

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 52nd Annual General Meeting of the members of M.M. Rubber Company Limited, will be held on Wednesday, 26th September, 2018 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 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, 2018, the statement of Profit and loss, notes forming part thereof, the cash flow statement for the year ended 31.03.2018, 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. Mammen Philip (DIN: 01091481) who retires by rotation as per Section 152 and being eligible offers himself for re-appointment.

Item No.3 : Ratification of appointment of Statutory Auditors:

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, 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), the Company hereby ratifies the appointment of Messrs. Vandana Rao and Company, Chartered Accountants (FRN No.011628S) Chartered Accountants, made in the Annual General Meeting on 27th September, 2017, as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the 56th Annual General Meeting on such remuneration as may be determined by the Board of Directors."

"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.4 : Re-classification of the promoters of the company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED that pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), the approval of the Company be and is hereby accorded for re-classification of Ms. Divya Philip & Mr. Rohit Philip and their shareholdings in the company, the existing promoters of the company from promoter category to Non-promoter category.

RESOLVED FURTHER that the promoters seeking re-classification along with its promoter group entities and person acting in concert do / will not:

- have any special rights through formal or informal agreements.
- hold more than 10% of the paid-up capital of the Company.
- act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

On meeting of the above conditions Ms. Divya Philip and Mr. Rohit Philip shall cease to be the promoters of the company.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

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

PLACE: BANGALORE
DATE: 30-05-2018

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 20th September 2018 to 26th September 2018 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 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. 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.
12. 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.
13. 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.
14. Electronic (soft) copy of the Notice of the 52nd 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 2017-18 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 52nd 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 2017-18 is being sent in the permitted mode.
15. 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. Mammen Philip
Date of Birth	09-02-1938
Age	80 years
Qualification	Graduate
List of companies in which directorship is held as on 31st March, 2018	<ol style="list-style-type: none"> 1. Mammen Mappillai and Investments Private Limited 2. M.M. Research Company Private Limited 3. Philips Investments Private Limited 4. Balanoor Plantations & Industries Limited
Shareholding as on 31st March 2018	
a) Held individually	95,363
b) Held jointly with others	Nil

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

PLACE: BANGALORE
DATE: 30-05-2018

ROY MAMMEN
MANAGING DIRECTOR
(DIN: 00077409)

EXPLANATORY STATEMENT

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

ITEM NO. 4:

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

The members may note that the promoters have requested to be classified as Non-Promoters and as such Ms. Divya Philip and Mr. Rohit Philip and their shareholdings will not be promoters of the Company upon the passing of this resolution as duly agreed by them in their letters addressed to the company for reclassifying them as Non Promoters. They do not hold any interest in the company other than their shareholding. The said promoters hold 14900 (0.3%) equity shares of Rs 2/- each in aggregate as on date.

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

None of the

(i) Directors,

(ii) Key Managerial Personnel,

(iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested in the said resolution

The Board recommends the resolution for approval of the members.

c) Relevance of Resolution in any other Company:

The above resolution does not affect any other company.

d) Inspection of Documents:

The MOA & AOA are available for the inspection for the above said resolution.

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

PLACE: BANGALORE

DATE: 30-05-2018

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 23rd September 2018 at 9 A.M. and ends on 25th September 2018 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 19th September 2018, 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.

INTIMATION TO PHYSICAL SHAREHOLDERS REGARDING DEMAT OF SHARES

We draw your attention to the notification issued by SEBI dated 08.06.2018 amending Regulation 40 of the Listing Regulations. Pursuant to this, request for effecting transfer of securities shall not be processed except in case of transmission or transposition of securities unless the securities are held in demat form. Hence, we would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from 05.12.2018. We therefore advise you to take immediate steps for dematerializing your shareholding in the company.

As you may be aware holding shares in dematerialized form offers host of benefits like enhanced security, ease of handling, faster transfers, exemption from stamp duty, eliminating bad deliveries. In view of the above, in order to ensure that you are able to deal in the securities hassle-free, kindly take necessary steps as mentioned below for dematerializing the shares at an early date.

We give below the steps for dematting the shares:

- shareholders will have to open demat account with a Depository Participant (DP) who is connected to NSDL or CDSL.
- After opening the demat account, shareholders have to submit their original share certificate to their DP along with a form called Demat Request Form (DRF), duly filled in and signed.
- DP will in turn send the physical documents submitted by the shareholders to Cameo Corporate Services Ltd. after generating the electronic Demat Request Number (DRN).
- This DRN will thereafter be confirmed, after which the shares will be credited to the demat account of the individual shareholder.

This is for your necessary action for dematerialising your shares held in physical form.

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 26th September 2018, at 12.00 P.M. at Hotel Parag, No.3, Raj Bhavan Road, Bangalore 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
---------------	-------------

Ordinary Business

1.	Adoption of Annual financial statements of the Company as on March 31, 2018
2.	Appointment of Mr. Mammen Philip (DIN:01091481) Director, who retires by rotation.
3.	Ratification of Appointment of Statutory Auditors of Messrs. Vandana Rao and Company, Chartered Accountants (FRN No.011628S).

Special Business

4.	Re-classification of the promoters of the company:
----	--

Signed this day of 2018.

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, 26th September 2018).

M.M. RUBBER COMPANY LIMITED

CIN: L25190KA1964PLC052092

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

ATTENDANCE SLIP

Fifty Second Annual General Meeting - 26th September, 2018
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 Second Annual General Meeting held on 26th September, 2018.

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	