



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

3rd September, 2019

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

Sub: - Notice for 53rd Annual General Meeting and Book Closure.

Dear Sir,

Please find enclosed herewith the Notice to shareholders convening the 53rd Annual General Meeting to be held on Thursday 26th September 2019.

Register of Members and share transfer Books of the Company shall remain closed from 20th September 2019 to 26th September 2019 (both days inclusive) for the purpose of AGM.

Kindly acknowledge receipt.

Thanking you

**Yours Faithfully,
For M M Rubber Company Limited**

Sharvari Sham Kulkarni
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

• • • • NATURAL LATEX FOAM RUBBER • • • •
MATTRESSES • PILLOWS • CUSHIONS

M. M. RUBBER COMPANY LIMITED

CIN: L25190KA1964PLC052092

Regd. Office: "Empire Infantry", 3rd Floor, No. 29, Infantry Road, Bangalore - 560 001

Telephone No. : 22866268, Fax No. : 22861542

Website Address: www.mmfoam.in, E-mail Id: mmfoam27@gmail.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 53rd Annual General Meeting of the members of M.M. Rubber Company Limited, will be held on Thursday, 26th September, 2019 at 12.00 Noon. at Hotel Parag, No.3, Raj Bhavan Road, Bangalore - 560 001, to transact the following business:

ORDINARY BUSINESS :**Item No.1 : Adoption of Accounts:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: "RESOLVED THAT, the Audited Balance sheet as at 31st March, 2019, the statement of Profit and loss, notes forming part thereof, the cash flow statement for the year ended 31.03.2019, 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."

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: To appoint a Director in place of Mr. Jacob Mammen (DIN:00078010) who retires by rotation as per Section 152 and being eligible offers himself for re-appointment.

Item No.3 : Re-Appointment of retiring Director:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: To appoint a Director in place of Mr. Karun Philip (DIN: 01091468) who retires by rotation as per Section 152 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:**Item No.4: Power to Borrow Funds under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: "RESOLVED THAT, subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities/Directors of the Company, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 25 Crores (Rupees Twenty Five Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, If any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent be and is hereby accorded to the Company, to sell, mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern of the Company in certain events of default, in favour of lender(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupees), from time to time."

"RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No.5: Issuance of Equity shares on preferential allotment basis:

To consider and if thought fit, to pass with or without modifications, the following resolutions as Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”) read with the rules made thereunder, other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (the “ICDR Regulations”) and The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 (the “LODR Regulations) as may be amended from time to time and any other guidelines and clarifications issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Shareholders of the Company be and is hereby accorded to create, issue, offer and allot on a preferential basis, 12,61,807 equity shares of the face value of Rs. 2/- each (the “Equity Shares”), at a price of Rs. 62/- (Rupees Sixty Two only) each including a premium of Rs. 60/- per share, which has been arrived at in accordance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018, aggregating to Rs. 7,82,32,058/- (Rupees Seven Crores Eighty Two Lakhs and Thirty Two Thousand & fifty eight only) for cash, including premium, to individual/corporate allottee(s) as stated below, at such time or times, in one or more branches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion in accordance with the Chapter V of SEBI (ICDR) Regulations, 2018:

Sl. No.	Details of subscriber	Category of subscriber	Pre-Issue		No. of Equity Shares proposed to be allotted	Post-Issue		Natural persons who are Beneficial owners
			No. of equity shares	% of Share holding		No. of equity shares	% of Share holding	
1.	Roy Mammen	Non promoter Director & Key Managerial person	14256	0.29	282258	296514	4.75	NA
2.	Jacob Mammen	Non promoter & Director	8199	0.16	16129	24328	0.39	NA
3.	Beebi Mammen	Non promoter	20436	0.41	201613	222049	3.56	NA
4.	Ashok Peter Jacob	Non promoter	-	-	201613	201613	3.23	NA
5.	T.K. Kurian	Non promoter	-	-	80645	80645	1.29	NA
6.	Dr. Peter Philip	Promoter	3700	0.07	40323	44023	0.70	NA
7.	Anand Katakam	Non promoter	3000	0.06	6452	9452	0.15	NA
8.	Tara Joseph	Non promoter	9000	0.18	4839	13839	0.22	NA
9.	Rachel Kattukaran	Non promoter	-	-	24194	24194	0.39	NA
10.	Mammen Mathew	Non promoter	2900	0.06	33597	36497	0.58	NA
11.	Jayanth Mammen Mathew	Non promoter	24108	0.48	33597	57705	0.92	NA
12.	Jacob Mathew	Non promoter	5750	0.12	33596	39346	0.63	NA
13.	Harsha Mathew	Non promoter	11483	0.23	33596	45079	0.76	NA
14.	Philip Mathew	Non promoter	1624	0.03	24194	25818	0.41	NA
15.	Amit Mathew	Non promoter	13833	0.28	21774	35607	0.57	NA
16.	Barga Industries LLP	Non promoter	-	-	201613	201613	3.23	Mr. K.M. Mammen
17.	Riyad Mathew	Non promoter	1600	0.03	21774	23374	0.37	NA

