



MAHALAXMI RUBTECH LIMITED

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Ref: MRT/CS/Correspondence/2023-24/51

Date: December 02, 2023

To,
BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001,
Maharashtra,
India.

NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, Plot No. C/1, G - Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra,
India.

Company Code: MHLXMIRU
Script Code: 514450

Trading Symbol: MHLXMIRU
Series: EQ

Dear Sir/Madam,

Sub.-: E-Voting Result of the Hon'ble NCLT convened Meeting of the Equity Shareholders of the Demerged Company

Please note that a Resolution for approval of the Scheme of Arrangements between Mahalaxmi Rubtech Limited (MRT) (CIN:- L25190GJ1991PLC016327) (Demerged Company); Mahalaxmi Fabric Mills Private Limited (Formerly known as "Sonnet Colours Pvt Ltd") (MF MPL) (CIN:- U17100GJ1991PTC015345) (First Resulting Company); and Globale Tessile Private Limited (GTPL) (CIN:- U17299GJ2017PTC098506) (Second Resulting Company) and their respective Shareholders and Creditors (Scheme), as per the Notice of the Hon'ble NCLT convened Meeting (Meeting) of the Equity Shareholders of the Demerged Company held on Thursday, the 30th day of November, 2023, at 11.30 a.m., through Video Conferencing (VC), have been passed by the Equity Shareholders of the Demerged Company with requisite majority, without any modification.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the e-voting results, in the prescribed format, in respect of the remote e-voting and e-voting of the Equity Shareholders Meeting of the Demerged Company.

A copy of the Scrutinizer's Report containing consolidated Voting Results of the Equity Shareholders Meeting of the Demerged Company is enclosed herewith.

For brevity, Annexures of the Scrutinizer's Report of the Equity Shareholders Meeting of the Demerged Company have not been annexed in it. Detailed Scrutinizer Report along with all the Annexures of the same can be accessed on the website of the Demerged Company i.e. <https://mrtglobal.com/>.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

FOR, MAHALAXMI RUBTECH LIMITED



SHITAL MARSH TRIVEDI
COMPANY SECRETARY
ICSI MEMBERSHIP NO.: A60855

Encl.:- A/a

CORPORATE OFFICE:
MAHALAXMI HOUSE, YSL AVENUE,
OPP. KETAV PETROL PUMP, POLYTECHNIC ROAD,
AMBAWADI, AHMEDABAD - 380 015, INDIA.
TELEPHONE: +91-79-40008000 FAX: +91-79-40008030

WORKS:
UMA INDUSTRIAL ESTATE, PHASE III, VILLAGE: VASNA-IYAVA,
TALUKA: SANAND, DISTRICT: AHMEDABAD - 382 170, INDIA.
TELEPHONE: 02717-284309, 284310 FAX: 02717-284152
E-MAIL: mrt@mrtglobal.com WEBSITE: www.mrtglobal.com

REGD. OFFICE:
47, NEW CLOTH MARKET,
AHMEDABAD - 380 002, INDIA.
TELEPHONE: +91-79-22160776
CIN NO.: L25190GJ1991PLC016327

Gauri Sethi

Advocate

Office Address:- 71 New York Tower A, 7th Floor, Thaltej Crossroads Char Rasta, Ahmedabad – 380 054.
E-mail:- gaurisethi1103@gmail.com; Mobile No.:- 9136873147

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
AHMEDABAD BENCH**

COMPANY APPLICATION NO. C.A.(CAA)/47(AHM)2023

In the matter of the Companies Act, 2013 (Act No. 18 of 2013) and as amended from time to time
and Rules made thereunder as in force from time to time;

AND

In the matter of Sections 230 – 232 and other relevant provisions of the Companies Act, 2013
and Rules made thereunder;

AND

In the matter of Scheme of Arrangements in the nature of Demerger
Between

Mahalaxmi Rubtech Limited (MRT)
(CIN:- L25190GJ1991PLC016327)
("Demerged Company")

;

Mahalaxmi Fabric Mills Private Limited (Formerly known as "Sonnet Colours Pvt Ltd") (MF MPL)
(CIN:- U17100GJ1991PTC015345)
("First Resulting Company");

And

Globale Tessile Private Limited (GTPL)
(CIN:- U17299GJ2017PTC098506)
("Second Resulting Company")

And

their respective Shareholders and Creditors

SCRUTINIZER'S REPORT

[Pursuant to the Hon'ble National Company Law Tribunal, Ahmedabad Bench,
Order dated 19th October, 2023]

To,

DR. DEEPTI MUKESH

**Hon'ble Chairperson appointed by Hon'ble National Company Law Tribunal,
Ahmedabad Bench,**

**for the Meeting of the Equity Shareholders of
Mahalaxmi Rubtech Limited (MRT)**

(Demerged Company)

(CIN:- L25190GJ1991PLC016327)

47, New Cloth Market,

O/s Raipur Gate,

Ahmedabad – 380 002,

Gujarat.

