



MAHALAXMI RUBTECH LIMITED

CIN: L25190GJ1991PLC016327

Regd. office: 47, New Cloth Market, Ahmedabad-380002, Gujarat.

Ph.: 079 4000 8000 • Fax: 079 4000 8030

E-mail: cs@mahalaxmigroup.net • Web : www.mrtglobal.com

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Mahalaxmi Rubtech Limited will be held on Monday, November 21, 2016 at 11.30 a.m. at "Lions Hall", Nr. Nalanda Hotel, Mithakhali Six Road, Ellisbridge, Ahmedabad-380 006 to transact the following business as a special business.

Item No. 1:-

ALLOTMENT OF WARRANTS, CONVERTIBLE INTO EQUITY SHARES TO PROMOTERS AND PROMOTER GROUP OF THE COMPANY ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to the provisions of the sections 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("**ICDR Regulations**"), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot, from time to time and in one or more tranches, upto 4500000 Warrants ("**Warrants**") convertible into equity shares of Rs. 10/- each of the Company, at any time within 18 months from the date of allotment of the Warrants, in one or more tranches, for cash, at an exercise price of **Rs. 45/-** per Warrant (including premium) ("**Issue Price**") aggregating upto **Rs. 202500000/-** (Rupees Twenty Crores Twenty Five Lacs Only) to following persons belonging to the promoter and promoter group of the Company ("**Allotees**") on preferential basis, in accordance with the provisions of Chapter VII of the ICDR Regulations, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this regards:-

Sr. No	Name of the Allotees	Number of Warrants	Category
1.	Jeetmal Bhoorchand Parekh	1100000	Promoter and Promoter Group
2.	Rahul Jeetmal Parekh	1700000	
3.	Anand Jeetmal Parekh	1700000	
	Total	4500000	

RESOLVED FURTHER THAT an amount equivalent to 25 per cent of the Issue Price shall be payable at the time of subscription to and allotment of each Warrant. The balance 75 per cent of the Issue Price shall be payable by the Allotees upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price payable for the resultant Equity Shares.

RESOLVED FURTHER THAT:

- In accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Warrants to be issued in terms hereof shall be **October 21, 2016** pursuant regulation 71 of ICDR Regulations read along with explanation provided thereof.
- Each Warrant shall be convertible into 1 (one) equity share of nominal value of Rs. 10/- each at the Issue Price of **Rs. 45** per Warrant which is not less than the price calculated in accordance with the ICDR Regulations. The total number of equity shares to be allotted on conversion of the Warrants shall not exceed **45,00,000** equity shares. The Warrants are convertible into the equity shares at any time after allotment at the option of the Allotees, in one or more tranches, subject to a maximum period of 18 months from the date of their allotment.
- The equity shares to be allotted pursuant to conversion of Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The equity shares arising on conversion of Warrants shall rank pari passu with the existing equity shares of the Company in all respects.

- iv. The Equity Shares allotted in terms of this resolution shall be subject to lock-in as per provisions of ICDR Regulations.
- v. The Board be and is hereby authorized to seek listing and trading of the equity shares issued pursuant to conversion of warrants on the Stock Exchanges where the equity shares of the Company are listed.
- vi. The Board be and is hereby authorized to accept and effect any conditions and modifications as may be required by the agencies involved in such issues including but not limited to SEBI, RBI, Stock Exchange and/or such other appropriate authorities.
- vii. The Warrants shall be issued and allotted by the Company to Allotees within a period of 15 days from the date of receipt of shareholders approval for the Preferential Issue of Warrants, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
- viii. The Warrants may be exercised at any time before the expiry of 18 months from the date of allotment of the Warrants.
- ix. If the entitlement against the Warrants to apply for the equity shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such Warrants shall stand forfeited.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants / Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares issued pursuant to conversion of Warrants issued on preferential basis, as and when required.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution.”

Date : October 21, 2016

Place : Ahmedabad

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

Registered Office:

47, New Cloth Market,
Ahmedabad-380002, Gujarat.

**Shailesh Koshti
Company Secretary and Compliance Officer**

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, 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 the total share capital of the Company. 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 the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority letter, as applicable.
3. An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, in respect of Item No. 1 is annexed hereto. The disclosures as required under SEBI (ICDR) Regulations pertaining to Item No. 1 of the Notice forms part of the Explanatory Statement.
4. Members are requested to intimate immediately change in their address, if any, to the Registrar & Share Transfer Agent of the Company, Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai-400078 Maharashtra.



5. Members/Proxies should bring the attendance slips duly filled in for attending the meeting.
6. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website www.mrtglobal.com; for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

8. **Voting through electronic means (E-Voting)**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **November 18, 2016** at 10:00 a.m. and ends on **November 20, 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) i.e. **November 14, 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.
- (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 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"> • 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 / Postal Ballot / Attendance Slip indicated in the PAN field.
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"> • 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).

- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the login 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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 linked in the login should be mailed to 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT:

Item No. 1

The disclosures in accordance with the Companies Act, 2013, and the other disclosures as per the SEBI ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the Item no. 1 of the accompanying Notice are as follows:

1. The Objects of the Preferential Issue:

The proceeds of the Preferential Issue shall be deployed towards Long Term Working Capital requirements and Capital Expenditure for the ongoing expansion of the Company.

2. The proposal of the promoters / directors or key management personnel to subscribe to the offer:

Mr. Jeetmal Bhoorchand Parekh, Mr. Rahul Jeetmal Parekh and Mr. Anand Jeetmal Parekh, Promoter & Promoter Group members and Directors of the Company, have proposed to subscribe to the Warrants under the Preferential Issue. Letters of intent from the aforesaid proposed Allotees agreeing to subscribe to the offer have been received.

3. The Shareholding pattern before and after the Preferential Issue is given below:

PARTICULARS	PRE PREFERENTIAL ISSUE		^POST PREFERENTIAL ISSUE	
Promoters	5035223	57.09%	9535223	71.58%
Public	3785052	42.91%	3785052	28.42%
Total	8820275	100%	13320275	100%

^Assuming all the Warrants are converted in to equity shares of the Company

^ Conversion of Warrants shall be in accordance with regulation 3(2) of the extant Takeover Code, 2011.

4. Proposed time within which the Preferential Issue shall be completed:

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals.

5. Relevant date and pricing of the issue:

In accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of the Warrants to be issued in terms hereof shall be **October 21, 2016** pursuant regulation 71 of ICDR Regulations read along with explanation provided thereof. Pursuant to regulation 76A of the ICDR Regulations, Issue Price of each Warrant is fixed at **Rs.45/-** (Rupees Forty Five only).

6. Auditors' Certificate:

A copy of certificate from the Statutory Auditors of the Company certifying that the above Issue of the Warrants is being made in accordance with the ICDR Regulations, shall be placed before the shareholders of the Company at the Extraordinary General Meeting and will also be open for inspection by the Members.

7. **Identity of the proposed Allotees and percentage of post Preferential Issue that may be held by them and change in control, if any, in the Allotees, consequent to the Preferential Issue:**

Sr. No	Name of the proposed Allotees	Category	Number of Warrants proposed to be allotted	Shareholding post conversion of Warrants	% shareholding post conversion of Warrants into Equity Shares
1.	Jeetmal Bhoorchand Parekh	Promoter and Promoter Group	1100000	1744481	13.10
2.	Rahul Jeetmal Parekh		1700000	2551119	19.15
3.	Anand Jeetmal Parekh		1700000	2451122	18.40
	Total		4500000	6746722	50.65

[^] Assuming full conversion of Warrants

[^] Conversion of Warrants shall be in accordance with regulation 3(2) of the extant Takeover Code, 2011.

There will be no change in management control of the Company pursuant to the proposed Issue.

8. **Lock-in:**

- i) The Equity Shares allotted pursuant to exercise of entitlement attached to Warrants shall be subject to 'lock-in' as per the ICDR Regulations. Such locked-in Equity Shares may however be transferred to and amongst the Promoters / Promoter Group subject to the provisions of ICDR Regulations.
- ii) The entire pre-preferential allotment shareholding of the above Allotees shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

9. **General:**

- i) An amount equivalent to 25 per cent of the Issue Price of the Equity Shares shall be payable at the time of subscription of Warrants.
- ii) The Allotees will be entitled to apply for and be allotted, in one or more tranches, 1 (one) Equity Share of Rs. 10 each of the Company per Warrant.
- iii) Upon exercise of the right to subscribe for Equity Shares, the Allotees shall be liable to make the payment of balance sum, being 75 per cent of the Issue Price, towards subscription to each Equity Share, as may be applied.
- iv) In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- v) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one Equity Share per warrant by appropriating Rs. 10 towards Equity Share capital and the balance amount paid against each warrant, towards the securities premium.
- vi) The Allotees shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allotees.
- vii) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
- viii) The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

