

**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 EMAIL ID: mmfoam27@gmail.com

**NOTICE TO SHAREHOLDERS**

The Forty Ninth Annual General Meeting of the members of M.M.Rubber Co. Ltd., will be held as scheduled below:

Date: 25.09.2015

Time: 12.30 P.M

at

Hotel Paraag

No. 3, Raj Bhavan Road, Bangalore - 560 001

The Agenda of the meeting will be as follows:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2015 and the report of the Directors and the Auditors.
2. 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.
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.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT 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 Company hereby ratifies 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, 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. To consider and if thought fit to pass the following resolution with or without modification as an 'ordinary resolution':  
"RESOLVED THAT 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. To consider and if thought fit to pass the following resolution with or without modification as an 'ordinary 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, 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.”

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

PLACE: BANGALORE  
DATE: 29-05-2015

**ROY MAMMEN**  
MANAGING DIRECTOR  
(DIN: 00077409)

NOTE:

1. Pursuant to Section 105 of the Companies Act, 2013, a member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and the proxy need not be a member (Proxy form MGT- 11) is annexed herewith).
2. 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.
3. 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.
4. The Company's Registrar and Share Transfer Agent for its Share Registry work (Physical and Electronic) are Cameo Corporate Services Limited, having their office premises at 'Subramanian Building', No.1, Club House Road, Chennai - 600 002.
5. 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 2015 to 25th September 2015 both days inclusive.
6. 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: 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.
7. 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 Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002, in respect of their physical share folios, if any.
8. 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.
9. 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.
10. 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.
11. Electronic (soft) copy of the Notice of the 49th 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 2014-15 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 49th 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 2014-15 is being sent in the permitted mode.

12. In terms of Clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges, a brief profile of directors, who are proposed to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

<b>Name of the Director</b>	<b>Mr. JACOB MAMMEN</b>	<b>Dr. KARUN PHILIPPOSE PHILIP</b>	<b>MS. SUSAN KURIAN</b>	<b>MR. KANDATHIL ASHOK KURIYAN</b>
Date of Birth	15-11-1962	30-03-1966	15-02-1961	14-10-1952
Age	52 years	49 years	54 YEARS	62 YEARS
Qualification	Graduate	Post-Graduate	Graduate	Graduate
List of companies in which directorship is held as on 31st March, 2015	<ol style="list-style-type: none"> <li>1. Stable Investments and Finance Company Limited</li> <li>2. Devon Plantations and Industries Limited</li> <li>3. Devon machines Private Limited</li> <li>4. Devon Financial Services Limited</li> <li>5. Indian Coffee and Tea Distributing Company Limited</li> <li>6. Indo Roses and Floriculture Limited</li> <li>7. Mammen Mappillai and Investments Private Limited</li> <li>8. Badra Estates and Industries Limited</li> <li>9. M.M. Housing Private Limited</li> <li>10. The Malayala Manorama Company Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. M. M. Housing Private Limited</li> <li>2. M.M. Machine Technologies Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. A and A Printers Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. M M Publications Limited</li> <li>2. Balanoor Plantations &amp; Industries Limited</li> <li>3. Stable Investments &amp; Finance Company Limited</li> <li>4. Mammen Mappillai And Investments Private Limited</li> <li>5. Indo Roses And Floriculture Limited</li> <li>6. Jayapura Welfare Foundation</li> <li>7. M.M. Housing Private Limited</li> <li>8. Indo Blooms Limited</li> <li>9. Balanoor Printers Limited</li> <li>10. Ashok Peter Jacob Investments Private Limited</li> <li>11. Pandalur Plantations Private Limited</li> </ol>
Shareholding as on 31st March, 2015 a) Held individually b) Held jointly with others	6224 Nil	NIL Nil	7000 Nil	3275 Nil

**EXPLANATORY STATEMENT UNDER SEC.102 OF THE COMPANIES ACT, 2013**

**ITEM NO.5**

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

**Item No 5**

**a) Meaning, Scope & Implication of the items of the business:**

The Board of Directors appointed Ms. Susan Kurian (DIN: 00349062) as an Additional Director (categorized as 'Independent Director') of the Company through their resolution by circulation on 27.03.2015. Ms. Susan Kurian holds office upto the date of the forthcoming Annual General Meeting. Pursuant Section 160 of the Companies Act, 2013, requisite notice from a Member proposing her for the office of Independent Director and a declaration from her under section 149(7), signifying her independence has been received by the company. Accordingly, Directors of your company propose to appoint her as an Independent Director and recommend the resolution for the approval of members as an ordinary resolution.

