



CIN: L25190GJ1991PLC016327

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Thirtieth Annual General Meeting of “Mahalaxmi Rubtech Limited” will be held through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OVAM”) on Thursday, September 30, 2021 at 11.30 a.m. to transact the following business:

### ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND IF APPROVED, ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.**

“RESOLVED THAT the audited standalone and consolidated financial statement of the company for the financial year ended 31st March 2021 consisting of the balance sheet as at 31st March, 2021 the statement of profit and loss, the cash flow statement and statement of changes in equity for the year ended on that date and the explanatory notes annexed to or forming part thereof together with the reports of the Board of Directors and Auditors’ thereon, be and are hereby adopted.”

- 2. TO APPOINT A DIRECTOR IN PLACE OF MR. ANAND JEETMAL PAREKH (DIN: 00500384), WHO RETIRE BY ROTATION AT THIS AGM AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

“RESOLVED THAT Mr. Anand Jeetmal Parekh (DIN: 00500384), director liable to retire by rotation at this meeting, being eligible and willing to offer himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 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 Jain Chowdhary & Co.”, Chartered Accountants, (Firm No. “113267W”) be and is hereby appointed as Statutory Auditor of the company for a period of 5 (Five) years commencing from the conclusion of the 30th Annual General Meeting till the conclusion of 35th Annual General Meeting at such remuneration including remuneration for other services provided by them as auditor of the company plus applicable taxes 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.”

“RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do and perform such acts, deeds and things as are necessary or expedient to give effect to this resolution.”

### SPECIAL BUSINESS:

- 4. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR, M/S DALWADI & ASSOCIATES:-**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an 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 Accountant (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, 2022 at the remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes and out of pocket expenses, if any, incurred during the course of above audit.”

- 5. REGULARIZATION OF APPOINTMENT OF MR. BALVEERMAL KEWALMAL SINGHVI (DIN: 05321014) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR :-**

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

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as “the Act”) (including any statutory modifications or re-enactment thereof for the time being in force) approval of the members of the company be and is hereby given to the appointment of Mr. Balveermal Kewalmal Singhvi (DIN: 05321014), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from April 01,2021 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an



Independent Non-Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as maybe deemed necessary to give effect to this resolution"

**6. REGULARIZATION OF APPOINTMENT OF MISS PRINSA J. PRAJAPATI (DIN: 09185859) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR:-**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as "the Act") (including any statutory modifications or re-enactment thereof for the time being in force) approval of the members of the company be and is hereby given to the appointment of Miss Prinsa J. Prajapati (DIN: 09185859), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 31, 2021 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non-Executive Director of the Company, who shall hold office for a period of one year from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as maybe deemed necessary to give effect to this resolution"

**7. TO APPOINT MR. NEHAL MAYURBHAI SHAH (DIN: 00020062) AS AN INDEPENDENT DIRECTOR FOR NEXT TERM OF 5 YEARS:-**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150, 152 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as "the Act") (including any statutory modifications or re-enactment thereof for the time being in force), MR. NEHAL MAYURBHAI SHAH (DIN: 00020062), who is not disqualified from being appointed as Director in terms of Section 164 of the Act and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as a Director (Non- Executive, Independent Director) of the Company to hold office for a second term of 5 (Five) years, commencing from 01st October, 2021 to 30th September, 2026, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as maybe deemed necessary 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 an Ordinary 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 SEBI (Listing Obligation and Disclosure Requirement) regulation, 2015 (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 31st May, 2021, the consent of the members of the Company be and is hereby accorded to the proposed transactions between the Company and related entities Globale Tessile Private Limited, Mahalaxmi Calchem Private Limited, Anand Chem Industries Private Limited, Mahalaxmi Exports 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 under 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."

