



M.M. RUBBER COMPANY LIMITED

REGD. OFFICE

EMPIRE INFANTRY, III FLOOR, 29, INFANTRY ROAD, BANGALORE-560 001. INDIA
PH : 91-80-22866268, 22867065 FAX : 91-80-22861542 URL : www.mmfoam.in
CIN : L25190KA1964PLC052092 GST IN : 29AAACM2611E1ZX

28th September 2023

To,
Bombay Stock Exchange Ltd.,
Department of Company Affairs
Floor No.25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001,
Telephone: 22721234

Dear Sir,

SUB: SUBMISSION OF VOTING RESULTS AND CONSOLIDATED SCRUTINIZER'S REPORT OF THE 57TH ANNUAL GENERAL MEETING OF THE COMPANY.

Pursuant to the requirements of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 20 of Companies (Management and Administration) Rules, 2014 enclosed is details of the voting results of the 57th Annual General Meeting of the Company held on 28th September 2023 along with the Scrutinizer's Report.

Kindly take the above on your records.

Thanking you

For M M Rubber Company Limited

Keerthi S Raj
Company Secretary

Encl: as stated

Marketing Office : 'Janapriya Crest', 3rd Floor, Pantheon Road, Egmore, Chennai-600 008.

Phone : +91 44 28191931 / 28191932 Fax : +91 44 28191924

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General information about company

Scrip code	509196
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE159E01026
Name of the company	M M RUBBER COMPANY LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	28-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:22 AM

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Scrutinizer Details

Name of the Scrutinizer	G AKSHAY
Firms Name	G Akshay & Associates
Qualification	CS
Membership Number	F10967
Date of Board Meeting in which appointed	04-08-2023
Date of Issuance of Report to the company	28-09-2023

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Voting results	
Record date	21-09-2023
Total number of shareholders on record date	10591
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	0
b) Public	44
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon				
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	205581	110218	53.6129	110218	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		110218	53.6129	110218	0	100.0000	0.0000
Public- Institutions	E-Voting	700	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6024800	1155030	19.1713	1147615	7415	99.3580	0.6420
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1155030	19.1713	1147615	7415	99.3580	0.6420
Total		6231081	1265248	20.3054	1257833	7415	99.4139	0.5861
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Jacob Mammen (DIN: 00078010), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.				
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	205581	110218	53.6129	110218	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		205581	110218	53.6129	110218	0	100.0000
Public- Institutions	E-Voting	700	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		700	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6024800	1155030	19.1713	1147615	7415	99.3580	0.6420
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6024800	1155030	19.1713	1147615	7415	99.3580
Total		6231081	1265248	20.3054	1257833	7415	99.4139	0.5861
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re Appoint Mr. Roy Mammen (DIN 00077409) as Managing Director for a further term of 5 years.				
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	205581	110218	53.6129	110218	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		110218	53.6129	110218	0	100.0000	0.0000
Public- Institutions	E-Voting	700	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	6024800	1155030	19.1713	1147615	7415	99.3580	0.6420
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1155030	19.1713	1147615	7415	99.3580	0.6420
Total		6231081	1265248	20.3054	1257833	7415	99.4139	0.5861
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Ashok Kandathil Kuriyan,

The Chairman of 57th Annual General Meeting of the Equity Shareholders of **M M Rubber Company Limited**, held on Thursday, 28th day of September, 2023 at 11.00 A.M. IST through Video conferencing (VC) / Other Audio Visual Means ("OAVM") and deemed to be held at the registered office situated at "Empire Infantry", 3rd Floor, No.29, Infantry Road, Bengaluru - 560 001, Karnataka, India.

Dear Sir,

Subject: Scrutinizer's Report on e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rule, 2014.