**b) Interest of Director, Key Managerial personnel and their relatives:**

Except Ms. Susan Kurian, none of the

- i. Directors
- ii. Key Managerial Personnel (CEO,CFO & CS)
- iii. Relatives of the persons mentioned in i & ii are interested in the above said resolution.

**c) Relevance of Resolution in any other Company.**

The above resolution does not affect any other company.

**d) Inspection of Documents**

No documents are available for Inspection.

**Item No 6**

**a) Meaning, Scope & Implication of the items of the business:**

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as Independent Directors. Section 149(6) of the said Act, lays down the criteria for independence and Mr. Kandathil Ashok Kuriyan (DIN: 00081374) non-executive director of the Company has furnished a declaration to the Company under Section 149(7) of the Companies Act, 2013, confirming that he meets the criteria prescribed for Independent Directors. Accordingly, Directors of your company propose to appoint him as an Independent Director and recommend the resolution for the approval of members as ordinary resolution.

**b) Interest of Director, Key Managerial personnel and their relatives:**

Except Mr. Kandathil Ashok Kuriyan, none of the

- i. Directors
- ii. Key Managerial Personnel (CEO,CFO & CS)
- iii. Relatives of the persons mentioned in i & ii are interested in the above said resolution.

**c) Relevance of Resolution in any other Company:**

The above resolution does not affect any other company.

**d) Inspection of Documents:**

No documents are available for Inspection.

BY ORDER OF THE BOARD

PLACE: BANGALORE  
DATE: 29-05-2015

**ROY MAMMEN**  
MANAGING DIRECTOR  
(DIN: 00077409)

## E-VOTING FACILITY

As per Section 108 of the Companies Act 2013 read with Companies (Management and Administration) Rules 2014, e-voting facility is a mandatory requirement for listed companies for General Meetings.

### INSTRUCTIONS FOR E-VOTING

Voting through electronic means will commence on 22nd September 2015 at 10 A.M and will end on 24th September 2015 at 5 P.M. The members will not be able to cast their vote electronically beyond the date and time mentioned above.

The company has appointed M/s.M.Damodaran & Associates, Company Secretaries, No.6, Appavoo Gramani, 1st Street, Mandaveli, Chennai-600 028 to act as the Scrutinizer for conducting the electronic voting process in a fair and electronic means is, as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September 2015 at 10 A.M. and ends on 24th September 2015 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 2015, 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](http://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](http://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	<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"> <li>• 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.</li> <li>• 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).</li> </ul>
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"> <li>• 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).</li> </ul>

- (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.
- (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 same 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) 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L25190KA1964PLC052092  
Name of the Company : M.M.RUBBER COMPANY LIMITED  
Registered office : "Empire Infantry", 3rd Floor, No.29, Infantry Road, Bangalore-560 001

Name of the member(s) :	
Registered Address :	
E-mail Id :	
Folio No/Client Id :	
DP ID :	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_

Address:

E-mail Id:

Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on Friday, 25th September, 2015, at 12.30 P.M. at Hotel Parag, No3, Raj Bhavan Road Bangalore 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
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#### Ordinary Business

1	Adoption of Annual financial statements of the Company as on March 31, 2015
2	Appointment of Mr. Jacob Mammen (DIN: 00078010) as Director, who retires by rotation
3	Appointment of Dr. Karun Philip (DIN: 01091468) as Director, who retires by rotation.
4	Appointment of M/s. S.R. Mandre & Co., Chartered Accountants (FRNNo. 001962S), as Auditors

#### Special Business

5	Re-appointment of Ms. Susan Kurian (DIN:00349062) as an Independent Director.
6	Re-appointment of Mr. Kandathil Ashok Kuriyan (DIN: 00081374) as an Independent Director

Signed this ..... day of ..... 2015.

Signature of Shareholder .....

Signature of Proxy holder(s) .....

Affix  
Re.1/-  
Revenue  
Stamp

Member's Signature

Note: A Member entitled to attend the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**M.M. RUBBER COMPANY LIMITED**

CIN: L25190KA1964PLC052092

No. 29, Empire Infantry, 3rd Floor, Infantry Road, Bangalore - 560 001

**ATTENDANCE SLIP**

Forty Ninth Annual General Meeting - 25th September, 2015  
at 12.30 p.m. at Hotel Parag, No. 3, Raj Bhavan Road, Bangalore 560001.

Name of the attending Member/Proxy (in block letters) :

Member's Folio No.:.....

No. of shares held :.....

I hereby record my presence at the Forty Ninth Annual General Meeting held on 25th September, 2015.

.....  
Member's / Proxy's Signature

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING AND HANDOVER AT THE ENTRANCE DULY FILLED IN.



**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 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	