“RESOLVED FURTHER THAT, in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” is August 27, 2019, which is 30 days prior to the date of next Annual/Extra-ordinary General Meeting i.e. September 26, 2019.”

“RESOLVED FURTHER THAT, the Equity Shares shall be issued and allotted by the Company to the allottees in the dematerialised form within a period of 15 days from the date of passing of special resolution by the shareholders provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT, the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI (ICDR) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed and traded subject to the receipt of necessary regulatory permissions and approvals.”

“RESOLVED FURTHER THAT, the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board of Directors of the Company or any Person authorised by them be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT, Board of Directors of the Company or any Person authorised by them , be and are hereby severally authorized to delegate all or any of the powers herein conferred to them to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT, all actions taken by the Board or Committee or officers duly constituted and/or authorized for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Item No.6: To Appoint Mr. Mammen Philip, as Consultant in Corporate Affairs:

To consider and if thought fit to pass the following resolution with or without modification as a special resolution:

“RESOLVED THAT, pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (Act), including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of the members be and is hereby accorded to the appointment of Mr. Mammen Philip, Director of the Company to hold office or place of profit, as Consultant in Corporate Affairs of the Company w.e.f. expiry of the previous term to 30th September, 2022, at a remuneration and reimbursement of expenses incurred for official purposes for an amount not exceeding Rs.30,000/- (Rupees Thirty Thousand only) per month and he be provided with the use of Company’s vehicle for the purposes of his official duties of the Company.”

Item No.7: To Increase the remuneration of Roy Mammen, Managing Director of the Company

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

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, Schedule V as applicable and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, approval of the members of the Company be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of Central Government to Mr. Roy Mammen (DIN:00077409) Managing Director of the Company for the financial year 2019-20 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

FURTHER RESOLVED THAT, for the purpose of giving effect to the above resolution the Board of Directors and/ or the

Nomination and Remuneration Committee/the Company Secretary is/are authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable in this regard.”

BY ORDER OF THE BOARD
For **M.M.RUBBER CO. LTD.**,

PLACE: Bangalore
DATE: 23-08-2019

ROY MAMMEN
MANAGING DIRECTOR
(DIN: 00077409)

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The statement, pursuant to Section 102 of the Companies Act, 2013 with respect to item No.5, item No.6, item No.7, item No.8, forms part of this notice. Additional information, pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors seeking appointment at the Annual General Meeting is furnished as annexure to the Notice.
3. Pursuant to Section 105 of the Companies Act, 2013, the proxy form duly completed and in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the time fixed for the commencement of the meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company holding voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
5. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are M/s. Cameo Corporate Services Limited, having their office premises at 'Subramaniam Building', 5th Floor, No.1, Club House Road, Chennai - 600 002.
6. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of Equity Shares of the Company will remain closed from 20th September, 2019 to 26th September, 2019 both days inclusive.
7. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail of the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 (Form attached) duly filled in to the Company's Registrar and Share Transfer Agent: M/s. Cameo Corporate Services Limited, 'Subramaniam Building', 5th Floor, No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
8. Members are requested to intimate immediately any change of address to their Depositories Participants (DPs) in respect of their holdings in demat form and to the Company's Registrar and Share Transfer Agent M/s. Cameo Corporate Services Limited, 'Subramaniam Building', 5th Floor, No.1, Club House Road, Chennai - 600 002, in respect of their physical share folios, if any.
9. Members who are desirous of seeking any further information or clarification, if any, particularly with regard to the accounts are requested to write to the Company at least seven days in advance of the meeting so that the information can be made available at the meeting.
10. Members or proxies should bring their attendance slip duly filled for attending the meeting. Members are requested to bring their copy of the Annual Report to the meeting.
11. As per SEBI directive, it is mandatory for the transferee to furnish self-attested copy of the PAN (Permanent Account Number) card to the Company/RTA for registration of transfer/transmission/transposition of shares in the physical form.
12. Electronic (soft) copy of the Notice of the 53rd Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form and the Annual Report for 2018-19 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the 53rd Annual General Meeting of the company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and the Annual Report for 2018-19 is being sent in the permitted mode.

