

M.M. RUBBER COMPANY LIMITED

CIN: L25190KA1964PLC052092

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

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

NOTICE

To
The Members,

Notice is hereby given that the 54th Annual General Meeting of the members of M.M. Rubber Company Limited, will be held on Friday, 25th September, 2020 at 10.30 AM. through video conference at Registered office of the Company, "Empire Infantry", 3rd Floor, No.29, Infantry Road, Bangalore-560001, 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,2020 the statement of Profit and loss, notes forming part thereof, the cash flow statement for the year ended 31.03.2020, 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. Karun Philip (DIN:01091468) who retires by rotation as per Section 152 and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:**Item No.3: Re-Appointment of Mr. Kandathil Ashok Kuriyan (DIN: 00081374), as an Independent Director:**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV of the Companies Act, 2013, for the time being in force, **Mr. Kandathil Ashok Kuriyan (DIN: 00081374)**, Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a further period of 5 (five) consecutive years, with effect from the date of this Meeting and that he shall not be liable to retire by rotation."

Item No.4: Re-Appointment of Ms. Susan Kurian (DIN:00349062), as an Independent Director:

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV of the Companies Act, 2013, for the time being in force, **Ms. Susan Kurian (DIN:00349062)**, Director of the Company, in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a further period of 5 (five) consecutive years, with effect from the date of this Meeting and that she shall not be liable to retire by rotation."

Item No.5: Re-Appointment of Mr. Roy Mammen (DIN : 00077409) as Managing Director:

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 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 3 (Three) years with effect from 01.10.2020 to 30.09.2023 and payment of remuneration not exceeding Rs. 2,00,000/- p.m., (Rupees Two Lakhs) 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 01.10.2020 to 30.09.2023 subject to the same not exceeding the limits specified under Section II of Part II of Schedule V to the Companies 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. 2,00,000/- per month in the grade of Rs. 2,00,000-15,000-2,15,000-15,000-2,30,000.
- 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 of 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 as 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 one Director and 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.”

//By Order of the Board//

Place: Bangalore
Date: 21-08-2020

Roy Mammen
Managing Director
(DIN:00077409)

NOTES:

1. The statement, pursuant to Section 102 of the Companies Act, 2013 with respect to item No.3, item No. 4, item No.5, 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.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditor's Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose e-mail id is registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company.
3. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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 'Subramanian Building', No.1, Club House Road, Chennai - 600 002.
7. 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 19th September, 2020 to 25th September, 2020 both days inclusive.
8. 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, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
9. 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, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, in respect of their physical share folios, if any.
10. 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.
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 54th Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Annual Report for 2019-20 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s)/ Registrar Transfer Agent for communication purposes. Due to current pandemic situation of COVID-19 and as per the General Circular No.18/2020 dated April 21, 2020 and General Circular No.20/2020 dated May 5, 2020, Company decided to conduct the meeting through Video Conference.

13. The Company has been informed to all the member through new paper advertisement dated 31st July, 2020 and requested the members to register their e-mail address, with their respective Depository Participants/Company or Registrar Transfer Agent, hence Company is not sending any physical copies of the Notice of the 54th Annual General Meeting of the Company. Detail process of E-Voting through VC is explained below.
14. 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. ROY MAMMEN	Dr. KARUN PHILIPOSE PHILIP	MS. SUSAN KURIAN	MR. KANDATHIL ASHOK KURIYAN
Date of Birth	22-09-1969	30-03-1966	15-02-1961	14-10-1952
Age	51 Years	54 Years	59 Years	68 Years
Qualification	Graduate	Post-Graduate	Graduate	Graduate
List of companies in which directorship is held as on 31st March, 2020	1. M M Containers Private Limited 2. Badra Estates and Industries Limited 3. Balanoor Plantations and Industries Limited 4. Stable Investments and Finance Company Limited	1. M. M. Housing Private Limited 2. M.M. Machine Technologies Private Limited	1. A and A Printers Private Limited	1. M M Publications Limited 2. Balanoor Plantations And Industries Limited 3. Stable Investments And Finance Company Limited 4. Mammen Mappillai And Investments Private Limited 5. Indo Roses And Floriculture Limited 6. Jayapura Welfare Foundation 7. M.M. Housing Private Limited 8. Indo Bloom Limited 9. Balanoor Printers Limited 10. Ashok Peter Jacob Investments Private Limited 11. Pandalur Plantations Private Limited
Shareholding as on 31st March, 2020				
a) Held individually	296514	74259	7000	3275
b) Held jointly with others	NIL	NIL	NIL	NIL

