



MAHALAXMI RUBTECH LIMITED

CIN: L25190GJ1991PLC016327

Reg. Office: 47, New Cloth Market, O/s. Raipur Gate, Ahmedabad – 380 002

Corp. Office: YSL Avenue, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 15.

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NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE IS HEREBY GIVEN pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (including any statutory modification or re-enactment thereof) read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) that the Resolutions as set out hereunder are proposed to be passed by voting by postal ballot and the Company accordingly seeks assent or dissent of the members through remote e-voting.

In view of the current extraordinary circumstances due to the pandemic caused by COVID-19 requiring social distancing, Ministry of Corporate Affairs, through MCA Circulars, mandated the companies to take decisions of urgent nature through postal ballot and has allowed the companies to send notice only by e-mail to its shareholders who have registered their e-mail address with the company or depository participant/ Registrar & Transfer Agents (RTA). Accordingly, this notice is being sent only by e-mail to the members of the Company who have registered their e-mail address with the Company or depository participant/ Registrar & Transfer Agents (RTA) as on the cut-off date (please refer to the Notes to the Notice). In view of enabling provisions of the MCA Circulars, hard copy of this notice, postal ballot form and postage pre-paid reply envelope are not sent to the members and the members are requested to convey their assent or dissent only through remote e-voting. The remote e-voting facility is available at <https://instavote.linkintime.co.in/> being the e-voting platform of Link Intime India Private Limited (LI IPL). If your e-mail address is not so registered, you are requested to follow the process specified in the notes below to receive login ID/password for remote e-voting.

The Explanatory Statement setting out the material facts is annexed to this Notice as required under Sections 102 and 110 of the Act. The Board of directors of the Company has appointed Hudda & Associates Company Secretaries LLP, Mr. Bunty Hudda (Designated Partner) (Membership No.: A31507 and CP No.: 11560), as Scrutinizer to conduct the remote e-voting process in a fair and transparent manner.

The remote e-voting shall commence on Friday, 05-02-2021 at 9.00 a.m. (IST) and end on Saturday, 06-03-2021 at 5.00 p.m. (IST) and the voting shall not be allowed beyond the said date and time.



SPECIAL BUSINESS

To approve appointment of M/s Jain Chowdhary & Co., Chartered Accountants, as statutory Auditors in casual vacancy caused by resignation of M/s P. C. Bothra & Co., and to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Jain Chowdhary & Co., Chartered Accountants, having firm registration number 113267W, be and is hereby appointed as Auditors of the Company in casual vacancy caused in the office of Auditor by the resignation of M/s P. C. Bothra & Co., Chartered Accountants, (firm registration no. 306034E), to hold office as such till the conclusion of the next Annual General Meeting of the Company at remuneration of Rs. 03.00 lakhs (Rupees Three Lakhs only) plus applicable GST and out of pocket expenses incurred in the course of acting as Auditors of the Company.”

“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.”

By Order of the Board of Directors,
For Mahalaxmi Rubtech Limited

Sd/-
Kevin Dhruve
Company Secretary
Membership No. ACS 60857
Date: January 27, 2021
Place: Ahmedabad



NOTES:

- I. An Explanatory Statement pursuant to Section 102 (1) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder setting out material facts and reasons concerning the above proposed resolution(s) is annexed hereto.
 - II. The Notice is being sent to all the members whose names appear in the Register of Members on Friday, January 29, 2021 i.e. 'the cut-off date'. Accordingly, the members whose names appear in the Register of Members, has been considered for the purpose of voting. The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date i.e. Friday, January 29, 2021.
 - III. Pursuant to the provisions of Section 108 of the Act, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations"), Electronic Voting ("e-voting") facility is provided to all the eligible members of the Company. The facility of casting the vote by the members using e-voting system will be provided by Link Intime India Private Limited ("LIPL"), Electronic Voting Service Provider ("EVSP") of the Company having its office at 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, through its 'instavote' platform at the link: <https://www.instavote.linkintime.co.in> Please note that a member who is entitled to vote, can exercise his/her/its vote only through e-voting. The members are requested to carefully read the instructions given below before casting their vote electronically.
 - IV. The Portal for e-voting will remain open for the Members for exercising their voting from 09:00 a.m. on Friday, February 05, 2021 - till 05.00 p.m. on Saturday, March 06, 2021 (IST), both days inclusive. Please note that e-voting will be disabled by the EVSP after the said date and time. During this period, the Members of the Company holding equity shares either in physical form or dematerialized form, as on the cut-off date, may cast their vote electronically. Once the vote on a resolution is cast by a member, he/ she will not be able to change it subsequently or cast the vote again.
 - V. The Members who have not registered their e-mail addresses either with the Company, RTA of the Company or their Depository Participant (DP) are requested to register the same with the RTA in accordance with the process specified herein below at point no. XII for generating User ID, to enable them to cast their votes on the Resolutions set out in this Postal Ballot Notice. The Members can also register/ update their e-mail address with the Company by sending an e-mail to cs@mahalaxmigroup.net.
 - VI. A copy of the Postal Ballot Notice is available on the website of the Company - www.mrtglobal.com; Link Intime India Private Limited - EVSP to the event - <https://instavote.linkintime.co.in> and on the website of BSE Limited - www.bseindia.com and ("the Stock Exchange") on which the Equity Shares of the Company are listed.
- VII. Procedure for registration of e-mail address by the Members of the Company:**



