

Date: 29th September 2014

BSE Limited, P J Towers. Dalal Street, Mumbai- 400 001

Attn: Listing Department

Dear Sir(s),

Sub: Details of Voting Results - Annual General Meeting Ref Clause 35 A of Listing Agreement (514450)

## **DETAILS OF VOTING RESULTS**

| Date of the AGM  | September 29, 2014 |
|--|--------------------|
| Total number of shareholders on record date: No. of shareholders present in the meeting either in person or through proxy: | 6934               |
| Promoters and Promoter Group:  | 9                  |
| Public:  | 38                 |
| Total  | 47                 |
| No. of Shareholders attended the meeting through Video Conferencing  | Not arranged       |
| Promoters and Promoter Group:  |                    |
| Public:  |                    |

CIN No. L25190GJ1991PLCO16327

FAX: +91-79-22165890



### Agenda-wise

In case of Poll/Postal ballot/E-voting:

The Mode of voting of all resolutions was E-voting (electronically) and Poll conducted at the Meeting.

Resolution 1: Adoption of Audited Financial Statements for the year ended 31st March, 2014 together with report of the Director's and Auditor's thereon (Ordinary Resolution)

| Promoter/<br>Public                      | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of<br>Votes<br>Polled<br>on<br>outstan<br>din | No. of<br>Votes<br>– in<br>Favour | No. of<br>Votes<br>-<br>agains<br>t | % of<br>Votes<br>in favour<br>on votes<br>polled | % of Votes against on votes polled |
|--|--------------------------|---------------------------|---|-----------------------------------|-------------------------------------|--|------------------------------------|
|  |                          |                           | g<br>shares<br>(3)=[(2)/(<br>1)]*<br>100        |                                   | (5)                                 | (6)=[(4)/(2<br>)]<br>*100                        | (7)=[(5)/(2<br>)]<br>*100          |
| Promoter<br>and<br>Promoter<br>Group     | 48514690                 | 485146<br>90              | 100%  | 48514690                          | 0                                   | 100%   | 0                                  |
| Public –<br>Institution<br>al<br>Holders | -                        | -                         | -   | -                                 | -                                   | -  | -                                  |
| Public-<br>Others                        | 39688060                 | 399492<br>2               | 10.066%   | 3994627                           | 295                                 | 99.993%  | .007%                              |
| Total                                    | 88202750                 | 525096<br>12              | 59.533%   | 52509317                          | 295                                 | 99.9994%   | .0006%                             |

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## Resolution 2: Re-appointment of Mr. Jeetmal Bhoorchand Parekh (DIN 00512415), who retires by rotation (Ordinary Resolution)

| Promoter/<br>Public                      | No. of<br>shares<br>held<br>(1) | No. of<br>votes<br>polled | % of<br>Votes<br>Polled<br>on<br>outsta<br>ndin | No. of<br>Votes<br>– in<br>Favour<br>(4) | No. of<br>Votes<br>–<br>agains<br>t | % of<br>Votes<br>in favour<br>on votes<br>polled | % of<br>Votes<br>against<br>on<br>votes<br>polled |
|--|---------------------------------|---------------------------|---|--|-------------------------------------|--|---|
|  |                                 |                           | (3)=[(2)<br>/(1)]*                              |  | (5)                                 | (6)=[(4)/(2<br>)]<br>*100                        | (7)=[(5)/(2<br>)]<br>*100                         |
| Promoter<br>and<br>Promoter<br>Group     | 48514690                        | 48514690                  | 100%  | 48514690                                 | 0                                   | 100%   | 0   |
| Public –<br>Institution<br>al<br>Holders | -                               | -                         | -   | -  | -                                   | -  | -   |
| Public-<br>Others                        | 39688060                        | 3994922                   | 10.066<br>%                                     | 3994627                                  | 295                                 | 99.993%  | .007%   |
| Total                                    | 88202750                        | 52509612                  | 59.533<br>%                                     | 52509317                                 | 295                                 | 99.9994%   | .0006%  |

