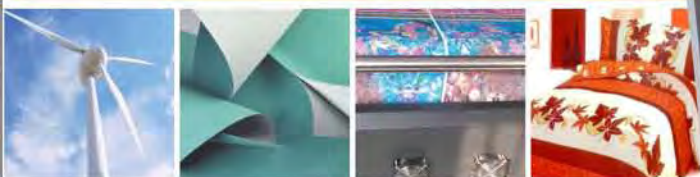


MAHALAXMI RUBTECH LIMITED



26th ANNUAL REPORT 2017

31st March





MAHALAXMI RUBTECH LIMITED

CIN : L25190GJ1991PLC016327

BOARD OF DIRECTORS

SHRI JEETMAL B. PAREKH
SHRI RAHUL J. PAREKH
SHRI ANAND J. PAREKH
SMT. SANGITA S. SINGHI
SHRI MALAV J. AJMERA
SHRI NEHAL M. SHAH

GROUP PRESIDENT & CFO

SHRI RAJENDRA R. MEHTA

COMPLIANCE OFFICER

SHRI SHAILESH P. KOSHTI
(COMPANY SECRETARY)

STATUTORY AUDITORS

BHANWAR JAIN & CO.
CHARTERED ACCOUNTANTS
AHMEDABAD.

INTERNAL AUDITORS

D. TRIVEDI & ASSOCIATES
CHARTERED ACCOUNTANTS
AHMEDABAD

BANKERS

BANK OF BARODA

REGISTERED OFFICE

47, NEW CLOTH MARKET, AHMEDABAD - 380 002 (INDIA)

CORPORATE OFFICE

YSL AVENUE, OPP. KETAV PETROL PUMP,
POLYTECHNIC ROAD,
AMBAWADI, AHMEDABAD – 380 015

FACTORY

UMA INDUSTRIAL ESTATE, PHASE III,
VASNA (IYAVA) SANAND, DIST: AHMEDABAD

MAHALAXMI FABRIC MILLS
(A UNIT OF MAHALAXMI RUBTECH LTD.) ISANPUR ROAD,
NEAR NAROL CHAR RASTA, NAROL,
AHMEDABAD - 382 405

REGISTRAR & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED
5th Floor, 506 to 508, Amarnath Business Centre - 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C.G. Road, Navrangpura, Ahmedabad - 380009.
Tel: 079-26465186-87 Fax: 079-26465179
Email - ahmedabad@linkintime.co.in

CIN: L25190GJ1991PLC016327

Regd. office: 47, New Cloth Market, Ahmedabad – 380002, Gujarat. **Web: www.mrtglobal.com, Ph.: 079 4000 8000 Fax: 079 4000 8020**
E-mail: cs@mahalaxmigroup.net

NOTICE TO MEMBERS

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of "Mahalaxmi Rubtech Limited" will be held at "Lions Hall", Nr. Nalanda Hotel, Mithakhali Six Road, Ellisbridge, Ahmedabad- 380 006 on Wednesday, September 27, 2017 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and if approved, adopt the Audited Balance Sheet as at March 31, 2017 and Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a director in place of Shri Anand Jeetmal Parekh (DIN: 00500384), who retire by rotation at this AGM and being eligible offers himself for re-appointment.
3. **TO APPOINT STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time M/s P C Bothra & Co, Chartered Accountants, Firm Registration No 306034E, be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM at such remuneration plus applicable 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."

SPECIAL BUSINESS:

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

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Dalwadi & Associates, Cost Accountants (Firm Registration Number - 000338), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018 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. **TO CONSIDER THE RELATED PARTY TRANSACTIONS**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as 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 26th May, 2017, the consent of the members of the Company be and is hereby accorded to the proposed transactions between the Company and related entities Mahalaxmi Calchem Private Limited, Anand Chem Industries Private Limited, Mahalaxmi Exports, Shah Jeetmal Champalal and Rahul Textile for entering into contract or arrangement with the related parties as defined under the Act and the Rules made thereunder, as per details and on terms & conditions as set out 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."