13. As per Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) details in respect of the Directors seeking appointment or re-appointment at the Annual General Meeting, nature of their expertise in specific functional areas, their other directorship and committee memberships, their shareholding and relationship with other directors of the Company are given below:

Name of the Director	Mr. Jacob Mammen (DIN: 00078010)	Mr. Karun Philip (DIN: 01091468)
Date of Birth	15-11-1962	30-03-1966
Age	56 years	53 years
Qualification	Graduate	Post-Graduate
List of companies in which directorship is held as on 31st March, 2019	<ol style="list-style-type: none"> 1. Stable Investments and Finance Company Limited 2. Devon Plantations and Industries Limited 3. Devon Machines Private Limited 4. Devon Financial Services Limited 5. Indian Coffee and Tea Distributing Company Limited 6. Indo Roses and Floriculture Limited 7. Mammen Mappillai and Investments Private Limited 8. Badra Estates and Industries Limited 9. M.M. Housing Private Limited 10. The Malayala Manorama Company Limited 	<ol style="list-style-type: none"> 1. M. M. Housing Private Limited 2. M.M. Machine Technologies Private Limited
Shareholding as on 31st March, 2019 a) Held individually b) Held jointly with others	8199 Nil	74259 Nil

BY ORDER OF THE BOARD
For M.M.RUBBER CO. LTD.,

ROY MAMMEN
MANAGING DIRECTOR
(DIN: 00077409)

Address: No.12, Walton Road,
Behind UB City, Bangalore - 560 001

PLACE: Bangalore
DATE: 23-08-2019

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.4: Power to Borrow Funds Under Section 180(1)(c) and Section 180 (1) (a) of the Companies Act 2013:

As per the provisions of Section 180(1) (a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Members is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1) (c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

None of the Directors, Key Managerial Person or relatives of Directors or Key Managerial Person of the Company, is interested in this resolution.

Item No.5: To Allotment of Equity Shares on Preferential Basis (preferential Allotment):

The proposed issue & allotment of Equity shares on preferential allotment basis, is required to be approved by the Members as a Special Resolution pursuant to applicable provisions of the Companies Act, 2013 & Chapter V of the SEBI ICDR Regulations 2018. Your directors therefore recommend the Resolution for your approval

The Company proposes to issue & allot 12,61,807 equity shares of the face value of Rs. 2/- each (the "Equity Shares"), at an Issue price of Rs. 62/- per share including a premium of Rs. 60/- per share amounting to Rs. 7,82,32,058/- (Rupees Seven Crores Eighty Two Lakhs and Thirty Two Thousand & fifty eight only) for Cash.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

i) The objects of the preferential issue:

The proceeds of the issue will be utilized for purposes including capital expenditure for expansion, modernisation, working capital and other corporate objectives as deemed fit from time to time.

ii) Total number of securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to create & issue up to 12,61,807 equity shares of the face value of Rs. 2/- each (the "Equity Shares"), on preferential basis.

iii) Issue Price, Relevant Date and the Basis on which the price has been arrived at:

The issue price of the Equity Shares is Rs. 62/- including a premium of Rs. 60/- per Equity share.

The Relevant date shall be August 27, 2019, which is 30 days prior to the date of next Annual/Extra-ordinary General Meeting i.e. September 26, 2019. However, this date would not be relevant since the share is an infrequently traded share as explained below.

The Company is listed on BSE Limited. Since the Shares of the Company are infrequently traded in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018, (ie traded turnover on any recognised stock exchange(BSE) during the twelve calendar months (August 2018 to July 2019 preceding the month of the relevant date August 27, 2019 is less than ten per cent of the total number of shares of the Company), the issue price of the Equity shares is determined based on a Valuation obtained as prescribed under Regulation 165 of SEBI (ICDR) Regulations, 2018.

In this regard the valuation report dated August 22, 2019, has been obtained from Mr. Venkata Subbarao Kalva, Registered Valuer - Securities or Financial Assets having Registration. No. IBBI/RV/04/2019/11140 having office at Bangalore (Valuer).