## Resolution 3: Appointment of M/S Bhanwar Jain & Co, Chartered Accountants as Statutory Auditors and fixing their remuneration (Ordinary Resolution)

| Promoter/    | No. of   | No. of   | % of       | No. of   | No. of | % of        | % of              |
|--------------|----------|----------|------------|----------|--------|-------------|-------------------|
| Public       | shares   | votes    | Votes      | Votes    | Votes  | Votes       | Votes             |
|              | held     | polled   | Polled     | in       | _      | in favour   | against           |
|              |          |          | on         | Favour   | agains | on votes    | on                |
|              |          |          | outstan    |          | t      | polled      | votes             |
|              | (1)      | (2)      | din        | (4)      |        |             | polled            |
|              |          |          | g          |          |        | (6)=[(4)/(2 |                   |
|              |          |          | shares     |          | (5)    | )]<br>*100  | (7)=[(5)/(2<br>)] |
|              |          |          | (3)=[(2)/( |          |        |             | *100              |
|              |          |          | 1)]*       |          |        |             |                   |
|              |          |          | 100        |          |        |             |                   |
| Promoter and | 48514690 | 48514690 | 100%       | 48514690 | 0      | 100%        | 0                 |

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| Promoter<br>Group                        |          |          |         |          |     |          |        |
|--|----------|----------|---------|----------|-----|----------|--------|
| Public –<br>Institution<br>al<br>Holders | -        | -        | -       | -        | M.  | -        | -      |
| Public-<br>Others                        | 39688060 | 3994922  | 10.066% | 3994627  | 295 | 99.993%  | .007%  |
| Total                                    | 88202750 | 52509612 | 59.533% | 52509317 | 295 | 99.9994% | .0006% |

## Resolution 4: Adoption of Article of Association (Special Resolution)

| Promoter/       | No. of   | No. of   | % of               | No. of   | No. of | % of         | % of              |
|-----------------|----------|----------|--------------------|----------|--------|--------------|-------------------|
| Public          | shares   | votes    | Votes              | Votes    | Votes  | Votes        | Votes             |
|                 | held     | polled   | Polled             | – in     | _      | in favour    | against           |
|                 |          |          | on                 | Favour   | agains | on votes     | on                |
|                 |          | 1        | outstan            |          | t      | polled       | votes             |
|                 | (1)      | (2)      | din                | (4)      | 1      |              | polled            |
|                 |          |          | g                  |          |        | (6)=[(4)/(2  |                   |
|                 |          |          | shares             |          | (5)    | )]<br>  *100 | (7)=[(5)/(2<br>)] |
|                 |          |          | (3)=[(2)/(<br>1)]* |          |        |              | *100              |
|                 |          |          | 100                |          |        |              |                   |
| Promoter        | 48514690 | 48514690 | 100%               | 48514690 | 0      | 100%         | 0                 |
| and<br>Promoter |          |          |                    |          |        |              |                   |
| Group           |          |          |                    |          |        |              |                   |
| Public -        | -        | -        | _                  |          |        | -            |                   |
| Institution     |          |          |                    |          |        |              | _                 |
| al              |          |          |                    |          |        |              |                   |
| Holders         |          |          | İ                  |          |        |              |                   |
| Public-         | 39688060 | 3994922  | 10.066%            | 3994627  | 295    | 99.993%      | .007%             |
| Others          |          |          |                    |          |        |              |                   |
| Total           | 88202750 | 52509612 | 59.533%            | 52509317 | 295    | 99.9994%     | .0006%            |

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TALUKA: SANAND, DISTRICT: AHMEDABAD - 382 170, INDIA.



## Resolution 5: Appointment of Mr. Malav J.Ajmera (DIN 02441549) as an Independent Director (Ordinary Resolution)

| Promoter/    | No. of   | No. of   | % of       | No. of   | No. of | % of         | % of                  |
|--------------|----------|----------|------------|----------|--------|--------------|-----------------------|
| Public       | shares   | votes    | Votes      | Votes    | Votes  | Votes        | Votes                 |
|              | heid     | polled   | Polled     | – in     | _      | in favour    | against               |
|              |          |          | on         | Favour   | agains | on votes     | on                    |
| -            | (4)      | (0)      | outstan    | 445      | t      | polled       | votes                 |
|              | (1)      | (2)      | din        | (4)      |        | (C)-F(A)((D  | polled                |
|              |          |          | g          |          | /E\    | (6)=[(4)/(2  | /7\-F(F)(O            |
|              |          |          | shares     |          | (5)    | )]<br>  *100 | (7)=[(5)/(2  <br>  )] |
|              |          |          | (3)=[(2)/( |          |        |              | *100                  |
|              |          |          | 1)]*       |          |        |              |                       |
|              |          |          | 100        |          |        |              |                       |
| Promoter and | 48514690 | 48514690 | 100%       | 48514690 | 0      | 100%         | 0                     |
| Promoter     |          |          |            |          |        |              |                       |
| Group        |          |          |            |          |        |              |                       |
| Public -     | -        | -        | -          | -        | -      | -            | -                     |
| Institution  |          |          |            |          |        |              |                       |
| al           |          |          |            |          |        |              |                       |
| Holders      |          |          |            |          |        |              |                       |
| Public-      | 39688060 | 3994922  | 10.066%    | 3994627  | 295    | 99.993%      | .007%                 |
| Others       |          |          |            |          |        |              |                       |
| Total        | 88202750 | 52509612 | 59.533%    | 52509317 | 295    | 99.9994%     | .0006%                |