6. **RE-APPOINTMENT OF MR. RAHUL J. PAREKH (DIN 00500328), AS MANAGING DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Article 191 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rahul J. Parekh, as Managing Director (designated as "Key Managerial Person") of the Company with effect from August 10, 2017 to August 9, 2022, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rahul J. Parekh.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rahul J. Parekh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

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

NOTE

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him / her and the proxy need not be a member of the Company.
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of meeting. A proxy form is sent herewith.
 2. The Register of Members and Transfer Book of the Company will remain closed from Thursday the 21st day of September, 2017 to Wednesday the 27th day of September, 2017 (both days inclusive) for the purpose of 26th Annual General Meeting.
 3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
 4. Members are reminded to send their dividend warrants, which have not been encashed, to the Company for revalidation. As per the provisions of the Section 124(6) of the Companies Act, 2013, unclaimed dividend is liable to be transferred to the Investor Education and Protection Fund of the Central Government after the expiry of seven years from the date they become due for payment. As per the Section 124 of the Companies Act, 2013, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF). Accordingly unpaid dividend for the FY 2008-09 has also been transferred to the IEPF.
 5. In accordance with the section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rule, 2014 and Regulation 36 of SEBI (LODR) Regulation, 2015, Electronic/soft copy of the Notice and Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a Physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent through the permitted mode. Members may also note that the Notice of 26th Annual General Meeting and Annual Report for 2016-17 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 and Administrative Office in Ahmedabad.
 6. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, Power of Attorney, change of address/name, Income Tax Permanent Account Number (PAN) etc. to their Depository Participant only. Changes intimated to the Depository Participants will be automatically reflected on the Company's record which will help the Company and its Registrar and Transfer Agent to provide efficient & better services.
Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA Link Intime India Private Limited. In respect with shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
 7. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company, at least one week before the date of the Meeting, Replies will be provided in respect of such queries received in writing, only at the Meeting.
 8. A Member or his Proxy is required to bring a copy of the Annual Report to the Meeting as extra copies will not be distributed.
 9. The Company had on September 23, 2010, sub-divided each Equity Share of the face value of ₹ 10/- each into ten Equity Shares of the face value of ₹ 1/- each. Subsequently, on November 6, 2015, the Company has consolidated 10 Equity Share of the face value of ₹ 1/- each into 1 Equity Shares of the face value of ₹ 10/- each. The Company has in the past sent reminders to those Shareholders who have not claimed new share certificates for consolidated Shares of the face value of ₹ 10/- each. Shareholders who have not so far surrendered their old certificates in exchange for new share certificates for consolidated Shares of the face value of ₹ 10/- each, are requested to do so immediately.
 10. In compliance with the Security and Exchange Board of India (SEBI) circular dated 7th January, 2010 it is mandatory for Members holding shares in Physical form to furnish a copy of PAN in the following cases (a) Deletion of name of deceased shareholders(s), where the shares are held in the name of two or more shareholders (b) Transmission of shares to the legal heir(s), where the deceased shareholder was the sole holder of shares (c) Transposition of shares when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
 11. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 26th Annual General Meeting (AGM). The business shall be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 26th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
 12. For security reasons and for proper conduct of AGM, entry to the place of the AGM will be regulated by the attendance slip, which is annexed to the Notice. Members/proxies are requested to bring their attendance slip in all respect and signed at the place provided there at and hand it over at the entrance of the venue. The rout map of the AGM venue is also annexed to this Notice.
- A. The instructions for members for voting electronically are as under:-In case of members receiving e-mail:**
- (i) The voting period begins on 24th September, 2017 at 10:00 a.m. and ends on 26th September, 2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September, 2017, 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 or 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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
- B. Please follow all steps from Sl. No. (ii) to (xix) to cast vote in case of members receiving the physical copy of Notice of Annual General Meeting [for members whose e-mail IDs are not registered with the Company / Depository Participant[s] or requesting physical copy].
- C. Results declared along with scrutinizer's report shall be communicated to BSE thereafter placed on website of the Company. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e- voting module shall be disabled by CDSL for voting thereafter.
- D. Hudda & Associates Company Secretaries LLP, Mr. Bunty Hudda (Designated Partner) (Membership No.: A31507 and CP No.: 11560) Address: E-812, Titanium City Center, Nr. IOC Petrol Pump, Anandnagar-Prahladnagar Road, Satellite, Ahmedabad - 380015 has been appointed as scrutinizer to scrutinize e-voting process.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than forty eight hours from the conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in

favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mrtglobal.com and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

- F. The Resolution shall be deemed to be passed on the date of Annual General Meeting. Subject to Receipt of requisite number of votes.
- G. The voting right of shareholder shall be in proportion to their share of the paid-up share capital of the company.
- H. Pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Company has created an exclusive E-mail. ID: cs@mahalaxmigroup.net for quick redressal of shareholders/investors grievances.
13. THE COMPANY IS HAVING DEPOSITORY ARRANGEMENT WITH NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL), AND CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL) TO FACILITATE THE SHAREHOLDERS TO HOLD AND TRADE COMPANY'S EQUITY SHARES IN ELECTRONIC FORM. INTERESTED SHAREHOLDERS CAN AVAIL THIS FACILITY BY OPENING A BENEFICIARY ACCOUNT WITH DEPOSITORY PARTICIPANTS. FOR MORE DETAILS SHAREHOLDERS MAY CONTACT THE COMPANY'S DEPOSITORY TRANSFER AGENTS FOR NSDL AND CDSL, LINK INTIME INDIA PRIVATE LIMITED, 506-508, AMARNATH BUSINESS CENTRE-1, (ABC-1), BESIDES GALA BUSINESS CENTRE, NEAR XT XAVIER'S COLLEGE CORNER, OFF C G ROAD, ELLISBRIDGE, AHMEDABAD - 380006.