GS

Gauri Sethi

Advocate

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**Sub.:- Consolidated Scrutinizer's Report of the Hon'ble NCLT Convened Meeting of
the Equity Shareholders of Mahalaxmi Rubtech Limited (MRT)
(Demerged Company)**

Respected Madam,

I, Gauri Sethi, Advocate (Enrollment No.:- G/3804/2023), having office situated at 71 New York Tower A, 7th Floor, Thaltej Crossroads Char Rasta, Ahmedabad – 380 054, have been appointed as a Scrutinizer by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, vide its Order dated 19th October, 2023, passed in Company Application No. C.A.(CAA)/47(AHM)2023, in the matter of the Scheme of Arrangements between Mahalaxmi Rubtech Limited (MRT) (CIN:- L25190GJ1991PLC016327) (Demerged Company); Mahalaxmi Fabric Mills Private Limited (Formerly known as "Sonnet Colours Pvt Ltd") (MFMPPL) (CIN:- U17100GJ1991PTC015345) (First Resulting Company); and Globale Tessile Private Limited (GTPL) (CIN:- U17299GJ2017PTC098506) (Second Resulting Company) and their respective Shareholders and Creditors (Scheme), for the Meeting of the Equity Shareholders of Mahalaxmi Rubtech Limited (MRT) (CIN:- L25190GJ1991PLC016327), having Registered Office situated at 47, New Cloth Market, O/s Raipur Gate, Ahmedabad – 380 002, Gujarat and Corporate Office situated at "Mahalaxmi House", YSL Avenue, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380 015, Gujarat, for the purpose of scrutinizing e-voting process (remote e-voting and e-voting) conducted at the Hon'ble NCLT convened Meeting ("Meeting") pursuant to the provisions of 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 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the Meeting of the Equity Shareholders of the Company held through Video Conferencing (VC), on Thursday, the 30th day of November, 2023, at 11:00 a.m. (IST). I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

I Submit my Report as under:-

1. The Meeting has been held in compliance with the said NCLT Order, Ministry of Corporate Affairs ("MCA") General Circular Nos.:- 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020 and 09/2023 dated 25th September, 2023 ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI") Master Circular No.:- SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and the SEBI Circular No.:- SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 ("SEBI Circulars") regarding holding of the Meeting through Video Conferencing, without the physical presence of the Members at a common venue. However, the Company Secretary declared the deemed venue of the Meeting as the Registered Office of the Company.
2. Notices and the accompanying documents, have been sent on 27th October, 2023, through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Share Transfer Agent ("RTA") or National Securities Depository Limited / Central Depository Services (India) Limited ("Depositories") and through courier to those Members whose e-mail addresses are not registered with the Company, Registrar and Share Transfer Agent ("RTA") or National Securities Depository Limited / Central Depository Services (India) Limited ("Depositories").

