



M.M. RUBBER COMPANY LIMITED

REGD. OFFICE

EMPIRE INFANTRY, III FLOOR, 29, INFANTRY ROAD, BANGALORE-560 001, INDIA
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CIN : L25190KA1964PLC052092

PROCEEDINGS OF THE FORTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M.M.RUBBER COMPANY LIMITED, HELD ON FRIDAY, THE 25TH SEPTEMBER 2015 AT 12.30 P.M. AT HOTEL PARAG, NO3, RAJ BHAVAN ROAD, BANGALORE 560 001.

Directors Present: Mr. Roy Mammen - Managing Director;

Mr. Jacob Mammen- Director;

Mr. Kandathil Ashok Kuriyan -Director;

Ms. Susan Kurian- Director and

Dr. Karun Philip, Director

128 Members present in person - no. of shares - 29310

83 Members represented by proxies - no. of shares - 1265122

Chairman

Mr. Ashok Kuriyan, elected as Chairman and took the Chair.

Quorum

After satisfying himself that there was an adequate quorum present, the Chairman declared the meeting to be duly constituted and he commenced the proceedings.

Welcome

The chairman welcomed the members for the company's 49th Annual General Meeting

Register of Directors shareholdings

The chairman informed the members that the Register of Directors shareholdings maintained under section 170 of the Companies Act 2013 was available at the meeting for inspection by any member till the conclusion of the meeting.

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

Notice of Meeting

With the consent of the members, the Chairman announced that the notice sent to members calling the annual general meeting along with the other documents had been taken as read.

Chairman Speech

The chairman addressed the members on the working of the company during the year under review and the general economic scenario in the country and also the prospects of the Company in the future.

Ordinary Business

The Chairman put the following six resolutions to vote by poll and requested the members to cast their votes:

1. REPORT AND ACCOUNTS

Adoption and approval of audited Balance sheet of the company as on 31st March 2015, and the profit and loss account for the year ended 31st March 2015 along with the reports of Directors and the auditors thereon.

The chairman then invited members to speak on the motion and raise their queries, if any, and after having given adequate opportunity to the members to air their views on the working of the company, the chairman replied to all the queries raised by members..

2. REAPPOINTMENT OF MR. JACOB MAMMEN (DIN: 00078010), DIRECTOR.

Reappointment of Mr. Jacob Mammen (DIN: 00078010), retiring by rotation and who is eligible for re-appointment, as Director of the Company.

3. REAPPOINTMENT OF DR. KARUN PHILIP (DIN: 01091468), DIRECTOR.

Reappointment of Dr. Karun Philip (DIN: 01091468) retiring by rotation and who is eligible for re-appointment, as Director of the Company.

4. RATIFICATION OF APPOINTMENT OF AUDITORS

Pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of **Messrs. S. R. Mandre & Co, Chartered Accountants (FRN No 001962S)**, Chartered Accountants, made in the Annual General Meeting on 26th September, 2014, as the Statutory Auditors of the Company, needs ratification to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.

SPECIAL BUSINESS

5. APPOINTMENT OF MS. SUSAN KURIAN, AS DIRECTOR

In accordance with Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and the Articles of Association of the Company, **Ms. Susan Kurian (DIN:00349062)**, who was appointed on 27.03.2015 as an Additional Director (categorized as an 'Independent Director') of the Company by the Board of Directors and who holds office up to the date of this Annual General Meeting and in respect of whom a written notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Ms. Susan Kurian (DIN:00349062) as a candidate for the office of Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from the date of this Meeting and that she shall not be liable to retire by rotation.

6. APPOINTMENT OF MR. KANDATHIL ASHOK KURIYAN, AS DIRECTOR

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, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office as such for a 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.

There being no other business, the meeting concluded with a vote of thanks to the chair.

Dated: 25.09.2015

Place: Bangalore


Chairman