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

Place: Ahmedabad
Date: August 10, 2017

Shailesh P. Koshti
(Company Secretary)

ANNEXURE TO NOTICE

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

Item No. 4:

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of Messrs. Dalwadi & Associates, Ahmedabad, to conduct the audit of the cost records of the Company for the Financial Year 2017-18.

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

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

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 4 of the Notice, save and except as shareholder and to the extent of their shareholding in the Company.

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

Item No. 5:

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 26th May, 2017 has approved a proposal for entering into related party transactions with the related entities Mahalaxmi Calchem Private Limited, Anand Chem Industries Private Limited, Mahalaxmi Exports, Shah Jeetmal Champalal and Rahul Textile (mentioned in resolution No. 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	M/s Mahalaxmi Exports (Associate concern)	125
To get job work done for party and / or	Anand Chem Industries Pvt. Ltd (Associate concern)	15
To purchase goods and articles and / or	Mahalaxmi Calchem Pvt. Ltd (Associate concern)	15
To get job work done from party and / or	Shah Jeetmal Champalal (Associate concern)	15
To avail services from party and / or		
To provide services to party.	Rahul Textile (Associate concern)	1
(Including sell, purchase or otherwise dispose / acquire property if any kind and / or Letting / Leasing of property of any kind.)		

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. 5 of the Notice, save and except as shareholder and to the extent of their shareholding in the Company.

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

Item No. 6:

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on August 10, 2017 approving re-appointment of Mr. Rahul J. Parekh, as Managing Director (designated as "Key Managerial Person") of the Company for a further period of five years with effect from August 10, 2017 to August 09, 2022, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rahul J. Parekh. This is subject to the approval of the shareholders at this Annual General Meeting.

The Board of Directors in its meeting held on May 27, 2016 recommended by Nomination and Remuneration Committee, approved the payment of remuneration of ₹ 18,00,000/- plus perquisites as specified, per annum individually, to Mr. Rahul J. Parekh (DIN: 00500328) as Managing Director of the Company, with effect from April 1, 2016, for the remaining tenure of their office, and the same is recommended to be continue for the next term of 5 years from August 10, 2017 to August 9, 2022 without any changes or modification, with authority to the Board of Directors to alter and vary the terms and conditions of the remuneration and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rahul J. Parekh.

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

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

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

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

Other terms and conditions:

In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed. The perquisites as listed above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

All other existing terms and conditions for the re-appointment shall remain unchanged.

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

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

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY

Name of the Director	Mr. Anand J. Parekh	Mr. Rahul J. Parekh
Director Identification Number (DIN)	00500384	00500328
Date of birth	07/06/1976	27/04/1972
Date of appointment	19/11/2008	05/07/1995
Qualification	Chartered Accountant	MBA from USA
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. Rahul Parekh is second generation entrepreneur and joined MRT in 1995 on the Board of the Company and was responsible for Company's diversification into other categories of business. He has experience in corporate finance, production, marketing and secretarial matters. He is responsible for MRT's strategic financial matters, including corporate finance, corporate strategy, business development, risk management and overall affairs of the Company. Presently he is Managing Director of the Company.
Shareholding in the Company as on 31.03.2017	1151122 equity shares of ₹ 10/- each	1251119 equity shares of ₹ 10/- each
Relationship with other Directors and KMPs of the Company	Son of Mr. Jeetmal B. Parekh (Chairman) Brother of Mr. Rahul J. Parekh (Managing Director)	Son of Mr. Jeetmal B. Parekh (Chairman) Brother of Mr. Anand J. Parekh (Jt. Managing Director)
List of companies* in which outside directorship held	1. Anand Chem Industries Private Limited 2. Sonnet Colours Private Limited 3. Rahul Calchem Private Limited	1. Mahalaxmi Calchem Private Limited 2. Sonnet Colours Private Limited 3. Rahul Calchem Private Limited 4. Heena Agriculture Private Limited 5. Ashita Mercantile Private Limited 6. Rainbow Exports Private Limited
Chairman/Member of the Committee* of Board of Directors of other Indian public companies	Nil	Nil