In terms of the above valuation report, the Fair value of Rs 62/- per share has been arrived at based on the following methods:

- A. Income based valuation approach ("Income Approach")
 - Discounted Cash Flow Method
 - Capitalization of Free Cash Flow Method
- B. Net Asset Value based valuation approach (Asset Approach")
 - Book Value Method
 - Net Asset Value Method
- C. Market based valuation approach ("Market Approach")
 - Comparable Companies Multiples Method
 - Comparable Companies Transaction Method

The Issue price is required to be equal to or higher than the fair value arrived at based on the above methodology and the company has adopted the fair value of Rs 62/- as the Issue price.

iv) Class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees /key managerial persons and other non- promoter allottees as mentioned at point (viii) below.

v) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters or Directors other than those stated in the list of proposed allottees are interested & will not subscribe to the offer.

vi) Principal terms of the assets charged as securities:

Not Applicable

vii) Proposed time within which the preferential issue shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission, as the case may be.

viii) The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

Sl. No.	Details of subscriber	Category of subscriber	Pre-Issue		No. of Equity Shares proposed to be allotted	Post-Issue		Natural persons who are Beneficial owners
			No. of equity shares	% of Share holding		No. of equity shares	% of Share holding	
1.	Roy Mammen	Non promoter Director & Key Managerial person	14256	0.29	282258	296514	4.75	NA
2.	Jacob Mammen	Non promoter & Director	8199	0.16	16129	24328	0.39	NA
3.	Beebi Mammen	Non promoter	20436	0.41	201613	222049	3.56	NA
4.	Ashok Peter Jacob	Non promoter	-	-	201613	201613	3.23	NA
5.	T.K. Kurian	Non promoter	-	-	80645	80645	1.29	NA
6.	Dr. Peter Philip	Promoter	3700	0.07	40323	44023	0.70	NA
7.	Anand Katakam	Non promoter	3000	0.06	6452	9452	0.15	NA
8.	Tara Joseph	Non promoter	9000	0.18	4839	13839	0.22	NA
9.	Rachel Kattukaran	Non promoter	-	-	24194	24194	0.39	NA
10.	Mammen Mathew	Non promoter	2900	0.06	33597	36497	0.58	NA
11.	Jayanth Mammen Mathew	Non promoter	24108	0.48	33597	57705	0.92	NA
12.	Jacob Mathew	Non promoter	5750	0.12	33596	39346	0.63	NA
13.	Harsha Mathew	Non promoter	11483	0.23	33596	45079	0.72	NA
14.	Philip Mathew	Non promoter	1624	0.03	24194	25818	0.41	NA
15.	Amit Mathew	Non promoter	13833	0.28	21774	35607	0.57	NA
16.	Barga Industries LLP	Non promoter	-	-	201613	201613	3.23	Mr.K.M. Mammen
17.	Riyad Mathew	Non promoter	1600	0.03	21774	23374	0.37	NA

ix) The pre issue and post issue shareholding pattern of the company:

Sr. No.	Category	Pre-Issue as on 30/06/2019		Post-Issue	
		No. of equity shares	% of Shareholding	No. of equity shares	% of Shareholding
A	Promoter and Promoter Group				
1	Indian	165258	3.32	205581	3.29
	Individual/HUF	-	-	-	-
	Bodies Corporate	-	-	-	-
	Others (including NRIs)*	-	-	-	-
	Sub Total	165258	3.32	205581	3.29
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	165258	3.32	205581	3.29
B	Non-Promoters' Holding				
1	Institutional Investors	700	0.01	700	0.01
2	Non-Institution:				
	Private Bodies Corporate	493274	9.90	694887	11.13
	Indian Public	4161083	83.55	4979341	79.78
	Others (including NRIs)	160250	3.22	361863	5.79
	Sub-Total (B)	4815307	96.69	6039232	96.71
	Grand Total (A+B)	4980565	100	6242372	100

The members are further informed that in terms of the provisions of Section 42 and 62 of the Companies Act, 2013 and the Rules made thereunder, as amended, a company can undertake preferential issue of equity shares on private placement basis only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act. Hence, the Board recommends the proposed resolution for your approval by way of a Special Resolution.

x) Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in the management or control of the Company consequent to preferential allotment.

xi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During this financial year, no preferential allotment has been made to any person.

xii) Lock in period:

In terms of Regulation 167 of the SEBI (ICDR) Regulations, 2018 the Equity shares, allotted on a preferential basis to

1. The promoters or promoter group, shall be locked-in for a period of three years from the date of trading approval.
2. Persons other than the promoters and promoter group shall be locked-in for a period of one year from the date of trading approval.
3. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

xiii) Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

xiv) Pricing of Preferential Issue and Justification thereof:

The Company is listed on BSE Limited. Since the Shares of the Company are infrequently traded in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018, (i.e. traded turnover on any recognised stock exchange(BSE) during the twelve calendar months (August 2018 to July 2019) preceding the month of the relevant date August 27, 2019 is less than ten per cent of the total number of shares of the Company), the issue price of the Equity shares is determined based on a Valuation obtained as prescribed under Regulation 165 of SEBI (ICDR) Regulations, 2018. In this regard the valuation report dated August 22, 2019 has been obtained from Mr. Venkata Subbarao Kalva, Registered Valuer - Securities or Financial Assets having Registration. No. IBBI/RV/04/2019/11140 having office at Bangalore (Valuer).