By order of the Board of Directors  
For Mahalaxmi Rubtech Limited

Place: Ahmedabad  
Date : August 13, 2021

Kevin J. Dhruve  
(Company Secretary)



## NOTES

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively and by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") allowed companies whose AGMs were due to be held in the year 2020 or becoming due in the year 2021, to conduct their AGMs on or before December 31, 2021 through VC/OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') also issued Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 the validity of which has been extended till December 31, 2021 by SEBI, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"). In compliance with MCA Circulars, SEBI Circulars, provisions of the Act and the SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members. The deemed venue for the AGM shall be the Registered Office of the Company. In accordance with the MCA Circulars, Special Business mentioned at Item Nos. 4,5,6,7 and 8 of the Notice are considered as unavoidable in nature by the Board of Directors of the Company. Disclosures for item no. 3 are also provided in the said explanatory statement.
2. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Corporate members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to authorize its representatives to attend the Meeting are requested to submit to the Company, a certified copy of the Board Resolution / authorization document authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Transfer Book of the Company will remain closed from Friday the 24th day of September, 2021 to Thursday the 30th day of September, 2021 (both days inclusive) for the purpose of 30th Annual General Meeting.
4. The Company has engaged the services of Link Intime India Private Limited, who are also Registrar and Transfer Agent of the Company, as the authorized agency for conducting the e-AGM, providing remote e-voting and e-voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent paragraphs
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ('the Act') Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') in respect of the Special Business under Item Nos. 4, 5, 6, 7 and 8 of the accompanying Notice is annexed hereto. Disclosures for item no. 3 are also provided in the said explanatory statement.
7. 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). Currently, there are no dividend outstanding which are required to be transferred to the IEPF.
8. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year ended 2020-21, is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ National Securities Depository Limited and Central Depository Services (India) Limited ('the Depositories'). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.mrtglobal.com](http://www.mrtglobal.com), and website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
9. Notice of the Thirtieth Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to the members, whose email addresses are registered with the Company or Depository Participant[s] for communication purposes. In case the shareholder's e-mail ID is already registered with the Company/Link Intime India Private Limited, the Registrar and Transfer Agent ('LI IPL')/ Depositories, log in details for e-voting shall be sent on the registered e-mail address.
10. In case the shareholder holding shares in physical mode has not registered his/ her e-mail address with the Company/ LI IPL/ Depositories, he/she may do so by sending a duly signed request letter to LI IPL by providing Folio No. and Name of shareholder at (UNIT: Mahalaxmi Rubtech Limited), 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006, e-mail: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
11. In the case of shares held in demat mode, the shareholder may contact the Depository Participant ('DP') and register the e-mail address in the demat account as per the process followed and advised by the DP.
12. Brief resume of Directors proposed to be appointed/re-appointed, nature of their expertise in functional areas, names of companies in which they hold directorship and Membership/Chairmanship of Board Committees and shareholding, are hereto furnished as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in Annexure - 1 to this Notice.



13. With effect from April 01, 2019, in terms of SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) are not being processed unless the securities are held in the dematerialized form with the depositories. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Accordingly, now transfer of shares has to be only through shares held in dematerialised form
14. Members are advised to avail the nomination facility in respect of shares held by them pursuant to the provisions of Section 72 of the Act. 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 mode are requested to intimate all above mentioned changes to the Registrar and Share Transfer Agent (RTA) or the Company as soon as the change occurs.  
  
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.
15. 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.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in this Notice can be obtained for inspection by writing to the Company at its email ID [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net) till the date of the AGM.
17. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India for permanent settlement, immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be.
18. Pursuant to Clause 47(f) of the SEBI (Listing Obligation and Disclosure Requirement) 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.
19. 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 registrar and share transfer agents, Link Intime India Private Limited (Unit: Mahalaxmi Rubtech Limited) 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ellisbridge, Ahmedabad – 380006, Gujarat
20. Board of Directors has appointed Mr. Bunty Hudda, Proprietor of Bunty Hudda & Associates (Membership No.: A31507 and CP No.: 11560) Address: E-812, Titanium City Center, Anandnagar - Prahladnagar Road, Satellite, Ahmedabad – 380015 to act as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
21. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer's report, will be posted on the website of the Company [www.mrtglobal.com](http://www.mrtglobal.com) and on the website of RTA and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchange.
22. Voting through electronic means:
  - a) The business as set out in the Notice may be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies [Management and Administration] Rules, 2014, Secretarial Standards-2 issued the Institute of Companies Secretaries of India on General Meetings and in compliance with Regulation 44 of the Listing Regulations, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with Link Intime India Private Limited (RTA) to facilitate the members to cast their votes from a place other than the venue of the AGM [remote e-voting].
  - b) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.
  - c) The Notice will be displayed on the website of the Company [www.mrtglobal.com](http://www.mrtglobal.com) on website of Stock Exchange i.e. BSE Ltd. and on the website of RTA <https://instavote.linkintime.co.in/>