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

DIRECTORS' REPORT

TO
THE MEMBERS,

Your Directors have pleasure in presenting herewith the Directors' Report, along with the Audited Statement of Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS:

Particulars	For the year ended 31.03.2017 (₹ in Lacs)	For the year ended 31.03.2016 (₹ in Lacs)
Income from Operations & Other Income	20302.99	16941.44
Profit before Depreciation	1298.03	1209.93
Less: Depreciation	804.27	738.31
Profit before Tax	493.76	471.62
Less: Provision for Tax	226.81	189.27
Less: Provision for deferred Tax	(62.89)	(25.68)
Profit after Tax	329.84	308.03

SHARE CAPITAL

During the year, pursuant to the approval of shareholders at the Extra Ordinary General Meeting held on 21 November, 2016, the Company has issued and allotted an aggregate of 4500000 warrants, convertible into equity shares of ₹ 10/- each of the Company, at any time within 18 months from the date of allotment of the warrant, at an exercise price of ₹ 45/- per warrant including premium of ₹ 35/- per warrant to persons belonging to promoter and promoter group of the company on preferential basis out of which 1150000 warrants were converted into 1150000 equity shares of ₹ 10/- each during the year. Such shares shall rank pari-passu in all respect including, as to dividend, with existing fully paid up equity shares of face value of ₹ 10 each and shall also subject to lock-in, in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations.

As a result of the above allotments of 1150000 equity shares, paid-up equity shares capital of the company was increased from ₹ 88202750/- comprising of 8820275 number of equity shares of ₹ 10 each as on March 31, 2016 to ₹ 99702750/- comprising of 9970275 number of equity shares of ₹ 10 each as on March 31, 2017. The allotted shares are listed and traded in the Stock Exchange where shares of the Company are Listed.

OPERATION AND REVIEW AND STATES OF COMPANIES AFFAIRS:

The Company continues to see marginal growth with its overall performance in the financial year 2016-17 driven by the average performance both segment in which the Company operates.

The total income of the company increased to ₹ 20302.99 Lakhs from ₹ 16941.44 Lakhs in the previous year, at a rate of 19.84%. The Profit before Tax amounted to ₹ 493.76 Lakhs as against ₹ 471.62 Lacs in the previous year. The net profit after tax was increased to ₹ 329.84 Lakhs as against ₹ 308.03 Lakhs in the previous year.

DIVIDEND:

Board of Directors has not recommended any dividend for the Financial Year 2016-17.

FIXED DEPOSITS:

The company has not invited / accepted any deposits from public within the meaning of provisions of section 73 and 76 of the Companies Act, 2013 and the rules framed there under and the directives issued by the Reserve Bank of India.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The information required under section 134 (3)(m) of the Companies Act, 2013 read with the companies (Disclosures of Particulars in the report of the board of Directors) Rules, 1988 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure - I and form part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) and Schedule V of the Listing Obligation and Disclosure Requirement, Regulation, 2015 is appended to this Report.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your company has complied with the requirements regarding Corporate Governance as required under regulation 34(3) and Schedule V of SEBI LODR, Regulation 2015. A Report on the Corporate Governance in this regard is made a part of this Report along with Certificate from the Company's Auditors confirming compliance with the conditions of Corporate Governance in forms as integral part of this report.

MEETINGS OF THE BOARD AND ITS COMMITTEE

Eleven meetings of the Board of Directors were conveyed and held during the year. Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

DIRECTORS:

In accordance with the provisions of Section 152 of the Companies Act, 2013, Shri Anand J. Parekh, (DIN: 00500384) liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of section 164 of the Companies Act, 2013. There was no change in the Key Managerial Personnel during the year.

Details of managerial remuneration as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in the corporate governance report.

Governance Guidelines:

The Company has adopted Governance Guidelines on Board Effectiveness. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Directors' term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Directors' remuneration, Subsidiary oversight, Code of Conduct, Board Effectiveness Review and Mandates of Board Committees.

Procedure for Nomination and Appointment of Directors:

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The Nomination and Remuneration Committee conducts a gap analysis to refresh the Board on a periodic basis, including each time a Director's appointment or re-appointment is required. The Committee is also responsible for reviewing and vetting the CVs of potential candidates vis-à-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board. At the time of appointment, specific requirements for the position, including expert knowledge expected, is communicated to the appointee.

Criteria for Determining Qualifications, Positive Attributes and Independence of a Director:

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations.

Independence: In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/ she meet with the criteria for 'Independent Director' as laid down in the Act and Regulation 16 (1) (b) of the Listing Regulations.

Qualifications: A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

Positive Attributes: In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of Listing Regulation, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.