section 149, 152, Schedule VI and other applicable provisions of the Companies Act, 2013 and the rule made thereunder, Smt. Sangita Singhi (DIN:06999605), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 31, 2016 and who hold the office till the date of the AGM, in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received the notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Smt. Sangita S. Singhi as a candidate for the office of a Director of a Company, be and is hereby appointed as an independent director of the Company to hold office for a period of 5 (five) consecutive years, up to conclusion of 30th AGM of the Company, not liable to retire by rotation.

**RESOLVED FURTHER** that board of directors of the company be and is hereby authorized to do all such acts and take such actions as may be necessary, expedient and proper to give effect to this resolution.”

**5. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS, M/S DALWADI & ASSOCIATES**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Dalwadi & Associates, Cost Accountants (Firm Registration Number - 000338), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 at the remuneration of ₹ 70,000/- (Rupees Seventy Thousand Only) plus service tax and out of pocket expenses, if any, incurred during the course of above audit.”

**6. TO CONSIDER REVISION IN REMUNERATION OF MR. RAHUL J. PAREKH, MANAGING DIRECTOR.**

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

“**RESOLVED** that in partial modification of resolution passed at the twenty-first Annual General Meeting of the Company held on September 28, 2012 and subject to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for increase in the remuneration of Mr. Rahul J. Parekh (DIN: 00500328) as Managing Director of the Company, by way of change in the existing remuneration payable to Mr. Rahul J. Parekh with effect from April 1, 2016 for the remaining tenure of his office, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the Central Government or such other competent authority.

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration excluding commission amount payable on profits

earned as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any required.

**RESOLVED FURTHER** that the Board and the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**7. TO CONSIDER REVISION IN REMUNERATION OF MR. ANAND J. PAREKH, JOINT MANAGING DIRECTOR.**

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

“**RESOLVED** that in partial modification of resolution passed at the twenty-first Annual General Meeting of the Company held on September 28, 2013 and subject to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for increase in the remuneration of Mr. Anand J. Parekh (DIN: 00500384) as Joint Managing Director of the Company, by way of change in the existing remuneration payable to Mr. Anand J. Parekh with effect from April 1, 2016 for the remaining tenure of his office, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and / or as approved by the Central Government or such other competent authority.

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Joint Managing Director, the above remuneration excluding commission amount payable on profits earned as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

**RESOLVED FURTHER** that the Board and the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**8. TO CONSIDER THE RELATED PARTY TRANSACTIONS**

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules Under Companies ( Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (Including any amendment, modification or re-enactment thereof), and pursuant to the consent of the Audit Committee and the Board of Directors vide resolution passed in their respective meetings held on 27<sup>th</sup> May, 2016, the consent of the members of the Company be and is hereby accorded to the proposed transactions between the Company and related entities Mahalaxmi Calchem Private Limited, Anand Chem Industries Private Limited, Mahalaxmi Exports, Shah Jeetmal Champalal and Rahul Textile for entering into contract or arrangement with the related parties as defined under the Act and the Rules made thereunder, as per details and on terms & conditions as set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**9. APPROVAL FOR KEEPING AND MAINTAINING THE REGISTERS, RETURNS ETC. AT A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members, and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Corporate Office of the Company viz. ‘YSL Avenue’, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380015, or its any other office or place within the Ahmedabad city, instead of the Registered Office of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.

**RESOLVED FURTHER THAT** the Registers, Indices, Returns, Books, Certificates and Documents of the Company required to be maintained and kept open for inspection by the Members and/or any person entitled thereto under the Act, be kept open for inspection, at the place where they are kept, to the extent, in the manner and on payment of the fees, if any, specified in the Act between the working hours on any working day (excluding Saturday) and except when the registers and books are closed under the provisions of the Act or the Articles of Association of the Company.”

By order of the Board of Directors  
For **Mahalaxmi Rubtech Limited**  
Shailesh P. Koshti  
(Company Secretary)

Place: Ahmedabad

Date: August 10, 2016

## NOTES

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him / her and the proxy need not be a member of the Company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of meeting. A proxy form is sent herewith.