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Gauri Sethi

Advocate

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3. Notices were also published in English Daily, Business Standard on 28th October, 2023 and in Gujarati Daily, Financial Express on 28th October, 2023, informing the Equity Shareholders about convening the Meeting of the Equity Shareholders for approving the Scheme.
4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-voting (which includes remote e-Voting and the e-voting at the Meeting) to the Members on the Resolution proposed in the Notice calling the Meeting of the Company was the responsibility of the Management. My responsibility as a Scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a Consolidated Scrutinizer's Report on the voting to the Chairperson or a Person authorised by her.
5. The Company has appointed Link Intime India Private Limited as the Agency for hosting the E-meeting on 30th November, 2023 at 11:00 a.m. as well as for providing e-voting facility - both for E-Voting prior to the Meeting i.e. from 9:00 a.m. 27th November, 2023 to 5:00 p.m. on 29th November, 2023 on their e-platform (remote e-voting) and voting at the Meeting by electronics means (e-voting) to the Equity Shareholders, who have not casted their vote earlier through remote E-Voting facility from 27th November, 2023 to 29th November, 2023.
6. The list of Equity Shareholders, as on the cut-off date i.e. 23rd November, 2023, to whom the remote e-voting prior to the Meeting and e-voting at the Meeting has been provided is attached herewith as an **Annexure – A**.
7. The remote e-voting period remained open from Monday, the 27th day of November, 2023, at 09:00 a.m. (IST) till Wednesday, the 29th day of November, 2023, upto 05:00 p.m. (IST).
8. After the voting was closed at 5:00 P.M. on 29th day of November, 2023, an interim report was generated by me through Linkintime Instavote at 5:04 p.m. showing that 80 Equity Shareholders had voted on the proposed resolution the said report is attached herewith as an **Annexure – B**.
9. At the Meeting of the Company held on Thursday, the 30th day of November, 2023, the facility to vote through electronic voting system had been provided to facilitate voting for those Members who were present at the Meeting through VC but could not participate in the Remote e-Voting to record their votes on the Resolution to be passed for approval of the Scheme.
10. After the announcement of declaring the Meeting open was made by the Chairperson, the procedure for e-voting and convening was adopted in pursuance of the Guidelines and Rules of MCA.
11. The Quorum fixed for the said Meeting vide Order 19th October, 2023 by the Hon'ble NCLT was 300 (Three Hundred) Equity Shareholders in number, present either in Person or through Authorised Representatives. At the time fixed by the Hon'ble Tribunal, the Quorum was not present as the Meeting was attended by 120 Equity Shareholders in number either in Person or through Authorised Representatives. The list of Equity Shareholders who were present at the Meeting either in Person or through Authorised Representatives is attached herewith as an **Annexure – C**. The Meeting was therefore adjourned to 11:30 a.m. as per the direction given by the Hon'ble NCLT in Para 31(iii) of the order dated 19th October, 2023.
12. At 11:30 a.m. the meeting was reconvened when 147 (One Hundred Forty Seven) Equity Shareholders attended the Meeting. A list of such Shareholder who attended the Meeting is

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attached as an **Annexure – D**. The Chairperson declared the Meeting in order as per compliance of the Hon'ble NCLT order dated 19th October, 2023 and commenced the proceeding of the Meeting.

13. The Chairperson declared that the Equity Shareholders who had not voted earlier could vote within 15 minutes after such declaration. Upon the closure of the e-voting after 15 minutes at the Meeting, the votes cast through e-voting at the Meeting and through remote e-voting prior to the date of Meeting were accessed on e-platform by me on Thursday, the 30th day of November, 2023, around 12:00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company.
14. I hereby submit a Consolidated Voting Report pursuant to the said NCLT Order and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, on the Resolution contained in the Notice of the Meeting based on the scrutiny of remote e-voting and the e-voting at the Meeting and votes cast therein based on the data downloaded from the electronic voting system provided by the Link Intime India Private Limited.
15. The result of the Resolution considered and voted by the Equity Shareholders along with the list of Shareholders voted on the Resolution, generated after the E-Meeting and after the expiry of E-Voting time is attached herewith as **Annexure – E**.

RESOLUTION:-

To approve the Scheme of Arrangements between Mahalaxmi Rubtech Limited (MRT) (CIN:- L25190GJ1991PLC016327) (“Demerged Company”); Mahalaxmi Fabric Mills Private Limited (Formerly known as “Sonnet Colours Pvt Ltd”) (MF MPL) (CIN:- U17100GJ1991PTC015345) (“First Resulting Company”); and Globale Tessile Private Limited (GTPL) (CIN:- U17299GJ2017PTC098506) (“Second Resulting Company”) and their respective Shareholders and Creditors (“Scheme”):-

“RESOLVED THAT pursuant to the provisions of Sections 230, 232 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; Regulation 37 and any other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the SEBI Master Circular No.:- SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 (Including any statutory, modification or re-enactment or amendment thereof for the time being in force); and in accordance with the provisions of the Memorandum and Articles of Association of the Company; and subject to sanction of the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT) and subject to such other approvals, permissions and sanctions of the any other Regulatory and Authority, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any other Regulatory and Authority, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, consent of the Members of the Company be and are hereby accorded to the Demerger embodied in the draft Scheme of Arrangements between Mahalaxmi Rubtech Limited (MRT) (CIN:- L25190GJ1991PLC016327) (“Demerged Company”); Mahalaxmi Fabric Mills Private Limited (Formerly known as “Sonnet Colours Pvt Ltd”) (MF MPL) (CIN:- U17100GJ1991PTC015345) (“First Resulting Company”); and Globale Tessile Private Limited (GTPL) (CIN:- U17299GJ2017PTC098506) (“Second Resulting Company”) and their respective Shareholders and Creditors (“Scheme”).