1. We, G Akshay & Associates, Company Secretaries, having office at # 615/22, IV Cross, Raghavendra Colony, Bilekahalli, Behind IIMB, Bannerughatta Road, Bengaluru - 560076, Karnataka, appointed as Scrutinizer(s) for the purpose of :

1.1. Scrutinizing the e-voting process (remote e-voting) at the Annual General Meeting ("AGM") of M M Rubber Company Limited ("The Company"), held on Thursday, the 28th day of September, 2023 through Video conferencing (VC) / Other Audio Visual Means ("OAVM") under the provisions of Section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended (Rules) and the provisions of Regulation 44 of the SEBI (LODR) Regulations 2015 (the "Listing Regulations") and;

1.2. Voting through electronic means during the AGM ("venue voting").

2. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and circulars issued by MCA and SEBI, from time to time, relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 57th Annual General Meeting of the Equity Shareholders of M M Rubber Company Limited dated 28th Day of September, 2023.

The Company has availed e-voting facility from M/s Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide remote e-voting facilities prior to the AGM and enabling the shareholders, attending the AGM through video conferencing or other audio visual means, to vote electronically during the AGM ("venue voting").

Further, our responsibility as a scrutinizer for the voting process of voting through electronic means (i.e., by remote e-voting and e-voting during the AGM) is restricted in making a consolidated scrutinizer's report of the votes cast "in favor" or "against" on the resolutions stated in the Notice, based on the reports generated from the e-voting system of Central Depository Services (India) Limited ("CDSL"), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means prior to AGM and during the AGM.

3. Further to above, we submit my report as under:

3.1. Pursuant to the General Circulars number 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022, 09/2023 issued by Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by SEBI, and all other relevant circulars issued from time to time, the Notice of the 57th AGM was sent through electronic mode to all those Members whose email addresses were registered with the Company/ Depository Participant(s)/ Registrar Transfer Agent along with Annual Report and detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under the Rules and MCA Circulars.

3.2. The voting rights were reckoned as on 21st September, 2023 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and e-voting during the AGM.

3.3. The Chairman at the 57th AGM, held on Thursday, 28th September, 2023 had announced that the Members who have not exercised their votes through remote e-voting may, if they wish to, exercise their votes through e-voting system being provided during the AGM.

3.4. The remote e-Voting commenced on Monday, 25th September, 2023 (09:00 A.M. IST) and ended on Wednesday, 27th September, 2023 (5:00 P.M. IST) and the remote e-voting platform was disabled by CDSL thereafter and the facility for casting the e-voting was also available during the AGM.

3.5. After the closure of e-voting at the AGM, the report on e-voting was diligently scrutinized and the votes cast under remote e-voting facility were thereafter unblocked. We have scrutinized and reviewed the remote e-voting prior and voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

Based on the data downloaded from the Official website of the CDSL for the remote e-Voting process conducted prior to and during the AGM, we now submit combined report as under:

The results of remote E-voting and venue voting at AGM of
M/s. M M RUBBER COMPANY LIMITED

Item No.1: Adoption of Accounts

“**RESOLVED THAT**, the Audited Balance sheet as at 31st March, 2023 the statement of Profit and loss, notes forming part thereof, the cash flow statement for the year ended 31.03.2023, Financial Statements, together with the Directors Report and the Auditors Report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted.” (Passed as Ordinary Resolution):

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Remote e-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
Assent	57	Nil	57	1257833	Nil	1257833	99.41
Dissent	4	1	5	7399	16	7415	0.59
Total	61	1	62	1265232	16	1265248	100

Result:

As the number of votes passed in favour of resolution was more than the of votes cast against, we report that the ordinary resolution with regard to Item No. 1 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

Item No.2: Re-Appointment of Retiring Director:

To appoint a Director in place of Mr. Jacob Mammen (DIN: 00078010) who retires by rotation as per Section 152 and being eligible to offers himself for re-appointment. (Passed as Ordinary Resolution):

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Remote e-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
Assent	57	Nil	57	1257833	Nil	1257833	99.41
Dissent	4	1	5	7399	16	7415	0.59
Total	61	1	62	1265232	16	1265248	100

Result:

As the number of votes passed in favour of resolution was more than the of votes cast against, we report that the ordinary resolution with regard to Item No. 2 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

Item No.3: Re-appointment of Mr. Roy Mammen (DIN: 00077409) as managing director for further term of 5 years.