// BY ORDER OF THE BOARD //

For M.M. RUBBER COMPANY LIMITED

Roy Mammen

Managing Director

(DIN: 00077409, Address: No. 12,

Walton Road, Behind UB City, Bangalore North
Bangalore-560001)

Place: Bangalore
Date: 21-08-2020

Explanatory Statement

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

In Respect of Item No.3 and 4: Re-Appointment of Mr. Kandathil Ashok Kuriyan (DIN:00081374), and Ms. Susan Kurian (DIN:00349062), as an Independent Director:

Mr. Kandathil Ashok Kuriyan, and Ms. Susan Kurian were appointed as an Independent Directors of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on 25th September, 2015 to hold office for a period of five years with effect from 25th September, 2015 ("first term" as per the explanation to Section 149(10) and 149(11) of the Act.).

The Nomination & Remuneration Committee at its Meeting held on 26th June, 2020 after taking into account the performance evaluation of these Independent Directors, during their first term of five years and considering the knowledge, acumen, expertise and experience in their respective fields and the substantial contribution made by these Directors during their tenure as an Independent Director since their appointment, has recommended to the Board that continued association of these Directors as an Independent Directors would be in the interest of the Company. Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of these Directors as an Independent Directors on the Board of the Company, to hold office for the second term of five consecutive years commencing from 26th September, 2020 upto 25th September, 2025, and not liable to retire by rotation.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Kandathil Ashok Kuriyan, and Ms. Susan Kurian for their appointment to the office of Independent Directors.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 4 and 5 of the Notice for approval of the Members.

Except Mr. Kandathil Ashok Kuriyan, and Ms. Susan Kurian, 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: Re-Appointment of Mr. Roy Mammen (DIN: 00077409) as Managing Director:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

- Meaning, scope & Implication of the items of the business:

Mr. Roy Mammen's tenure as Managing Director expires during September, 2020. During his tenure, the company's turnover has constantly raised. In view of the same the Board of Directors thought that continuing Mr. Roy Mammen as Managing Director is of utmost important and accordingly re-appointed him as Managing Director with effect from 1.10.2020 and certain terms and conditions regarding remuneration. As per the provisions of the Companies Act such terms and conditions shall have the approval of the members in General Meeting. Hence, the proposed resolution.

Mr. Roy Mammen and Mr. Jacob Mammen may be considered as interested in the resolution.

In view of the growth in the business activities and increased volume of work, the Remuneration Committee and subsequently the Board of Directors considered it just, fair and reasonable to re-appoint Mr. Roy Mammen (DIN: 00077409) as Managing Director.

The Nomination and Remuneration Committee and the Board of Directors at their meeting held on 26.06.2020 have approved the Re-appointment of Mr. Roy Mammen (DIN: 00077409) as Managing Director for a period of three years with effect from 01.10.2020 to 30.09.2023 and payment of remuneration will be as per Schedule V more-fully described in the proposed resolution.

Pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 read with Schedule V of the Act and all other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the Special Resolution mentioned under Item No. 5 of the Notice is placed before the members for approval.

Your Directors recommend the Special Resolution for approval of the Members.

Except Mr. Roy Mammen, none of the Directors are concerned or interested in this Resolution.

As required under Part II of Schedule V of the Act, additional information is provided as under:

I. General Information:				
(1) Nature of industry	Manufacture of Foam-based products such as Beds, Pillows etc.,			
(2) Date or expected date of commencement of commercial production	Not applicable since it is an existing company.			
(3) Financial performance based on given indicators	Year	2019-20	2018-19	2017-18
		₹ in lakhs	₹ in lakh	₹ in lakh
	Net profit/loss before depreciation and interest	(56.16)	155.21	135.54
	Depreciation and interest	77.98	95.63	90.95
	Exceptional Items	189.63	00.00	00.00
	Net profit/loss after depreciation, interest and Exceptional Items	55.49	59.58	44.59
(4) Export performance based on given indicators	Company is not exporting any goods.			
(5) Foreign Investments	NIL			
II. Information About the Appointee:				
(1) Background details	<p>Mr. Roy Mammen was first appointed as Managing Director in the year 2006 for a period of 5 years and thereafter there was further renewal as per the provisions of the Companies Act.</p> <p>Mr. Roy Mammen during his association with the company was instrumental in stabilizing the activities and expanding the product range dealt by the company, thereby ensuring the growth of the company's turnover. Further, the profitability of the company was healthy during his tenure except for the year in view of the outbreak of COVID-19 pandemic which has resulted in significant reduction in sales during the month of March, 2020. Further during this year, he was able to get the Excise refund of 1.89 crores for the case which was pending for a long time.</p>			
(2) Past remuneration	<p>Mr. Roy Mammen when he was appointed in the year 2006 as Managing Director of the company was paid a remuneration of Rs. 18,500/- with perquisites. On improved performance of the company, the members of the company at their meeting held on 29th September, 2010, enhanced remuneration to Rs. 45,000/-, the members of the company at their meeting held on held on 27th September 2012, enhanced remuneration to Rs. 60,000/- and the members at their meeting held on 26th September, 2014, enhanced remuneration to Rs.1,00,000/-with perquisites and the members at their meeting held on 25th September, 2017, enhanced remuneration to Rs. 1,60,000/- with perquisites and presently he is drawing Rs.2,00,000/- pm. with perquisites.</p>			
(3) Recognition or awards	Company continues to be one of the pioneers in Foam Bedding Industry and is recognized for its quality and reliability.			
(4) Job profile and his suitability	Mr. Roy Mammen has considerable experience in Foam Industry and has extensively travelled all over the world in studying the latest technology in the industry and is constantly trying to adopt such technology in improving the quality of the company's produce.			
(5) Remuneration proposed	As per the resolution attached to the Notice seeking re-appointment and the remuneration.			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is reasonable and compares favorably with the remuneration for similar post-paid to his peers in the industry. Further, Mr. Roy Mammen's role and responsibility have considerably increased on account of expansion of the product range and the input he provides in guiding in adoption of latest technology for the product manufactured.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Roy Mammen owns 296514 shares of the company amounting to 4.75% of capital of the company. Mr. Jacob Mammen is his brother who is the Managing Director of M/s. Badra Estates & Industries Ltd., is in the Board of Directors of the Company.			

III. Other Information:	
(1) Reasons of loss or inadequate profits	Not applicable
(2) Steps taken or proposed to be taken for improvement	The company constantly undertakes steps to improve the quality of its product and accordingly the company consistently changes the product process wherever requires. The company's distribution network is constantly monitored
(3) Expected increase in productivity and profits in measurable terms.	The company in view of its recent experience of managing production and distribution network are confident that it would be able to constantly improve its performance and thereby its profitability
IV. Disclosures:	
(i) Elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	NIL
(ii) Details of fixed component and performance linked incentives along with the performance criteria;	As per Resolution
(iii) Service contracts, notice period, severance fees.	Not applicable
(iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil

- Interest of Director, Key Managerial personnel, and their relatives:
Except Mr. Roy Mammen none of the
 - i) Director,
 - ii) Key Managerial Personnel (CEO & CFO)
 - iii) Relatives of the persons mentioned in i& ii are interested in the above said resolution.
- Relevance of Resolution in any other Company.
The above resolution does not affect any other company.
- Inspection of Documents
There are no documents required for inspection for the purpose of this resolution.

// BY ORDER OF THE BOARD //

For M.M. RUBBER COMPANY LIMITED

Roy Mammen
Managing Director
(DIN: 00077409, Address: No. 12,
Walton Road, Behind UB City, Bangalore North
Bangalore-560001)

Place: Bangalore
Date: 21-08-2020

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, Bengaluru – 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 22nd September, 2020 at 9 A.M. and ends on 24th September, 2020 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 18th September, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth	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 (v).

- (ix) After entering these details appropriately, click on “**SUBMIT**” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.

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- (xv) 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.
- (xvi) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- (xviii) 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.
- (xix) 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) 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. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csakshayg@gmail.com and mmfoam27@gmail.com respectively, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Pre-Requisites for Stakeholders/panellists/Speakers:

- Participant to join using his/her own laptop on software provided (laptop to have good quality camera and microphone and internet connectivity we strictly recommend dedicated 1-2mbps lease line connection)
- Laptop with Standard configuration. Recommended configuration is: Windows 10 ProOS, i3 processor, 4 GB Ram, Built Camera or USB Web camera for all Speakers.
- Any Desk software installed for remote access for the Technical team on the host side.
- Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all speakers/ stakeholders.
- We will share one link to join the meeting, Customer should accept the meeting invite and join the meeting by accepting the meeting Link.
- Recommended to assign 1 moderator from your side also to handle your all users. We will provide training to your moderator in advance as well as our technical team will also be in support at the time of video conferencing.
- Company panelist members/speakers/viewer to download the respective software/app of respective platform provider for eg: cisco WebEx, webinar or any other platform in advance & ready to connect fast for meeting.