- d) The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- e) The Members whose names appear in the Register of Members/ List of Beneficial Owners prior to commencement of book closure date are entitled to vote on Resolutions set forth in the Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date may approach RTA for issuance of the USER ID and Password for exercising their right to vote by electronic means
- f) The remote e-voting period will commence at 9:00 a.m.(IST) on Monday, September 27, 2021 and will end at 5:00 p.m. (IST) on Wednesday, September 29, 2021. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, September 23, 2021 may cast their vote by remote e-voting. The e-voting module shall be disabled by RTA for voting thereafter.

## REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>



Type of shareholders	Login Method
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

<b>Individual Shareholders holding securities in Physical mode &amp; e-voting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -                             <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                                     <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> </ol> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click “confirm” (Your password is now generated).</li> </ul> </li> <li>Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>E-voting page will appear.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>
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## Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

## Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on ‘Login’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.



- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

### PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the "Company" and 'Event Date' and register with your following details: -
  - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.



## INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company on the [cs@mahalaxmigroup.net](mailto:cs@mahalaxmigroup.net) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## GUIDELINES TO ATTEND THE AGM PROCEEDINGS OF LINK INTIME INDIA PVT. LTD.: INSTAMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now.
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.



The members can join the AGM in the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice in points given below. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

By order of the Board of Directors  
For Mahalaxmi Rubtech Limited

Place: Ahmedabad  
Date : August 13, 2021

Kevin J. Dhruve  
(Company Secretary)

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

### Item No. 3:

M/s Jain Chowdhary & Co, Chartered Accountants, were appointed as auditor of the Company in casual vacancy caused by resignation of M/s P. C. Bothra & Co., Chartered Accountants. Pursuant to section 139 of the Companies Act, M/s Jain Chowdhary & Co. accordingly holds office till the conclusion of this 30th annual general meeting.

M/s Jain Chowdhary & Co., Mumbai has been rendering its invaluable services to the society since 1976. With over 44 years of experience, the firm provides wide range of services in the field of Audit and Assurance, Business & Risk Advisory, Forensic, Taxation and Secretarial related services in almost all sectors. The Firm has also empaneled with various Regulatory bodies. M/s Jain Chowdhary & Co. is registered with the Institute of Chartered Accountants of India (Firm Registration No. 113267W). The firm has a dedicated and expert team duly assisted by qualified professionals with requisite knowledge and experience in the desired areas. M/s Jain Chowdhary & Co. has national presence with offices in 04 cities and one international presence in Taiwan. The head office of the Firm is located at 104, Model Residency, B. J. Marg, Jacob Circle, Opp. Bank of Baroda, Mahalaxmi, Mumbai – 400 011, Maharashtra, India.

The term of appointment of M/s Jain Chowdhary & Co. is five (5) years commencing from conclusion of 30th Annual General Meeting until conclusion of the 35th annual general meeting of the Company. The fee payable to auditors for the term is presently not fixed as the Board proposes to fix the same every year in consultation with the auditors keeping in view nature and scope of audit and other services provided by them in capacity as auditors of the Company. The fee agreed for payment to M/s Jain Chowdhary & Co. for audit of financial statement for FY 2020-21 and other services to be provided by them as auditors of the Company till conclusion of this annual general meeting is ₹3.00 lakhs. Keeping in view nature and scope of work, there is no material change in fee payable to M/s Jain Chowdhary & Co. from that paid to M/s P. C. Bothra & Co.