# Resolution 6: Appointment of Mr.Nikhil K.Parikh (DIN 00500216) as an Independent Director (Ordinary Resolution)

| Promoter/ | No. of   | No. of   | % of       | No. of   | No. of | % of        | % of        |
|-----------|----------|----------|------------|----------|--------|-------------|-------------|
| Public    | shares   | votes    | Votes      | Votes    | Votes  | Votes       | Votes       |
|           | held     | polied   | Polled     | – in     | _      | in favour   | against     |
|           |          |          | on         | Favour   | agains | on votes    | on          |
|           |          |          | outstan    |          | t      | polled      | votes       |
|           | (1)      | (2)      | din        | (4)      |        |             | polled      |
|           | }        |          | g          |          |        | (6)=[(4)/(2 |             |
|           |          | j        | shares     |          | (5)    | )]          | (7)=[(5)/(2 |
|           |          |          |            |          |        | *100        | )]          |
|           |          |          | (3)=[(2)/( |          |        |             | *100        |
|           |          |          | 1)]*       |          |        |             |             |
|           |          |          | 100        |          |        |             |             |
| Promoter  | 48514690 | 48514690 | 100%       | 48514690 | 0      | 100%        | 0           |

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| and<br>Promoter<br>Group                 |          |          |         |          |     |          |        |
|--|----------|----------|---------|----------|-----|----------|--------|
| Public –<br>Institution<br>al<br>Holders | -        | -        | -       | -        | -   | -        | -      |
| Public-<br>Others                        | 39688060 | 3994922  | 10.066% | 3994627  | 295 | 99.993%  | .007%  |
| Total                                    | 88202750 | 52509612 | 59.533% | 52509317 | 295 | 99.9994% | .0006% |

## Resolution 7: Appointment of Mr.Nehal M.Shah (DIN 0020062) as an Independent Director (Ordinary Resolution)

| Promoter/<br>Public   | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of<br>Votes<br>Polled<br>on<br>outstan | No. of<br>Votes<br>– in<br>Favour | No. of<br>Votes<br><br>agains<br>t | % of<br>Votes<br>in favour<br>on votes<br>polled | % of<br>Votes<br>against<br>on<br>votes |
|-----------------------|--------------------------|---------------------------|--|-----------------------------------|------------------------------------|--|---|
|                       | (1)                      | (2)                       | dìn                                      | (4)                               |                                    |  | polled                                  |
|                       |                          |                           | g<br>shares                              |                                   | (5)                                | (6)=[(4)/(2<br>)]<br>*100                        | (7)=[(5)/(2<br>)]                       |
|                       |                          |                           | (3)=[(2)/(<br>1)]*                       |                                   |                                    |  | *100                                    |
|                       |                          |                           | 100                                      |                                   |                                    |  |   |
| Promoter and Promoter | 48514690                 | 48514690                  | 100%                                     | 48514690                          | 0                                  | 100%   | 0                                       |
| Group<br>Public –     |                          |                           |  | _                                 |                                    |  |   |
| Institution           | -                        | -                         | -  | _                                 | -                                  | _  | -                                       |
| al                    |                          |                           |  |                                   |                                    |  |   |
| Holders               |                          |                           |  |                                   |                                    |  |   |
| Public-               | 39688060                 | 3994922                   | 10.066%                                  | 3994627                           | 295                                | 99.993%  | .007%                                   |
| Others                |                          |                           |  |                                   |                                    |  |   |
| Total                 | 88202750                 | 52509612                  | 59.533%                                  | 52509317                          | 295                                | 99.9994%   | .0006%                                  |