In terms of the above valuation report, the Fair value of Rs. 62/- per share has been arrived at based on the following methods :

- A. Income based valuation approach ("Income Approach")
 - Discounted Cash Flow Method
 - Capitalization of Free Cash Flow Method
- B. Net Asset Value based valuation approach (Asset Approach")
 - Book Value Method
 - Net Asset Value Method
- C. Market based valuation approach ("Market Approach")
 - Comparable Companies Multiples Method
 - Comparable Companies Transaction Method

The issue price is required to be equal to or higher than the fair value arrived at based on the above methodology and the company has adopted the fair value as the Issue price.

xv) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

xvi) The Company hereby undertakes that:

1. Proposed allottees have not sold Equity shares of the company in the last 6 months preceding the relevant date.
2. Further confirmed that neither the company nor any of the directors or promoters are wilful defaulters.
3. Re-computation of issue price -Since the Company's equity shares are infrequently traded & it's pricing has been calculated in accordance with the SEBI (ICDR) Regulations, there is no need for the Company to re compute the price of the Equity shares and therefore the Company is not required to submit an undertaking as required under the SEBI (ICDR) Regulations, 2018.

xvii) Auditor's certificate:

A certificate from Messrs. Vandana Rao and Company, Chartered Accountants (FRN No.01 1628S), Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

xviii) Interest of the Directors and KMP:

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution, except the proposed allottees of shares & the partners of LLC.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 05.00 P.M. till the date of AGM.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members and therefore, commends the resolution for your approval.

Accordingly, the Board recommends the special resolution set out at item no. 5 for approval of members.

Accordingly, the Board recommends the special resolution set out at item no. 5 for approval of members.

Item No.6: To Appoint Mr. Mammen Philip, as Consultant in Corporate Affairs:

The provisions of section 188(1)(f) of the Companies Act, 2013, that govern the related party transactions require a Company to obtain prior approval of the Audit Committee, Board of Directors and shareholders for the related party's appointment to any office or place of profit.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 30th May, 2019, had approved the appointment of Mr. Mammen Philip as Consultant in Corporate Affairs of the Company, subject to approval of the Shareholders by way of a Special Resolution.

The details of the remuneration payable to Mr. Mammen Philip is given in the resolution no. 6. As per section 188(1)(f) of the Companies Act, 2013, your Directors recommend the resolution for your approval. Further, Mr. Mammen Philip is also holding the position of Director in the Company.

Mr. Mammen Philip & his relatives are interested in this item of business to the extent of their shareholding. Except this, none of the Directors or KMP or their relatives of Directors and KMP, are in any way concerned with or interested financially or otherwise in the resolution at item no. 6 of the accompanying notice.

Accordingly, the Board recommends the special resolution set out at item no. 6 for approval of members.

Item No.7: Increase in remuneration of Mr. Roy Mammen, Managing Director of the Company:

As per Section 197 of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 30th May, 2019, recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year.

Accordingly, the Board recommends the special resolution set out at item no. 7 for approval of members.

BY ORDER OF THE BOARD
For **M.M.RUBBER CO. LTD.**,

PLACE: Bangalore
DATE: 23-08-2019

ROY MAMMEN
MANAGING DIRECTOR
(DIN: 00077409)
Address: No.12, Walton Road,
Behind UB City, Bangalore - 560 001

E-VOTING FACILITY:

As per Section 108 of the Companies Act 2013, read with Companies (Management and Administration) Rules 2014, e-voting facility is provided in respect of voting for the resolutions to be passed in the Annual General Meeting.

INSTRUCTIONS FOR E-VOTING:

The company has appointed G Akshay & Associates, Practicing Company Secretaries, #615/22, IV Cross, Raghavendra Colony, Bilekahalli, Behind IIMB, Bannerughatta Road, Bangalore – 560076, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd September, 2019 at 9 A.M. and ends on 25th September, 2019 at 5 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 of 19th September, 2019, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field (Sl. No. mentioned in your address label can be used as Sequence No. for this purpose).
Dividend Bank Details or Date of Birth	<p>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.</p> <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 for the relevant <Company Name> on which you choose to vote.
- (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 login 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 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 Corporate.
 - 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 linked in the login 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.