### Item No. 4:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of M/s. Dalwadi & Associates, Ahmedabad, to conduct the audit of the cost records of the Company for the Financial Year 2021-22.

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 M/s. 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 are, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the resolution set forth in item no. 4 to this notice, for your approval.



## Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Sections 149, 150, 152, 161(1) read with Schedule IV of the Act and the Articles of Association of the Company, had appointed Mr. Balveermal Kewalmal Singhvi (DIN: 05321014) as an Additional Independent Director for a term of five (5) consecutive years with effect from April 01, 2021, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company. Mr. Singhvi, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company and is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has also given requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company.

A brief profile of the Directors to be appointed/ re-appointed is given in the table below on "Details of the Directors seeking appointment/ reappointment in forthcoming Annual General Meeting.

The Company has received a declaration from Mr. Balveermal Singhvi that he meets the criteria of independence as prescribed both under Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Act and possesses the requisite skills, qualifications, experience, expertise, knowledge and holds the highest standards of integrity. The Company has also received a declaration that he has applied online for inclusion of his name in the data bank maintained by the institute and upon registration he has been exempted for the online proficiency self-assessment test conducted by the institute. Further, in compliance with circular no. LIST/ COMP/14/2018-19 issued by BSE Limited, he has not been debarred from holding the office of Director by virtue of any SEBI order or any other authority.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Balveermal Singhvi is appointed as an Independent Director of the Company, not being liable to retire by rotation for a term of Five (5) consecutive years with effect from April 01, 2021 to March 31, 2026 (both days inclusive) subject to the approval of members.

Upon the confirmation of the appointment of him as Independent Non-Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Non-Executive Independent Director. The Board accordingly recommends the Resolutions at Item No. 5 of this Notice for the approval of the Members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Balveermal Kewalmal Singhvi and his relative(s) is in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of this Notice.

The Board of Directors recommends the resolution set forth in item no. 5 to this notice, for your approval.

## Item No. 6:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Sections 149, 150, 152, 161(1) read with Schedule IV of the Act and the Articles of Association of the Company, had appointed Miss Prinsa J. Prajapati (DIN: 09185859) as an Additional Independent Director for a term of one (1) year with effect from May 31, 2021, subject to the approval of shareholders at the ensuing Annual General Meeting of the Company. Miss Prajapati, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given her consent to act as a Director of the Company and is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has also given requisite Notice, pursuant to Section 160 of the Act, proposing her appointment as a Director of the Company.

A brief profile of the Directors to be appointed/ re-appointed is given in the table below on "Details of the Directors seeking appointment/ reappointment in forthcoming Annual General Meeting.

The Company has received a declaration from Miss Prinsa Prajapati that she meets the criteria of independence as prescribed both under Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. In the opinion of the Board, she fulfills the conditions for appointment as an Independent Director as specified in the Act and possesses the requisite skills, qualifications, experience, expertise, knowledge and holds the highest standards of integrity. The Company has also received a declaration that she has applied online for inclusion of her name in the data bank maintained by the institute and upon registration she has cleared the online proficiency self-assessment test conducted by the institute. Further, in compliance with circular no. LIST/ COMP/14/2018-19 issued by BSE Limited, she has not been debarred from holding the office of Director by virtue of any SEBI order or any other authority.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Miss Prinsa Prajapati is appointed as an Independent Director of the Company, not being liable to retire by rotation for a term of One (1) year with effect from May 31, 2021 to May 30, 2022 (both days inclusive) subject to the approval of members.

Upon the confirmation of the appointment of her as Independent Non-Executive Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Non-Executive Independent Director. The Board accordingly recommends the Resolutions at Item No. 6 of this Notice for the approval of the Members as Ordinary Resolution.



None of the Directors or Key Managerial Personnel of the Company or their relatives other than Miss Prinsa Prajapati and her relative(s) is in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of this Notice.

The Board of Directors recommends the resolution set forth in item no. 6 to this notice, for your approval.