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WORKS:



## Resolution 8: Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

| Promoter/    | No. of   | No. of   | % of        | No. of   | No. of | % of        | % of               |
|--------------|----------|----------|-------------|----------|--------|-------------|--------------------|
| Public       | shares   | votes    | Votes       | Votes    | Votes  | Votes       | Votes              |
|              | held     | polled   | Polled      | – in     | _      | in favour   | against            |
|              |          |          | on          | Favour - | agains | on votes    | on                 |
|              |          | (0)      | outstan     | (4)      | t      | polled .    | votes              |
|              | (1)      | (2)      | din         | (4)      |        | (C)=[(A)//2 | polled             |
| i            |          |          | g<br>shares |          | /E\    | (6)=[(4)/(2 | (7)_[(5)/(5)       |
|              |          |          | Silares     |          | (5)    | )]<br> *100 | (7)=[(5)/(2<br> )] |
|              |          |          | (3)=[(2)/(  |          |        |             | *100               |
|              |          |          | 1)]*        |          |        |             |                    |
| D            | 10511000 | 40544000 | 100         | 40.00    |        | 1000/       |                    |
| Promoter and | 48514690 | 48514690 | 100%        | 48514690 | 0      | 100%        | 0                  |
| Promoter     |          |          |             |          |        |             |                    |
| Group        |          |          |             |          |        |             | ,                  |
| Public -     | -        | -        | -           | -        | -      | -           | <b>-</b> :         |
| Institution  |          |          |             |          |        |             |                    |
| al           |          |          |             |          |        |             |                    |
| Holders      |          |          |             |          |        |             |                    |
| Public-      | 39688060 | 3994922  | 10.066%     | 3994627  | 295    | 99.993%     | .007%              |
| Others       |          |          |             |          |        |             |                    |
| Total        | 88202750 | 52509612 | 59.533%     | 52509317 | 295    | 99.9994%    | .0006%             |

Resolution 9: Creation of charges on the assets of the Company under Section 180(1)(c) of the Companies Act,2013 (Special Resolution)

| Promoter/ | No. of   | No. of   | % of       | No. of   | No. of     | % of        | % of              |
|-----------|----------|----------|------------|----------|------------|-------------|-------------------|
| Public    | shares   | votes    | Votes      | Votes    | Votes      | Votes       | Votes             |
|           | heid     | polled   | Polled     | – in     | <b>-</b> · | in favour   | against           |
|           |          |          | on         | Favour   | agains     | on votes    | on                |
|           |          |          | outstan    |          | t          | polled      | votes -           |
|           | (1)      | (2)      | din        | (4)      |            |             | polled            |
|           |          | }        | g          | }        |            | (6)=[(4)/(2 |                   |
|           |          |          | shares     |          | (5)        | )]<br>*100  | (7)=[(5)/(2<br>)] |
|           |          |          | (3)=[(2)/( |          |            |             | *100              |
|           |          |          | 1)]*       |          |            |             |                   |
|           |          |          | 100        |          |            |             |                   |
| Promoter  | 48514690 | 48514690 | 100%       | 48514690 | 0          | 100%        | 0                 |

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| and<br>Promoter<br>Group               |          |          |         |          |     |          |        |
|--|----------|----------|---------|----------|-----|----------|--------|
| Public<br>Institution<br>al<br>Holders | -        | -        |         |          | -   | -        | -      |
| Public-<br>Others                      | 39688060 | 3994922  | 10.066% | 3994627  | 295 | 99.993%  | .007%  |
| Total                                  | 88202750 | 52509612 | 59.533% | 52509317 | 295 | 99.9994% | .0006% |