- (a) In case the shareholder holding shares in physical mode has not registered his/ her e-mail address with the Company/ LIPL/ Depositories, he/she may do so by sending a duly signed request letter to LIPL 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;
- (b) 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 and provide the Company updated client master or consolidated account statement.
- VIII. In case shareholders/ members 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 or contact:
- (i) Mr. Rajiv Ranjan, Asst. Vice President, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Mumbai City, Maharashtra-400083 IN, Email: insta.vote@linkintime.co.in Tel: 022-4918 6000;
- IX. There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
- X. Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on Monday, March 08, 2021. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the website of Company www.mrtglobal.com under the section 'Investor Relations' and will also be forwarded to the BSE Limited, where the Company's shares is listed.
- XI. The above notes form an integral part of this postal ballot notice.
- XII. The Resolution(s), if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Saturday, March 06, 2021, which shall be deemed to have been passed at a general meeting. The procedure with respect to remote e-voting is provided below :-

Procedure / Instructions for Members to cast votes for Postal Ballot through e-voting

The procedure as prescribed by LIPL/EVSP are as under:

1. Visit the e-voting system of Link Intime India Private Limited (LIPL). Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

➤ **For Members already registered with LIPL**



If you are holding shares in demat form and had registered on to e-voting system of LIPL then you can use your existing password to login and cast your vote.

➤ **For Members using e-voting system of LIPL for the first time**

If you are using e-voting system of LIPL for the first time or if you are holding shares in physical form, you need to follow the steps given below:

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

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- 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** Event No + 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

▶ Set the password of your choice (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).

▶ Click “confirm” (Your password is now generated).



NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
 5. E-voting page will appear.
 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
 7. 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 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
 8. 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.
 - **If you have forgotten the password:**
 - Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'.
 - 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.
 - 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”.

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.



**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Annexed to the Notice dated January 27, 2021**

Item No. 1

The members of the Company at 27th Annual General Meeting held on 28-9-2018 appointed M/s P C Bothra & Co. [firm registration no. 306034E], Chartered Accountants, as Auditors of the Company to hold office for a term of four consecutive years from the conclusion of 27th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the calendar year 2022.

M/s P C Bothra & Co., vide its letter dated 13-11-2020 has, in view of the their personal engagement in exploring more avenues towards their core specialized areas of consultation in Taxation, GST, ERP implementation, etc. and due to not able to devote time to conduct the Audit of the company, resigned as Auditors of the Company. There is no other reason for their resignation. Pursuant to Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India, their resignation has become effective immediately from 13-11-2020 as the limited review report for the quarter and half year ended on September 30, 2020 for the financial year 2020-21 has been issued vide our report dated November 10, 2020.

Consequent to resignation of M/s P C Bothra & Co., the Board of directors of the Company, accepting recommendation of the Audit Committee, has at its meeting held on 09-12-2020, appointed, subject to approval of the members, M/s Jain Chowdhary & Co., Chartered Accountants, having firm registration number 113267W, as Auditors of the Company in casual vacancy caused by the resignation of M/s P C Bothra & Co., Chartered Accountants (firm registration no. 306034E), to hold office as such till the conclusion of the next annual general meeting of the Company at remuneration of Rs. 03.00 lakhs (Rupees Three Lakhs only) plus applicable GST and out of pocket expenses.

Section 139 (8) of the Act provides that if casual vacancy in the office of Auditor is caused as a result of the resignation of an Auditor, then appointment of new Auditor in such casual vacancy shall also be approved by the company at general meeting convened within three months of the recommendation of the Board. Section 110 of the Act provides that a company may, in respect of any item of business other than ordinary business and any business in respect of which directors or Auditors have a right to be heard at a meeting, transact such business by postal ballot instead of transacting such business at a general meeting.

M/s Jain Chowdhary & Co., Chartered Accountants, having firm registration number 113267W, vide its letter dated 01-12-2020, has consented to act as Auditors of the Company and confirmed that they are eligible for appointment as Auditors of the Company and meet criteria for such appointment and their appointment, if made, will be within the limit laid down by or under the Act. They have also confirmed that they hold valid peer review certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

M/s Jain Chowdhary & Co. is registered with the Institute of Chartered Accountants of India (Firm Registration No. 113267W) and 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. The firm has a dedicated and expert team duly assisted by qualified professionals with requisite knowledge and experience in the desired areas. It 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

Your directors are of the opinion that appointment of M/s Jain Chowdhary & Co., as Auditors of the Company is in overall interest of the Company and accordingly recommend their appointment to the members for approval.

Notice of resignation dated 13-11-2020 received from M/s P C Bothra & Co., and consent dated 01-12-2020 for appointment as Auditors received from M/s Jain Chowdhary & Co. (“the said documents”) are open for inspection at the corporate office of the Company by any member during 11.00 a.m. to 5.30 p.m. on all working days (i.e. except Saturday, Sunday and public holidays) up to the last date of casting vote pursuant to this postal ballot notice. The said documents shall also be made available through electronic mode for inspection by any member on the basis of request received at cs@mahalaxmigroup.net.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in this item of business or the Resolution 1.

By Order of the Board of Directors,
For Mahalaxmi Rubtech Limited

Sd/-
Kevin Dhruve
Company Secretary
Membership No. ACS 60857
Date: January 27, 2021
Place: Ahmedabad