## **Item No. 7:**

The Members of the Company, at the 23rd Annual General Meeting held on September 29, 2014 had approved the appointment of Mr. Nehal Shah (DIN: 00020062), as Independent Directors of the Company, for a period of five consecutive years for a term upto 28th September, 2019. Thereafter Mr. Nehal Shah has vacated the office pursuant to completion of his tenure as an Independent Director.

A brief profile of the Directors to be appointed/ re-appointed is given in the table below on "Details of the Directors seeking appointment/ reappointment in forthcoming Annual General Meeting.

The Company has received a declaration from Mr. Nehal Shah that he meets the criteria of independence as prescribed both under Section 149 of the Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director as specified in the Act and possesses the requisite skills, qualifications, experience, expertise, knowledge and holds the highest standards of integrity. The Company has also received a declaration that he has applied online for inclusion of his name in the data bank maintained by the institute and upon registration he has been exempted for the online proficiency self-assessment test conducted by the institute. Further, in compliance with circular no. LIST/ COMP/14/2018-19 issued by BSE Limited, he has not been debarred from holding the office of Director by virtue of any SEBI order or any other authority.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company. As per Section 149(11) of the Act, no Independent Director shall hold office for more than two consecutive terms, but shall be eligible for appointment after the expiration of three years of ceasing to become an independent Director.

In line with the aforesaid provisions of the Act, and in view of long, rich experience, continued valuable guidance to the management, recommendation of the Nomination and Remuneration Committee and strong Board performance of the Independent Directors, it is proposed to re-appoint him for the second term as Independent Director on the Board of the Company for a further period of five years, upto the conclusion of the 35th Annual General Meeting (AGM), subject to the approval of the Members.

The Company has received a notice in writing under Section 160 of the Act, from members proposing their candidature for the office of Independent Director of the Company. In the opinion of the Board, the Independent Director fulfill the conditions specified in the Act and all of them are independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as a Director.

The Performance evaluation of the Independent Directors was conducted by the entire Board (excluding the Director being evaluated) on the basis of criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on 13th August, 2021 have approved and recommended the reappointment of the aforesaid Independent Director, for a second term as provided in the resolutions, and he shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of the Independent Directors. The Board recommends passing of the Resolution at Item No. 7 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his appointment, are in any way concerned or interested in the Resolutions, as set out in item no. 7 of the 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 31st May, 2021 has approved a proposal for entering into related party transactions with the related entities Globale Tessile Private Limited, Mahalaxmi Calchem Private Limited, Anand Chem Industries Private Limited, Mahalaxmi Exports Private Limited, Mahalaxmi Exports, Shah Jeetmal Champalal and Rahul Textile (mentioned in resolution No. 5), 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.



Nature of Contract / Transactions with Related Parties	Name and Nature of Relationship with Related Party	Maximum Value of the Contract / Transaction. (₹ in Crores Per Annum)
To sale goods and articles and / or To get job work done for party and / or To purchase goods and articles and / or To get job work done from party and / or To avail services from party and / or To provide services to party. (Including sell, purchase or otherwise dispose / acquire property if any kind and / or Letting / Leasing of property of any kind.)	M/s Mahalaxmi Exports (Associate concern)	75
	Globale Tessile Private Limited (Wholly Owned Subsidiary)	50
	Anand Chem Industries Pvt. Ltd (Associate concern)	15
	Mahalaxmi Calchem Pvt. Ltd (Associate concern)	15
	Shah Jeetmal Champalal (Associate concern)	10
	Rahul Textile (Associate concern)	1
	Mahalaxmi Exports Private Limited (Wholly Owned Subsidiary)	75
	Parekh Dye Chem Corporation (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.	

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.

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 Board of Directors recommends the resolution set forth in item no. 8 to this notice, for your approval.