## Resolution 10: Approval of Related Party Transactions (Special Resolution)

| Promoter/<br>Public                        | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of<br>Votes<br>Polled<br>on<br>outstand | No. of<br>Votes<br>– in<br>Favour | No. of<br>Votes<br>–<br>agains<br>t | % of<br>Votes<br>in favour<br>on votes<br>polled | % of<br>Votes<br>against<br>on<br>votes |
|--|--------------------------|---------------------------|---|-----------------------------------|-------------------------------------|--|---|
|  | (1)                      | (2)                       | in<br>g shares                            | (4)                               |                                     | ,  | polled                                  |
|  |                          |                           | (3)=[(2)/(<br>1)]*<br>100                 |                                   | (5)                                 | (6)=[(4)/(2<br>)]<br>*100                        | (7)=[(5)/(2<br>)]<br>*100               |
| Promoter<br>and<br>Promoter<br>Group       | 48514690                 | -                         |   | -                                 |                                     |  |   |
| Public - <<br>Institution<br>al<br>Holders |                          | -                         | -   | -                                 |                                     |  |   |
| Public-<br>Others                          | 39688060                 | 3994922                   | 10.066%                                   | 3994627                           | 295                                 | 99.9926%   | 0.0074%                                 |
| Total                                      | 88202750                 | 3994922                   | 4.5292%                                   | 3994627                           | 295                                 | 99.9926%   | 0.0074%                                 |

Note: All the resolutions were passed with requisite majority.

For Mahalaxmi Rubtech Limited

Japan N.Shah

**Company Secretary** 

CIN No. L25190GJ1991PLCO16327

REGD. OFFICE:

47, NEW CLOTH MARKET,

AHMEDABAD - 380 002, INDIA.

M.GOM. LL.B., GDCA, ICWA (INT.),FCS Practicing Company Secretaries

#### SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman

23<sup>rd</sup> Annual General Meeting of the Shareholders of

M/s. Mahalaxmi Rubtech Limited

to be held on Monday, 29<sup>th</sup> day of September, 2014 at12:30 p.m. at "Lions Hall,Nr.Nalanda notel,Mithakhali Six Roads,Ellisbridge, Ahmedabad - 380006

#### RE: E-VOTING SCRUTINIZER'S REPORT

Dear Sir.

- I, CS Soni Rashmikant M practicing Company Secretary having office at 204,Nilkamal Complex,Nr. Havmor Restaurant,Navrangpura have been appointed as scrutinizer of M/s. Mahalaxmi Rubtech Ltd (for the brevity purpose, hereinafter referred as "the Company") for the purpose of scrutinizing the e-voting process in fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolutions, at the 23<sup>rd</sup> Annual General Meeting of the Shareholders of the Company, to be held on Monday, 29<sup>th</sup> day of September, 2014 at 12.30 p.m. at Lions Hall,Nr.Nalanda hotel,Mithakhali Six Roads,Ellisbridge, Ahmedabad 380006. I Submit my report as under:-
  - 1. The e-voting period remained open from Monday, September 22 2014 at 10.00 a.m. (IST) to Wednesday, September 24 2014 at 6:00 p.m. (IST);
  - 2. The shareholders holding shares as on the cut-off date i.e. Friday, August 22, 2014 were entitled to vote on the proposed resolutions set out at item no. 1 (one) to 10 (Ten) in notice convening of the 23<sup>rd</sup> Annual General Meeting of the Company;
  - 3. The votes were unblocked on Wednesday, September 24, 2014 around 6:00 p.m. (IST) in presence of two witnesses i.e. Mr. Malay Patel and Mrs. Fagun Shah who is not in the employment of the Company.
  - 4. Thereafter, the details containing, *inter alia*, list of equity shareholders, who voted 'For' and 'Against', were downloaded from the e-voting portal of Central Depository Systems Limited i.e. <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> attached and named as "Exhibit I";
  - 5. The results of the e-voting are as under:-





204 "NILKAMAL COMPLEX", Nr. Havmor Restaurant, B/s. Shriji Baug Flats, Navrangpura, Ahmedabad-380009. Ph.: (079) 26 466 101 Mob.: 98254 78055, 94095 44155 • E-mail: soni2rm@yahoo.com, soni20rm@gmail.com

Item No .1 Adoption of Audited Annual Accounts and Reports of the Auditors And Directors Report:

Type of Business:- Ordinary Business
Type of Resolution:- Ordinary Resolution

| Particulars       | No of        | Number    | Percentage  |
|-------------------|--------------|-----------|-------------|
|                   | Shareholders | of Shares | of total    |
|                   | who voted    | voted     | share voted |
| In Favour         | 41           | 43888266  | 99.999328%  |
| In against        | 5            | 295       | 0.000672%   |
| Votes for Abstain |              |           |             |
| Total             | 46           | 43888561  | 100.00%     |

Item No. 2 Re-appointment of Mr. Jeefmal B. Parekh (Din-00512415), who retires by rotation.