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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the Demerger embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and/or imposed by the NCLT while sanctioning the Demerger embodied in the Scheme or by any other Regulatory and Authority under law or as may be required for the purpose of resolving any question(s) or doubt(s) or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board of Directors of the Company may deem fit and proper, without being required to seek any further approval of the Members and the Members shall be deemed to have given their approval thereto expressly by authority under this Resolution.”

A list of Equity Shareholders voted prior to the date of Meeting as well as during the Meeting showing the value of their respective votes is in **Annexure – E**.

(i) Voted in favour of the Resolution:-

Particulars of Voting	Number of Equity Shareholders voted	Percentage of total number of Equity Shareholders voted	Number of votes cast by Equity Shareholders	Percentage of total Shares voted
Remote e-voting by Equity Shareholders through VC prior to the Meeting	79	98.75	71,94,776	99.99
e-voting by Equity Shareholders through VC during the Meeting	0	0	0	0
Total	79	98.75	71,94,776	99.99

(ii) Voted against the Resolution:-

Particulars of Voting	Number of Equity Shareholders voted	Percentage of total number of Equity Shareholders voted	Number of votes cast by Equity Shareholders	Percentage of total Shares voted
Remote e-voting by Equity Shareholders through VC prior to the Meeting	01	1.25	10	0.01
e-voting by Equity Shareholders through VC during the Meeting	0	0	0	0
Total	01	1.25	10	0.01

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(iii) Invalid / Abstained Votes:-

Particulars of Voting	Total Number of Equity Shareholders whose votes were declared invalid	Total number of votes held by Equity Shareholders
Remote e-voting by Equity Shareholders through VC prior to the Meeting	0	0
e-voting by Equity Shareholders through VC during the Meeting	0	0
Total	0	0

Based on the foregoing, the Resolution is approved by the Equity Shareholders of the Demerged Company, without any modification by 98.75% majority considering the number of Shareholders voted electronically and 99.99% majority considering the total value of votes (Total number of Equity Shares) of the Demerged Company.

All the relevant records of voting are under my safe custody until the Chairperson considers, approves and signs the Minutes of the Meeting of the Equity Shareholders of the Company convened in Compliance of the Order passed by the Hon'ble NCLT and the same shall be handed over to the Company for safe keeping after the signing of this Report by me.

Yours Truly,

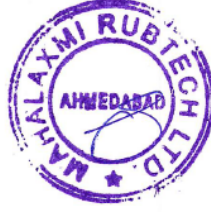


GAURI SETHI
SCRUTINIZER APPOINTED BY
HON'BLE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH

DATE:- 01ST DECEMBER, 2023

PLACE:- AHMEDABAD

General information about company	
Scrip code	514450
NSE Symbol	MHLXMIRU
MSEI Symbol	NOTLISTED
ISIN	INE112D01035
Name of the company	MAHALAXMI RUBTECH LIMITED
Type of meeting	Court Convened Meeting
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-11-2023
Start time of the meeting	11:30 AM
End time of the meeting	11:58 AM



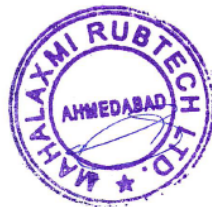
Scrutinizer Details	
Name of the Scrutinizer	Gauri Sethi
Firms Name	
Qualification	Advocate
Membership Number	Enrollment No.:- G/3804/2023
Date of Board Meeting in which appointed	19-10-2023
Date of Issuance of Report to the company	01-12-2023



Voting results	
Record date	23-11-2023
Total number of shareholders on record date	5041
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	27
b) Public	120
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To approve the Scheme of Arrangements between Mahalaxmi Rubtech Limited (MRT) (CIN:- L25190GJ1991PLC016327) ("Demerged Company"); Mahalaxmi Fabric Mills Private Limited (Formerly known as "Sonnet Colours Pvt Ltd") (MFMPPL) (CIN:- U17100GJ1991PTC015345) ("First Resulting Company"); and Globale Tessile Private Limited (GTPL) (CIN:- U17299GJ2017PTC098506) ("Second Resulting Company") and their respective Shareholders and Creditors ("Scheme")					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6882191	6880191	99.9709	6880191	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6882191	6880191	99.9709	6880191	0	100	0
Public- Institutions	E-Voting	8025	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	8025	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3730059	314595	8.434	314585	10	99.9968	0.0032
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3730059	314595	8.434	314585	10	99.9968	0.0032
Total		10620275	7194786	67.7458	7194776	10	99.9999	0.0001
			Whether resolution is Pass or Not. Yes					
			Disclosure of notes on resolution					



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