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Remuneration and Nomination committee, Board of Directors, approval of the Company be and is hereby accorded to re-appoint Mr. Roy Mammen (DIN 00077409) as Managing Director of the Company for a further period of 5(Five) years with effect from 01.10.2023 to 30.09.2028 and payment of remuneration not exceeding Rs. 2,60,000 p.m.,(Rupees Two Lakhs and Sixty thousand) as outlined below with liberty to the Board to alter and vary the terms and conditions of remuneration as it may deem fit and as may be acceptable to Mr. Roy Mammen (DIN 00077409) for a period of 3 (Three) years with effect from 01.10.2023 to 30.09.2026 subject to the same not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 Act, 2013 in case of no profits/inadequate profits or any statutory modification(s) or re-enactment thereof.”

After discussion, it was decided that the following terms of remuneration, be recommended to the members for their approval.

- i) Salary of Rs. 2,60,000/- per month in the grade of Rs. 2,60,000-15,000-2,75,000-15,000-2,90,000.
- ii) Commission at the rate of 1% of the net profit of the company calculated in the manner laid down in the relevant provisions of the Companies Act 2013
- iii) Company’s contribution to Provident Fund in the manner as applicable to other employees of the company in accordance with the rules of the company
- iv) Gratuity as per the rules of the company
- v) The contribution to Provident Fund or any annuity fund will not be included in the ceiling any salary or perquisites.

In addition, Mr. Roy Mammen is entitled for following allowances perquisites, facilities, and amenities subject to the rules of the company.

- i) A furnished accommodation or in lieu thereof or HRA at 50% of the salary. Further the company to incur all expenses in connection with such accommodation such a gas, water, electricity, furnishing and other maintenance expenses, servants etc.,

- ii) Medical reimbursement as per rules of the company on himself, mother, spouse, and his dependent children.
- iii) Reimbursement of club fee and expenses incurred for the purpose of business.
- iv) Leave Travel Assistance to self and family as per the rules of the company.
- v) Children education allowance limited to two children up to the age of 24 years.

The perquisites allowed/paid shall be evaluated as per the Income-tax Rules, 1962 wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at cost.

CONVEYANCE & TELEPHONE

Provision of Car for use on company's business and telephone at residence will not be considered as perquisites. Mr. Roy Mammen will repay to the company the personal calls on telephone. Personal use of car to be considered as perquisite.

REIMBURSEMENT OF ENTERTAINMENT EXPENSES

Mr. Roy Mammen shall also be entitled to remuneration as per Schedule V to the Companies Act, 2013 and applicable guidelines if any. The aforesaid remuneration and terms and conditions may be varied by the Board, including the overall ceiling on remuneration, any other allowances, benefits, and perquisites may also be included in accordance with policy of the company.

MINIMUM REMUNERATION

In the event of absence of inadequacy of profit in any financial year during the tenure of his appointment, the Whole-time Director may be paid the substantive remuneration as stated above as the that unless approved by the shareholders and the Central Government if so required, as may be necessary, the amount salary, commission, perquisites and other allowances payable to the whole-time director shall be subject to the limits prescribed under Part II of Schedule VI of the Companies Act as may be in force for the time being.

"FURTHER RESOLVED THAT, any of the Director or Company Secretary of the Company be and is hereby authorized to file requisite returns with Ministry of Corporate Affairs and to take all other necessary steps to give effect to the above resolution."

Particulars	Number of members voted through			Number of votes cast by them			% of total number of valid votes cast
	Remote e-voting	Venue voting	Total	Remote e-voting	Venue voting	Total	
Assent	57	Nil	57	1257833	Nil	1257833	99.41
Dissent	4	1	5	7399	16	7415	0.59
Total	61	1	62	1265232	16	1265248	100

Result:

As the number of votes passed in favour of resolution was more than the of votes cast against, we report that the Special resolution with regard to Item No. 3 as set out in the notice of the Annual General Meeting (AGM) is passed in favour of the resolution.

4. The electronic data and all other relevant records relating to e-voting is under our safe custody and will be handed over to any one of the directors for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,
Yours Faithfully

G Akshay & Associates
Practicing Company Secretary
Membership No. F10967
C. P. No. 15584

Place: Bengaluru
Date: 28.09.2023

UDIN: F010967E001113057