Type of Business:- Ordinary Business
Type of Resolution:- Ordinary Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of Shares voted | Percentage<br>of total<br>share voted |
|-------------------|------------------------------------|------------------------|---------------------------------------|
| In Favour         | 41                                 | 43888266               | 99.999328%                            |
| In against        | 5                                  | 295                    | 0.000672%                             |
| Votes for Abstain |                                    |                        |                                       |
| Total             | 46                                 | 43888561               | 100.00%                               |

Item No .3 Appointment of Statutory Auditors and fix their remuneration.

Type of Business:- Ordinary Business
Type of Resolution:- Ordinary Resolution

| Particulars       | No of        | Number    | Percentage  |
|-------------------|--------------|-----------|-------------|
|                   | Shareholders | of Shares | of total    |
|                   | who voted    | voted     | share voted |
| In Favour         | 41           | 43888266  | 99.999328%  |
| In against        | 5            | 295       | 0.000672%   |
| Votes for Abstain |              |           |             |
| Total             | 46           | 43888561  | 100.00%     |

Item No .4 Adoption of New Articles of Association of Company.

Type of Business :- Special Business
Type of Resolution:- Special Resolution

| Particulars       | No of        | Number    | Percentage  |
|-------------------|--------------|-----------|-------------|
|                   | Shareholders | of Shares | of total    |
|                   | who voted    | voted     | share voted |
| In Favour         | 41           | 43888266  | 99.999328%  |
| In against        | 5            | 295       | 0.000672%   |
| Votes for Abstain |              |           |             |
| Total             | 46           | 43888561  | 100.00%     |



Item No .5 Appointment of Mr. Malav J. Ajmera (Din- 02441549) as a Independent Director

Type of Business:- Special Business
Type of Resolution:- Ordinary Resolution

| Particulars       | No of        | Number    | Percentage  |
|-------------------|--------------|-----------|-------------|
|                   | Shareholders | of Shares | of total    |
|                   | who voted    | voted     | share voted |
| In Favour         | 41           | 43888266  | 99.999328%  |
| In against        | 5            | 295       | 0.000672%   |
| Votes for Abstain |              |           |             |
| Total             | 46           | 43888561  | 100.00%     |

Item No .6 Appointment of Mr. Nikhil K. Parikh (Din-00500216) as a Independent Director.

Type of Business: - Special Business
Type of Resolution: - Ordinary Resolution

| Particulars       | No of        | Number    | Percentage  |
|-------------------|--------------|-----------|-------------|
| 3 000 000         | Shareholders | of Shares | of total    |
|                   | who voted    | voted     | share voted |
| In Favour         | 41           | 43888266  | 99.999328%  |
| In against        | 5            | 295       | 0.000672%   |
| Votes for Abstain |              |           |             |
| Total             | 46           | 43888561  | 100.00%     |

item No .7 Appointment of Mr. Nehal M.Shah (Din-00020062) as a Independent Director.

Type of Business:- Special Business
Type of Resolution:- Ordinary Resolution

| Particulars       | No of        | Number    | Percentage  |
|-------------------|--------------|-----------|-------------|
|                   | Shareholders | of Shares | of total    |
|                   | who voted    | voted     | share voted |
| In Favour         | 41           | 43888266  | 99.999328%  |
| In against        | 5            | 295       | 0.000672%   |
| Votes for Abstain |              |           |             |
| Total             | 46           | 43888561  | 100.00%     |

Item No .8 Borrowing limits of the Company under section 180(1)(c) of the Companies Act 2013

Type of Business: - Special Business
Type of Resolution:- Special Resolution

| Particulars       | No of<br>Shareholders | Number of Shares | Percentage of total |
|-------------------|-----------------------|------------------|---------------------|
|                   | who voted             | voted            | share voted         |
| In Favour         | 41                    | 43888266         | 99.999328%          |
| In against        | 5                     | 295              | 0.000672%           |
| Votes for Abstain |                       |                  |                     |
| Total             | 46                    | 43888561         | 100.00%             |



Item No .9 Creation of charge on the Assets of the Company under section 180(1)(a) of the Companies Act 2013 (special Resolution)