**DISCLOSURE RELATING TO DIRECTORS SEEKING CONTINUATION OF APPOINTMENT OR SEEKING APPOINTMENT / RE-APPOINTMENT IN THIS GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015:**

Name of the Director	Mr. Anand Jeetmal	Mr. Balveermal Singhvi
Director Identification Number (DIN)	00500384	05321014
Date of Birth	07/06/1976	15/04/1949
Date of Appointment	19/11/2008	01/04/2021
Experience & Expertise in specific functional area	Mr. Anand Parekh is second generation entrepreneur and joined MRT in 2008 on the Board of the Company He is Chartered Accountant by training and responsible for Company's local as well as export Market. He has experience in corporate finance, legal and export matters. He is responsible for strategic financial matters, including corporate finance, corporate strategy, business development, risk management export obligations and overall affairs of the Company. Presently he is Joint Managing Director of the Company.	Mr. Balveermal Singhvi, is a B.Com. and Diploma in Cost and Works Account by qualification. He is retired Banker (as Asst General Manager) having around 40 years of rich experience in Loans, Accounting, Auditing and Banking related matters. During his banking tenure, he has managed loan portfolio of around Rs. 20,000 Crores for Gujarat region and has also been part of the core team for Banks advances at the bank's head office at New Delhi, overseeing loans and advance of the bank at PAN India level.
Number of meetings of the Board attended during the Financial year commenced from 1st April 2020.	11 (Eleven)	N.A.
Shareholding in the Company as on 31.03.2021	24,51,122 equity shares of ₹ 10/- each	NIL
Relationship with other Directors and KMPs of the Company	Son of Mr. Jeetmal B. Parekh (Chairman) and Brother of Mr. Rahul J. Parekh (M.D.)	N.A.
List of companies* in which outside directorship held	1. Anand Chem Industries Private Limited. 2. Sonnet Colours Private Limited. 3. Rahul Calchem Private Limited. 4. Mahalaxmi Exports Private Limited.	1. Riddhi Siddhi Gluco Biols Limited. 2. Param Jewels Private Limited.
Chairman/Member of the Committee* of Board of Directors of other Indian public companies	NIL	1. Chairman of Audit Committee of Riddhi Siddhi Gluco Biols Limited. 2. Chairman of Stakeholder Committee of Riddhi Siddhi Gluco Biols Limited.



Name of the Director	Miss Prinsa Prajapati	Mr. Nehal Shah
Director Identification Number (DIN)	09185859	00020062
Date of Birth	03/11/1990	27/02/1972
Date of Appointment	31/05/2021	-
Experience & Expertise in specific functional area	Miss Prinsa J. Prajapati, is a Postgraduate in Commerce and Chartered Accountant. She is Fellow Member of The Institute of Chartered Accountants of India having experience for more than 5 years in Auditing and Taxation related matters. She is also Partner in Hiral Prajapati & Co., Chartered Accountant, a well reputed firm in Anand & Ahmedabad, Gujarat since 2015.	Mr. Nehal Shah Holds a degree of Master of Business Administration (MBA). He has been involved in starting a real estate venture about 15 years back. He is having expertise in real estate development and has been instrumental in developing LIH projects. Further, Mr. Shah has served as the AIESEC Association's national VP and has been on the AIESEC Ahmedabad alumni advisory board. Mr. Shah has also been involved in venture in Health and Beauty Wellness industry. Mr. Shah has an experience of a successful marketing entrepreneur with a leading network marketing company
Number of meetings of the Board attended during the Financial year commenced from 1st April 2020.	N.A.	N.A.
Shareholding in the Company as on 31.03.2021	NIL	NIL
Relationship with other Directors and KMPs of the Company	N.A.	N.A.
List of companies* in which outside directorship held	NIL	<ol style="list-style-type: none"> <li>1. Gccl Infrastructure and Projects Limited.</li> <li>2. Atmiya Developers Private Limited.</li> <li>3. Final Touch Beauty and Healthcare Private Limited.</li> <li>4. Foliage Real Estate Developers Private Limited.</li> <li>5. Abhijay Infrastructure Private Limited.</li> </ol>
Chairman/Member of the Committee* of Board of Directors of other Indian public companies	NIL	<ol style="list-style-type: none"> <li>1. Member of Audit Committee of Gccl Infrastructure and Projects Limited.</li> <li>2. Member of Stakeholder Committee of Gccl Infrastructure and Projects Limited.</li> </ol>

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