Pre-Requisites for Shareholders/Viewers/ Attendees:

- Any internet enabled device – Laptop/Desktop/Smartphone/Tablet.
- Latest internet browser.
- Laptop/desktop with at least Core2duo processor, 1GB RAM, good quality multimedia kit, Internet connectivity good quality without proxy & firewall –ideally broadband connectivity- 512 kbps or 2 mbps and above dedicated bandwidth.
- Ports 1935, 443 and 80 should be opened to allow streaming content.
- iPad viewers to have good internet connection of at least 1 Mbps bandwidth to view the webcast.
- Access of Webcast url.
- Shareholders/viewers/Attendee to download the respective software/app of respective platform provider for eg: cisco WebEx, webinar or any other platform in advance & ready to connect fast for meeting.

FORM No. SH-13
Nomination Form
[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]

To
 The Board of Directors,

I _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.	
				FROM	TO

(2) PARTICULARS OF NOMINEE/S

(a) Name	
(b) Date of Birth	
(c) Father's/Mother's/Spouse's Name	
(d) Occupation	
(e) Nationality	
(f) Address	
(g) E-mail id	
(h) Relationship with the security holder	

(3) IN CASE OF NOMINEE IS A MINOR -

- (a) Date of Birth : _____
- (b) Date of attaining majority : _____
- (c) Name of Guardian : _____
- (d) Address of Guardian : _____

Name of the Security Holder	
Signature	

Witness

Name	
Address	



M.M. RUBBER COMPANY LIMITED

CIN: L25190KA1964PLC052092

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

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

BOARD'S REPORT

**To the Members,
M.M. Rubber Company Limited,**

The Directors have pleasure in presenting before you the 54th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2020.

COMPANY ACTIVITY & PERFORMANCE:

The principal activity of the company continues to be manufacture and marketing of Foam and other related products.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Particulars	Financial year ended Mar 31, 2020 ₹ in lakhs	Financial year ended Mar 31, 2019 ₹ in lakhs
Revenue from Operations	3127.01	2998.93
Other Income	2.47	1.79
Profit before Exceptional Items and Tax	(134.14)	59.58
Exceptional Items (Expenses)/Income	189.63	-
Profit before tax	55.48	59.58
Less: Taxation		
Current tax	15.00	12.00
Deferred Tax(credit)/Debit	18.21	-
Profit for the year	22.27	47.58
Total other comprehensive income (net of tax)	69.58	-
Total Comprehensive income for the year	91.85	47.58

OPERATIONS & PERFORMANCE:

Your directors are happy to inform that the company has maintained and in fact increased its turnover marginally as compared to previous year. The turnover could have been much more if not for the outbreak of COVID-19 pandemic, which has resulted in significant reduction in sales during the month of March, 2020. The Company's profitability has taken a dip on account of this and more over the Company has settled Seven workers by paying an amount of Rs. 80 lakhs on account of Gratuity and Compensation (The Company settles the gratuity liability as and when the employees leave the Organization). The settlement is in view of shifting its operation from Chennai to Ranipet and those workers who are not willing to go to Ranipet has been offered a settlement. The nationwide lockdown ordered by the government on account of COVID-19 has resulted in significant reduction in economic activities and the business operations of the Company in terms of sales and production. However, all efforts are being made to get back to active business. The Company during the year was able to get the refund of excise duty of Rs. 1.89 Crores for the case which was pending for a long time.

PROSPECTS:

The work at company's own premises at Ranipet is completed and the Company has started production of latex Rubber sheet. However, shifting of machinery from its unit at Chennai to Ranipet is still pending which will be done during the coming year. There by the company will be able to produce more and also reduce its overheads and will discontinue import of latex rubber sheets shortly. Your directors are confident that with this move, company's turnover and the profitability would improve. However, the present situation in view of the out-break of COVID-19 pandemic has put the Company in a tight spot and the prospects for the coming year looks very grim.

DIVIDEND:

As already indicated above, by shifting to Ranipet the company is expected to improve its performance and post healthy profit in the coming year.