Type of Business: - Special Business
Type of Resolution:- Special Resolution

| Particulars       | No of<br>Shareholders | Number<br>of Shares | Percentage of total |
|-------------------|-----------------------|---------------------|---------------------|
|                   | who voted             | voted               | share voted         |
| In Favour         | 41                    | 43888266            | 99.999328%          |
| In against        | 5                     | 295                 | 0.000672%           |
| Votes for Abstain |                       |                     |                     |
| Total             | 46                    | 43888561            | 100.00%             |

Item No .10 Approval of Related party transactions under of the Companies Act 2013 (special Resolution)

Type of Business: - Special Business
Type of Resolution:- Special Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number<br>of Shares<br>voted | Percentage<br>of total<br>share voted |
|-------------------|------------------------------------|------------------------------|---------------------------------------|
| In Favour         | 17                                 | 2901826                      | 99.989835%                            |
| In against        | 5                                  | 295                          | 0.010165%                             |
| Votes for Abstain | 24                                 |                              |                                       |
| Total             | 46                                 | 2902121                      | 100.00%                               |

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are hand over to the Company Secretary of the Company.

Yours Truly,

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SONI RASHMIKANT

COMPANY SECRETARY IN PRACTICE

COP: 4990 FCS: 4937

DT.: WEDNESDAY, SEPTEMBER 24, 2014

PLACE: AHMEDABAD

## Form No. MGT-13 REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To, Chairman, 23<sup>rd</sup> Annual General Meeting of the Shareholders of M/s Mahalaxmi Rubtech Limited held on Monday, 29th September, 2014 at 12.30 p.m "LIONS Hall, Nr Nalanda Hotel, Mithakhali Six roads, Ahmedabad 380 015,

Dear Sir.

- I, Rashmikant Soni , Practicing Company Secretary (COP: 4990) appointed as Scrutinizer for the purpose of the poll taken on the below mentioned Resolutions, at the 23<sup>rd</sup> Annual General Meeting of the Equity Share holders of Mahalaxmi Rubtech Limited held on Monday,29<sup>th</sup> September, 2014 at 12.30 p.m at "LIONS Hall,Nr Nalanda Hotel,Mithakhali Six roads,Ahmedabad 380 015.1 submit my report as under:
  - 1. After the time fixed for closing of the poll by the chairman, 2 (two) ballot box kept for polling was locked in my presence with due identification marks placed by me.
  - The locked Ballot was successfully opened in my presence and the poll papers were diligently scrulinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company viz. Sharpro Services (1) Pvt Ltd authorizations / Proxies lodged with the Company.
  - 3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
  - 4. The result of the poll is as under:





#### Resolution No. 1

Adoption of Audited Annual Accounts and Reports of the Auditors And Directors Reports thereon:

#### (i) Details of Valid Votes:

| Particulars | Number of  | Number of Votes | % of total number of |
|-------------|--|-----------------|----------------------|
|             | members Present<br>and voting (in<br>person or by proxy) | cast by them    | valid votes cast     |
| In Favour   | 32   | 8621051         | 100%                 |
| Against     |  |                 |                      |

#### (ii) Invalid Votes:

| Number of members (in person or by proxy) whose votes were declared | Number of Votes cast by them |
|---|------------------------------|
| invalid<br>0  |                              |

#### Resolution No. 2.

Re-appointment of Mr. Jeetmal B. Parekh (Din- 00512415), who retires by Rotation and eligible himself for appointment.

#### (i) Details of Valid Votes:

| Particulars | Number of<br>members Present<br>and voting (in<br>person or by proxy) | Number of Votes<br>cast by them | % of total number of<br>valid votes cast |
|-------------|---|---------------------------------|--|
| In Favour   | 32  | 8621051                         | 100%                                     |
| Against     | 0   |                                 |  |

| Number of members (in person or by | Number of Votes cast by them            |
|------------------------------------|---|
| proxy) whose votes were declared   | 1,0,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
|                                    |   |
| invalid                            |   |
| 0                                  | 0                                       |



#### Resolution No. 3

Appointment of M/s Bhanwar Jain & Co, Chartered Accountant, Statutory Auditors and fixing their remuneration.

#### (i) Details of Valid Votes:

| Particulars | Number of<br>members Present<br>and voting (in<br>person or by proxy) | Number of Votes<br>cast by them | % of total number of valid votes cast |
|-------------|---|---------------------------------|---------------------------------------|
| In favour   | 32  | 8621051                         | 100%                                  |
| Against     | 0   | 0                               |                                       |

#### (ii) Details of Invalid Votes:

| Number of members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |  |
|---|------------------------------|--|
| 0   | 0                            |  |

Resolution- Item No. 4
Adoption of New Articles of Association of Company.