2. The Register of Members and Transfer Book of the Company will remain closed from Friday the 23<sup>rd</sup> day of September, 2016 to Thursday the 29<sup>th</sup> day of September, 2016 (both days inclusive) for the purpose of 25<sup>th</sup> Annual General Meeting.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.

4. Members are reminded to send their dividend warrants, which have not been encashed, to the Company for revalidation. As per the provisions of the Section 124(6) of the Companies Act, 2013, unclaimed dividend is liable to be transferred to the Investor Education and Protection Fund of the Central Government after the expiry of seven years from the date they become due for payment. As per the Section 124 of the Companies Act, 2013, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF). Accordingly unpaid dividend for the FY 2007-08 has also been transferred to the IEPF.

5. Electronic copy of the Annual Report for FY 2015-16 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a Physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2015-16 are being sent through the permitted mode. Members may also note that the Notice of 25<sup>th</sup> Annual General Meeting and Annual Report for 2015-16 will also be available on the Company's website [www.mrtglobal.com](http://www.mrtglobal.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office and Administrative Office in Ahmedabad.

6. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, Power of Attorney, change of address/name, Income Tax Permanent Account Number (PAN) etc. to their Depository Participant only. Changes intimated to the Depository Participants will be automatically reflected on the Company's record which will help the Company and its Registrar and Transfer Agent to provide efficient & better services.

Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA Link Intime India Private Limited. In respect with shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

7. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the Meeting, Replies will be provided in respect of such queries received in writing, only at the Meeting.

8. A Member or his Proxy is required to bring a copy of the Annual Report to the Meeting as extra copies will not be distributed.

9. Members/ Proxies should bring the Attendance Slip sent herewith duly filled in and Photo ID proof for attending the Meeting.

10. The Company had on September 23, 2010, sub-divided each Equity Share of the face value of ₹ 10/- each into ten Equity Shares of the face value of ₹ 1/- each. Subsequently, on November 6, 2015, the Company has consolidated 10 Equity Share of the face value of ₹ 1/- each into 1 Equity Shares of the face value of ₹ 10/- each. The Company has in the past sent reminders to those Shareholders who have not claimed new certificates for consolidated Shares of the face value of ₹ 10/- each. Shareholders who have not so far surrendered their old certificates in exchange for new certificates for consolidated Shares of the face value of ₹ 10/- each, are requested to do so immediately.

11. In compliance with the Security and Exchange Board of India (SEBI) circular dated 7<sup>th</sup> January, 2010 it is mandatory for Members holding shares in Physical form to furnish a copy of PAN in the following cases (a) Deletion of name of deceased shareholders(s), where the shares are held in the name of two or more shareholders (b) Transmission of shares to the legal heir(s), where the deceased shareholder was the sole holder of shares (c) Transposition of shares when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.

12. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM). The business shall be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 25<sup>th</sup> Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

- A. **The instructions for members for voting electronically are as under:-In case of members receiving e-mail:**

- (i) The voting period begins on 26<sup>th</sup> September, 2016 at 10:00 a.m. and ends on 28<sup>th</sup> September, 2016 at 5:00 p.m. 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 22<sup>nd</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker or Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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"> <li>• 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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 resolutions 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Mahalaxmi Rubtech Limited.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.



- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- B. Please follow all steps from Sl. No. (ii) to (xix) to cast vote in case of members receiving the physical copy of Notice of Annual General Meeting [for members whose e-mail IDs are not registered with the Company / Depository Participant[s] or requesting physical copy].
- C. Results declared along with scrutinizer’s report shall be communicated to BSE thereafter placed on website of the Company. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- D. Hudda & Associates Company Secretaries LLP, Mr. Bunty Hudda (Partner) (Membership No.: A31507 and CP No.: 11560) Address : E-812, Titanium City Center, Nr. IOC Petrol Pump, Anandnagar-Prahladnagar Road, Satellite, Ahmedabad – 380015 has been appointed as scrutinizer to scrutinize e-voting process.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than forty eight hours from the conclusion of meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
- The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.mrtglobal.com](http://www.mrtglobal.com) and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.
- F. The Resolution shall deemed to be passed on the date of Annual General Meeting. Subject to Receipt of requisite number of votes.
- G. The voting right of shareholder shall be in proportion to their share of the paid up share capital of the company.
- H. Pursuant to Regulation 6 of SEBI (LODR) Regulation, 2015, the Company has created an exclusive E-mail. ID: [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net) for quick redressal of shareholders/investors grievances.
13. THE COMPANY IS HAVING DEPOSITORY ARRANGEMENT WITH NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL), AND CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) TO FACILITATE THE SHAREHOLDERS TO HOLD AND TRADE COMPANY’S EQUITY SHARES IN ELECTRONIC FORM. INTERESTED SHAREHOLDERS CAN AVAIL THIS FACILITY BY OPENING A BENEFICIARY ACCOUNT WITH DEPOSITORY PARTICIPANTS. FOR MORE DETAILS SHAREHOLDERS MAY CONTACT THE COMPANY’S DEPOSITORY TRANSFER AGENTS FOR NSDL AND CDSL, LINK INTIME INDIA PRIVATE LIMITED C-13, PANNALAL SILK MILLS COMPOUND, L.B.S. MARG, BHANDUP (WEST), MUMBAI - 400 078.

By order of the Board of Directors  
For **Mahalaxmi Rubtech Limited**

Place: Ahmedabad  
Date: August 10, 2016

Shailesh P. Koshti  
(Company Secretary)

**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4:**

The Board of Director at its meeting held on March 31, 2016 appointed Smt. Sangita S. Singhi as an Additional Director of the Company with effect from March 31, 2016, pursuant to section 161 of the Companies Act, 2013 read with article 77 of the Article of Association of the Company.

Pursuant to the provisions of the section 161 of the Companies Act, 2013, Smt. Sangita Singhi will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provision of section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 1 Lac proposing the candidature of Smt. Sangita Singhi for the office of Independent Director to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received from Mrs. Sangita Singhi, (i) consent in writing to act as director form DIR-2, pursuant to Rule 8 of Companies (Appointment and Qualification of Director) Rule, 2014, (ii) intimation in DIR 8 in terms of Companies (Appointment & Qualification of Director) Rule 2014, to the effect that she is not disqualified under Sub-section (2) of section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The Resolution seeks approval of the members for the appointment of Mr. Sangita Singhi as an independent director of the Company for a period of 5 (five) consecutive years, up to conclusion of 30th AGM of the Company, pursuant to section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

In the Opinion of the Board, Mrs. Sangita Singhi, the Independent Director proposed to be appointed, fulfill the conditions specified in the Companies Act, 2013 and Rules made thereunder and she is independent of the Management. The terms and conditions for appointment of Mrs. Sangita Singhi as an Independent Director of the Company shall be open for inspection by the members at the administrative / corporate office during normal business hours on any working day, excluding Saturday up to the date of AGM of the Company. Brief resume and other details of Ms. Sangita Singhi whose appointment is proposed are provided in the annexure to the Notice attached herewith.

No Director, Key Managerial Personnel or any of their relatives, except Mrs. Sangita Singhi, to whom the resolution relates, are interested or concerned in the above resolution.

The Shareholders' approval is solicited for the resolution at Item No. 4 of the accompanying Notice.

**Item No. 5:**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of Messrs. Dalwadi & Associates, Ahmedabad, to conduct the audit of the cost records of the Company for the Financial Year 2016-17.

In accordance with provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be fixed by the Members of the Company.

The Board is of the opinion that the fees quoted by Messrs. Dalwadi & Associates, Ahmedabad are reasonable and in line with the rates prevailing in the market for similar assignment.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 5 of the Notice, save and except as shareholder and to the extent of their shareholding in the Company.

The Shareholders' approval is solicited for the resolution at Item No. 5 of the accompanying Notice.

**Item No. 6 & 7:**

The Board of Directors in its meeting held on May 27, 2016 recommended by Nomination and Remuneration Committee, approved the payment of remuneration of ₹ 18,00,000/- plus perquisites as specified, per annum individually, to Mr. Rahul J. Parekh (DIN: 00500328) as Managing Director and Mr. Anand J. Parekh (DIN: 00500384), as Joint Managing Director of the Company, with effect from April 1, 2016, for the remaining tenure of their office, subject to the approval of the shareholders in the General Meeting.

