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M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
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CONSOLIDATED SCRUTINIZER'S REPORT
(REMOTE E VOTING AND INSTA POLL)

[Pursuant to section 108 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 49th Annual General Meeting of the Equity Shareholders of **M.M.RUBBER COMPANY LIMITED** held on the 25th September, 2015 at 12.30 P.M at Hotel Parag, No.3, Raj Bhavan Road, Bangalore 560001.

1. I, M.Damodaran, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of **M.M.RUBBER COMPANY LIMITED** (the company) for the purpose of:
 - (i) Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
 - (ii) Poll through Ballot paper under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 49th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 25th September, 2015 at 12.30 P.M at Hotel Parag, No.3, Raj Bhavan Road, Bangalore 560001.





2. The management of the Company is responsible to ensure the compliance with the requirement of the Company Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by way of ballot paper at the AGM] for the resolutions contained in the Notice to the 49th AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Poll by way of Ballot paper at AGM) is restricted to make a consolidated scrutinizer's report of the voted cast "in favor" or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.
3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e. by remote e voting and Poll by way of Ballot papers at the AGM as under:

M.M.RUBBER COMPANY LIMITED E VOTING & INSTA POLL REPORT											
Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ball-ots	Votes	Percent age	Ball ots	Vote s	Perce ntage	Ball ots	Votes	Perce ntage
Item No. 1 To receive, consider and adopt the Audited Financial Statements as at 31st March 2015 and the report of the Directors and the Auditors. (As an Ordinary resolution)	E VOTING	3	3	975	3.38	-	-	-	-	-	-
	POLL	13	13	27845	96.62	-	-	-	-	-	-
	TOTAL	16	16	28820	100	-	-	-	-	-	-
Item No. 2: To appoint a Director in place of Mr. Jacob Mammen (DIN: 00078010) who retires by rotation as per Section 152 and being eligible	E VOTING	3	3	975	3.38	-	-	-	-	-	-
	POLL	13	13	27845	96.62	-	-	-	-	-	-
	TOTAL	16	16	28820	100	-	-	-	-	-	-



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offers himself for re-appointment. (As an Ordinary resolution)												
Item No. 3: To appoint a Director in place of Dr. Karun Philip (DIN: 01091468) who retires by rotation as per Section 152 and being eligible offers himself for re-appointment. (As an Ordinary resolution)	E VOTING	3	3	975	3.38	-	-	-	-	-	-	-
	POLL	13	13	27845	96.62	-	-	-	-	-	-	-
	TOTAL	16	16	28820	100							
Item No. 4: To appoint auditors, Messrs. S. R. Mandre & Co, Chartered Accountants (FRN No 001962S), Chartered Accountants, , 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. (As an Ordinary resolution)	E VOTING	3	3	975	3.38	-	-	-	-	-	-	-
	POLL	13	13	27845	96.62	-	-	-	-	-	-	-
	TOTAL	16	16	28820	100	-	-	-	-	-	-	-



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Item No. 5: To appoint Ms. Susan Kurian (DIN:00349062) as an Independent Director of the Company for a term of 5 (five) consecutive years (As an Ordinary resolution)	E VOTING	3	3	975	3.38	-	-	-	-	-	-
	POLL	13	13	27845	96.62	-	-	-	-	-	-
	TOTAL	16	16	28820	100	-	-	-	-	-	-
Item No. 6: To appoint Mr. Kandathil Ashok Kuriyan (DIN: 00081374) as an Independent Director of the Company, to hold office as such for a period of 5 (five) consecutive years (As an Ordinary resolution)	E VOTING	3	3	975	3.38	-	-	-	-	-	-
	POLL	13	13	27845	96.62	-	-	-	-	-	-
	TOTAL	16	16	28820	100	-	-	-	-	-	-

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

Thanking You,
Yours faithfully,


M. Damodaran
Practicing Company Secretary
Membership No. 5837

Place: Chennai
Date: 26.09.2015