#### (i) Details of Valid Votes :

| Particulars | Number of<br>members Present<br>and voting (in<br>person or by proxy) | Number of Votes<br>cast by them | % of total number of valid votes cast |
|-------------|---|---------------------------------|---------------------------------------|
| In Favour   | 32  | 8621051                         | 100%                                  |
| Against     | 0   |                                 |                                       |



| Number of members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|------------------------------|
| 0   | 0                            |

Resolution- Item No. 5

Appointment of Mr. Malav J. Ajmera (Din-02441549) as an Independent Director.

#### (i) Details of Valid Votes

| Parliculars | Number of members Present          | Number of Votes cast by them | % of total number of valid votes cast |
|-------------|------------------------------------|------------------------------|---------------------------------------|
|             | and voting (in person or by proxy) |                              |                                       |
| In Favour   | 32                                 | 8621051                      | 100%                                  |
| Against     | 0                                  |                              |                                       |

#### (ii) Details of Invalid Votes:

| Number of members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |  |
|---|------------------------------|--|
| 0   | 0                            |  |

Resolution-Item No. 6

Appointment of Mr. Nikhil K. Parikh (Din-00500216) as an Independent Director.

#### (i) Details of Valid Votes :

| Particulars | Number of<br>members Present<br>and voting (in<br>person or by proxy) | Number of Votes<br>cast by them | % of total number of valid votes cast |
|-------------|---|---------------------------------|---------------------------------------|
| In Favour   | 32  | 8621051                         | 100%                                  |
| Against     | 0   |                                 |                                       |



| Number of members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|------------------------------|
| 0   | 0                            |

Resolution- Item No. 7

Appointment of Mr. Nehal M. Shah (Din-00020062) as an Independent Director.

#### (i) Details of Valid Votes:

| Particulars | Number of members Present and voting (in person or by proxy) | Number of Votes<br>cast by them | % of total number of valid votes cast |
|-------------|--|---------------------------------|---------------------------------------|
| in Favour   | 32   | 8621051                         | 100%                                  |
| Against     | 0  |                                 |                                       |

#### (ii) Details of Invalid Votes:

| Number of members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|------------------------------|
| 0   | 0                            |

Resolution- Item No. 8
Borrowing limits of the Company under section 180(1)(c) of the Companies Act 2013

#### (i) Details of Valid Votes :

| Particulars | Number of members Present and voting (in person or by proxy) | Number of Votes<br>cast by them | % of total number of valid votes cast |
|-------------|--|---------------------------------|---------------------------------------|
| In favour   | 32   | 8621051                         | 100%                                  |
| Against     | 0  |                                 |                                       |



| Number of members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |  |
|---|------------------------------|--|
| 0   | 0                            |  |

Resolution-Item No.9

Creation of charge on the Assets of the Company under section 180(1)(a) of the Companies Act 2013 (special Resolution)

#### (i) Details of Valid Votes:

| Particulars | Number of<br>members Present<br>and voting (in<br>person or by proxy) | Number of Votes<br>cast by them | % of total number of valid votes cast |
|-------------|---|---------------------------------|---------------------------------------|
| In Favour   | 32  | 8621051                         | 100%                                  |
| Against     | 0   |                                 |                                       |

#### (ii) Details of Invalid Votes:

| Number of members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |
|---|------------------------------|
| 0   | 0                            |

Resolution-Item No.10

Approval of Related party transactions under of the Companies Act 2013 (special Resolution)

| Particulars | Number of<br>members Present<br>and voting (in<br>person or by proxy) | Number of Votes<br>cast by them | % of total number of valid votes cast |
|-------------|---|---------------------------------|---------------------------------------|
| In Favour   | 26  | 1092801                         | 100 %                                 |
| Against     | 0   |                                 |                                       |



Details of Invalid Votes: (ii)

| Number of members (in person or by proxy) whose votes were declared invalid | Number of Votes cast by them |  |
|---|------------------------------|--|
|   | 0                            |  |

- 5. The List of Equity Shareholders who voted "FOR", "AGAINS" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours-Faithfully,

Rashmikant Soni

Company Secretary in Practice

Date: 29th September, 2014 Place: Ahmedabad