

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

Notice is hereby given that the 51st Annual General Meeting of the members of M.M.Rubber Company Limited, will be held on Wednesday, 27th September, 2017 at 12.00 P.M. 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 passing the following resolution as an ordinary resolution:

"RESOLVED THAT the Audited Balance sheet as at 31st March,2017, the statement of Profit and loss, notes forming part thereof, the cash flow statement for the year ended 31.03.2017, 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 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 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.

Item No.4 Appointment of Statutory Auditors:

To consider and if thought fit, to give your assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 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) and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s. Vandana Rao and Company Chartered Accountants (FRN No.011628S) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. S. R. Mandre & Co, Chartered Accountants (FRN No 001962S), whose tenure expires at the ensuing Annual General Meeting of the Company , at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in connection with the audit of accounts of the Company."

"RESOLVED FURTHER THAT M/s. Vandana Rao and Company Chartered Accountants (FRN No.011628S) appointed as the Statutory Auditors of the Company, shall hold the office for a period of five years (5 years) from the conclusion of this 51st Annual General Meeting of the Company till the conclusion of 56th Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General meeting held offer this Annual General Meeting)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS :**Item No.5 Re-Appointment of Mr. Roy Mammen (DIN 0077409) 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 01.10.2017 to 30.09.2020 and payment of remuneration not exceeding Rs. 1,60,000/- p.a.,(Rupees One Lakh sixty thousand) 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 01.10.2017 to 30.09.2020 subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 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.1,60,000/- per month in the grade of Rs.160000-30000-180000.
- 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 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 a gas, water, electricity, furnishing and other maintenance expenses, servants etc.
- ii) Medical reimbursement as per rules of the company on himself, 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 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
For **M.M.RUBBER CO. LTD.**,

PLACE: BANGALORE
DATE: 30-05-2017

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.4 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 'Subramanian Building', 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 21st September 2017 to 27th September 2017 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, '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.
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, 'Subramanian Building', 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 51st 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 2016-17 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 51st 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 2016-17 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	Mr.Karun Philip	Mr.Roy Mammen
Date of Birth	15-11-1962	30-03-1966	22-09-1969
Age	54 years	51 years	47 years
Qualification	Graduate	Post-Graduate	Graduate
List of companies in which directorship is held as on 31st March, 2017	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	1.M. M. Housing Private Limited 2.M.M. Machine Technologies Private Limited	1. MM Containers Private Limited 2. Badra Estates and Industries Limited 3. Balanoor Plantations and Industries Limited 4. Stable Investments and Finance Company Limited
Shareholding as on 31st March 2017			
a) Held individually	6899	74259	14256
b) Held jointly with others	Nil	Nil	Nil

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

ITEM NO. 4:

The present Statutory Auditors, M/s.S. R. Mandre & Co, Chartered Accountants (FRN No 001962S), will hold office upto the ensuing Annual General Meeting and are not eligible for re-appointment as Statutory Auditors of the Company as per Companies Act, 2013. Accordingly, the Board of Directors have recommended the appointment of M/s.Vandana Rao and Company Chartered Accountants(FRN No.011628S), as Statutory Auditors, in place of M/s.S. R. Mandre & Co, Chartered Accountants (FRN No 001962S),the retiring Auditors, for a period of 5(five) years from the conclusion of the 56th Annual General Meeting, subject to ratification of their appointment by the Members at every Annual General Meeting.

ITEM NO.5:

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

a) Meaning, scope & Implication of the items of the business:

Mr.RoyMammen's tenure as Managing Director expires during September 2017. 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 1.10.2017 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 30.5.2017 have approved the Re-appointment of Mr. Roy Mammen (DIN 00077409) as Managing Director for a period of three years with effect from 01.10.2017 to 30.09.2020 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	2016-17	2015-16	2014-15
	Net profit/loss before depreciation and interest	114.34	100.86	99.03
	Depreciation and interest	70.35	75.13	75.15
	Net profit/loss after depreciation & interest	43.99	25.73	23.88
(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 also 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. Further when he took over as Managing Director, Company was under BIFR. Within a year of his taking over, he brought the company out of its sickness and BIFR provisions.</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. Presently his salary is Rs.1,45,000/- 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 postpaid 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 14256 shares of the company amounting to 0.29% 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 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) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	Apart from the remuneration payable to the Managing Director the company is paying Advisory Fee to Mr.Mammen Philip who is on the Board.
(ii) details of fixed component and performance linked incentives along with the performance criteria;	As per Resolution.
(iii) service contracts, notice period,	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

b) 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.

c) Relevance of Resolution in any other Company.

The above resolution does not affect any other company.

d) Inspection of Documents

There are no documents required for inspection for the purpose of this resolution.

BY ORDER OF THE BOARD

PLACE: BANGALORE
DATE: 30-05-2017

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 provided in respect of voting for the resolutions to be passed in the Annual General Meeting.

INSTRUCTIONS FOR E-VOTING:

The company has appointed M/s. M.Damodaran & Associates, Practicing 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 transparent manner as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th September 2017 at 9 A.M. and ends on 26th September 2017 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 20th September 2017, 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.

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 on Wednesday, 27th September 2017, at 12.00 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, 2017
2	Appointment of Mr. Jacob Mammen (DIN: 00078010) Director, who retires by rotation.
3	Appointment of Mr. Karun Philip (DIN::01091468) Director, who retires by rotation.
4	Appointment of Statutory Auditors of Messrs. Vandana Rao and Company Chartered Accountants (FRN No.011628S).

Special Business

5	Re-Appointment of Mr. Roy Mammen (DIN:00077409) as Managing Director.
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Signed this day of 2017.

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Re.1/-
Revenue
Stamp

Member's Signature

Note: 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. (i.e. on or before 12:00 p.m. on Wednesday, 27th September 2017).

M.M. RUBBER COMPANY LIMITED

CIN: L25190KA1964PLC052092

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

ATTENDANCE SLIP

Fifty First Annual General Meeting - 27th September, 2017
at 12.00 Noon 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 Fifty First Annual General Meeting held on 27th September, 2017.

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	