Disclosure as required under Schedule XIII of the Companies Act, 1956 and Schedule V to the Companies Act, 2013 is given hereunder and Annexure to this Notice.

Mr. Rahul J. Parekh and Mr. Anand J. Parekh are the Promoter Directors of the Company. Mr. Rahul J. Parekh was first appointed on the Board of the Company in 1995 and Mr. Anand J. Parekh was first appointed on the Board on 2008. They are considered as a pioneer of expose MRT to export multiple products and business in diverse markets and environment. The remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director and Joint Managing Director of the Company.

Brief terms and condition of the revised remuneration of Mr. Rahul J. Parekh and Mr. Anand J. Parekh is as follows including allowances and perquisites.

Particulars	Mr. Rahul J. Parekh	Mr. Anand J. Parekh
1. Salary	₹.1,50,000 (Rupees One Lakh Fifty Thousand only) per month	₹.1,50,000 (Rupees One Lakh Fifty Thousand only) per month
2. PF Contribution	Contribution to Provident Fund shall be as per the rules of the Company	Contribution to Provident Fund shall be as per the rules of the Company
3. Gratuity	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.	Gratuity payable shall not exceed half a month's basic salary for each completed year of service.
4. Leave Travel Allowance	For self and family, once a year in accordance with Rules of the Company	For self and family, once a year in accordance with Rules of the Company
5. Car & Telephone	The Company will provide car with driver. The Cell phone and telephone facility at residence shall not considered as perquisites. Use of cell phone / telephone shall be reimbursed.	The Company will provide car with driver. The Cell phone and telephone facility at residence shall not considered as perquisites. Use of cell phone / telephone shall be reimbursed.
6. Personal Accident Insurance	For an amount, premium of which shall not exceed ₹ 20,000p.a./-	For an amount, premium of which shall not exceed ₹ 20,000p.a./-
7. Entertainment and other business	Entertainment, traveling and all other expenses incurred for the business of the Company shall be Expenses reimbursed as pr Rule of the Company.	Entertainment, traveling and all other expenses incurred for the business of the Company shall be Expenses reimbursed as pr Rule of the Company.
8. Club Fees	Membership Fees and expense of Two Club in India.	Membership Fees and expense of Two Club in India.
9. Gas/ Water / Electricity	Actual Expenditure (Incurred)	Actual Expenditure (Incurred)
10. Medical Expenses	Reimbursement of medical expenses and medical policy for self and family	Reimbursement of medical expenses and medical policy for self and family
11. Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior officer of the Company as Perquisites per Rules of the Company.	Any other allowances, benefits and perquisites admissible to the senior officer of the Company as Perquisites per Rules of the Company.

No other Director, Key Managerial Personnel, or their respective relatives except Mr. Jeetmal B. Parekh, Chairman, Mr. Rahul J. Parekh, Managing Director, Mr. Anand J. Parekh, Jt. Managing Director and their respective relatives, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 6 & 7 of the Notice, save and except as shareholder and to the extent of their shareholding in the Company.

The Shareholders' approval is solicited for the resolutions at Item No. 6 & 7 of the accompanying Notice.

**Item No. 8:**

Under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the Shareholders through resolution.

The Audit Committee and Board of Directors of the Company, at its meeting held on 27<sup>th</sup> May, 2016 has approved a proposal for entering into related party transactions with the related entities Mahalaxmi Calchem Private Limited, Anand Chem Industries Private Limited, Mahalaxmi Exports, Shah Jeetmal Champalal and Rahul Textile (mentioned in resolution No. 8), in which Directors or relatives of Directors or other related persons are interested. The nature of transactions, amount of transactions and other related information as envisaged under Companies (Meeting of Board and its powers) Rules, 2014 are furnished in below mentioned table.

All the proposed transactions with related parties will be carried out on prevailing market rate / conditions. Hence, it is considered as transactions carried out on arm's length basis.