10. **Undertaking by the Company:**

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

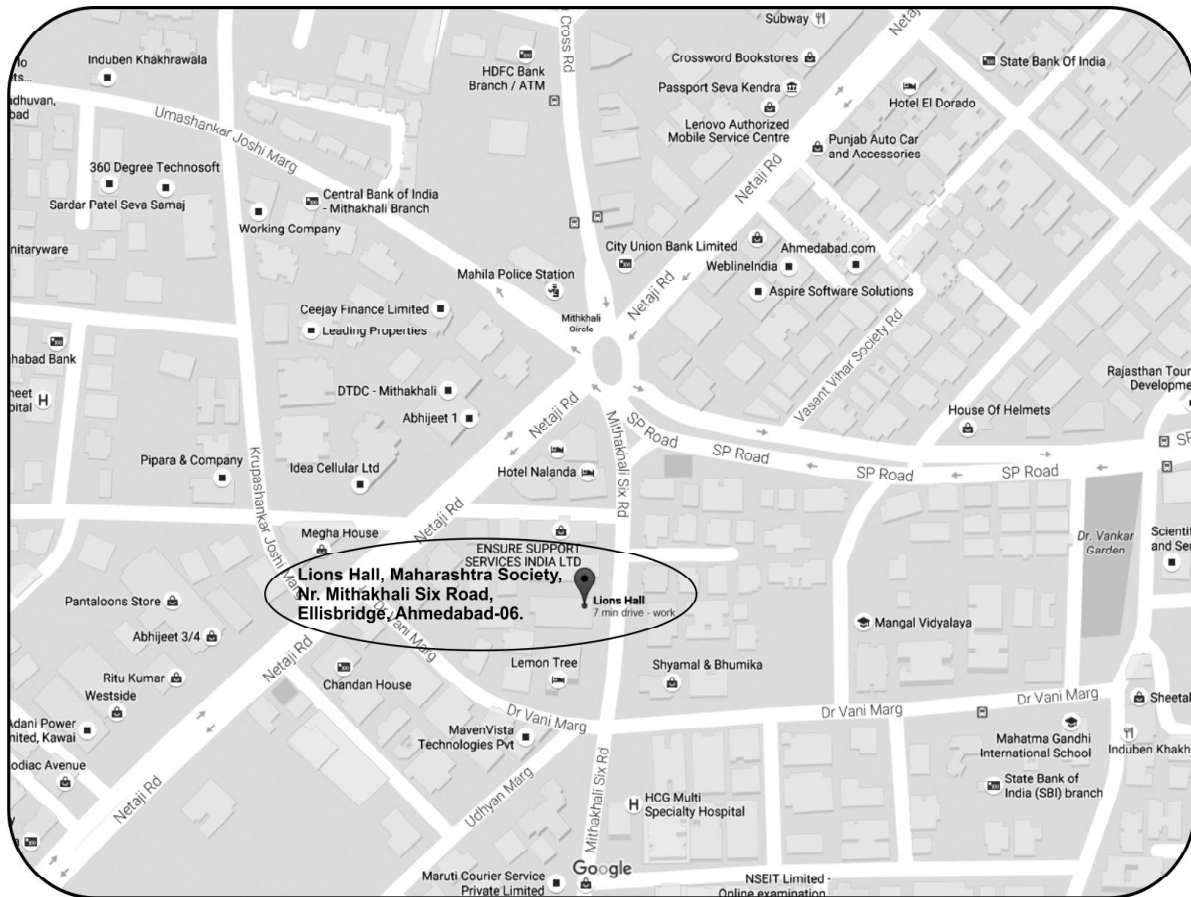
The Board at its meeting held on October 21, 2016, has approved the Preferential Issue of Warrants on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution.

All the Promoters being Promoter and Promoter Group of the Company may be deemed to be concerned or interested in the proposed Resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

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ROUTE MAP OF THE EGM VENUE



MAHALAXMI RUBTECH LIMITED

CIN: L25190GJ1991PLC016327

Regd. office: 47, New Cloth Market, Ahmedabad-380002, Gujarat.

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ATTENDANCE SLIP

Full name of the member attending _____

Full name of joint-holder _____

Full name of proxy _____

(To be filled in if Proxy Form has been duly deposited with the company)

I hereby record my presence at the Extraordinary General Meeting held at " LIONS Hall, Nr Nalanda Hotel, Mithakhali Six Roads, Ahmedabad -380006 on Monday, November 21, 2016 at 11.30 a.m.

Folio No. _____ DP ID No.* _____ Client ID No.* _____

*Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Member's /Proxy's signature



MAHALAXMI RUBTECH LIMITED

CIN: L25190GJ1991PLC016327

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the companies (management and administration) Rules, 2014

Name of the Company : **Mahalaxmi Rubtech Limited**

Registered Office : 47, New Cloth Market, Ahmedabad – 380002, Gujarat, India

Name of the member(s):	
Registered address:	
Email address:	
Folio No. / *Client ID:	
*DP ID:	

I/ We, being the member(s) of _____ shares of Mahalaxmi Rubtech Limited, hereby appoint:

- Name : _____ Address : _____
E-mail Id : _____ Signature : _____
or failing him / her
- Name : _____ Address : _____
E-mail Id : _____ Signature : _____
or failing him / her
- Name : _____ Address : _____
E-mail Id : _____ Signature : _____

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting to be held on Monday, the 21st day of November, 2016 at 11.30 a.m. at Lions Hall”, Nr. Nalanda Hotel, Mithakhali Six Road, Ellisbridge, Ahmedabad-380006 any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution
	Special Resolution
1	Allotment of warrants, convertible into equity shares to promoters and promoter group of the Company on preferential basis:

** Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2016

Signature of Shareholder

Affix
Rs. 1
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- This form of proxy in order to be effective should be duly complete and deposited at the Registered/Administrative Office of the Company not less than 48 hours before the commencement of the meeting.