<b>Nature of Contract / Transactions with Related Parties</b>	<b>Name and Nature of Relationship with Related Party</b>	<b>Maximum Value of the Contract / Transaction. (₹ in Crores Per Annum)</b>
To sale goods and articles and / or To get job work done for party and / or	M/s Mahalaxmi Exports (Associate concern)	125
To purchase goods and articles and / or To get job work done from party and / or	Anand Chem Industries Pvt. Ltd (Associate concern)	15
To avail services from party and / or To provide services to party.	Mahalaxmi Calchem Pvt. Ltd (Associate concern)	15
(Including sell, purchase or otherwise dispose / acquire property if any kind and / or Letting / Leasing of property of any kind.)	Shah Jeetmal Champalal (Associate concern)	15
	Rahul Textile (Associate concern)	1
DIRECTORS/KMPS/ Relatives of Directors and KMPS / Other Firms and Companies in Which all or any of the following namely Mr. Rahul J Parekh Mr. Anand J. Parekh, Mr. Jeetmal B. Parekh, Mr. Rajendra R. Mehta and their respective relatives are Interested as per the provisions of Section 2(76) of the Companies Act,2013.		

No other Director, Key Managerial Personnel, or their respective relatives except Mr. Jeetmal B. Parekh, Chairman, Mr. Rahul J. Parekh, Managing Director, Mr. Anand J. Parekh, Jt. Managing Director, Mr. Rajendra R. Mehta, Chief Financial Officer and their respective relatives, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 8 of the Notice, save and except as shareholder and to the extent of their shareholding in the Company.

The Shareholders' approval is solicited for the resolutions at Item No. 8 of the accompanying Notice.

**Item No. 9:**

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the Registered Office of the Company. However, these documents can be kept at any other place within the city, town or village in which the Registered Office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.

Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping and maintaining the afore-mentioned registers and documents at the Corporate Office of the Company viz. 'YSL Avenue', Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380015, or any other its office or place within the Ahmedabad city, instead of the Registered Office of the Company.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Gujarat, Ahmedabad, as required under the said Section 94 (1) of the Companies Act, 2013.

The Special Resolution also specifies the time of inspection of the books and documents of the Company by its Members, namely, during the working hours on any working day (excluding Saturday) and except when the registers and the books are closed under the provisions of the Act or Articles of Association of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution set out in Item No. 9 of this Notice, save and except as shareholder and to the extent of their shareholding in the Company.

The Shareholders' approval is solicited for the resolutions at Item No. 9 of the accompanying Notice.



**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY**

Name of the Director	Mr. Rahul J. Parekh	Mrs. Sangita S. Singhi
Director Identification Number (DIN)	00500328	06999605
Date of birth	27/04/1972	05/08/1970
Date of appointment	05/07/1995	31/03/2016
Qualification	MBA from USA	Bachelor of Commerce
Experience & Expertise in specific functional area	He 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 responsible for MRT's strategic financial matters, including corporate finance, corporate strategy, business development, risk management and overall affairs of the Company. Presently he is Managing Director of the Company.	She has a wide experience in Business Administration, Finance, Project Finance, Stock Broking and Mortgage Finance. She is also involved in the various assignments of project finance and stock broking advisor.
Shareholding in the Company as on 31.03.2016	851119 equity shares of ₹ 10/- each	Nil
Relationship with other Directors and KMPs of the Company	Son of Mr. Jeetmal B. Parekh (Chairman) Brother of Mr. Anand J. Parekh (Jt. Managing Director)	N.A.
List of companies* in which outside directorship held	1. Mahalaxmi Calchem Private Limited 2. Sonnet Colours Private Limited 3. Rahul Calchem Private Limited 4. Heena Agriculture Private Limited 5. Ashita Mercantile Private Limited 6. Rainbow Exports Private Limited	1. Ahmedabadcity Com India Limited 2. Mudra Finvest (Gujarat) Limited
Chairman/Member of the Committee* of Board of Directors of other Indian public companies	Nil	Nil

\* Directorship includes directorship in other Indian companies and Committee membership includes Audit committee and Stakeholders' Relationship committees of Indian public companies.