



M M RUBBER COMPANY LIMITED
57th ANNUAL REPORT 2022-23

M M RUBBER COMPANY LIMITED

BOARD OF DIRECTORS

ROY MAMMEN - Managing Director

ASHOK KURIYAN

JACOB MAMMEN

SUSAN KURIAN

REGISTRARS & SHARE TRANSFER AGENTS

CAMEO CORPORATE SERVICES LTD

Subramaniam Building

5th Floor

No. 1, Club House Road

Chennai-600 002

Phone : 28460390

BANKERS

INDIAN OVERSEAS BANK

SOUTH INDIAN BANK

AUDITORS

R A M S and Company

Chartered Accountants

Bangalore-560 102

REGISTERED OFFICE

29, Empire Infantry, 3rd Floor, Infantry Road

Bangalore-560 001

Phone : 080-22866268

GST No. : 29AAACM2611E1ZX

PAN : AAACM2611E

CIN : L25190KA1964PLC052092

M M RUBBER COMPANY LIMITED

CIN: L25190KA1964PLC052092

Registered Office –Empire Infantry, 3rd Floor No.29, Infantry Road,
Bengaluru, Karnataka 560001, India.

E-mail ID: mmfoam27@gmail.com, Phone No.: 080 22866268, Website: www.mmfoam.com

NOTICE

To
The Members,

Notice is hereby given that the 57thAnnual General Meeting of the members of M.M. Rubber Company Limited, will be held on Thursday, 28thSeptember 2023, at 11.00 A.M. through Video Conference/Other Audio Visual means to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Jacob Mammen (DIN: 00078010), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To re-Appoint Mr. Roy Mammen (DIN 00077409) as Managing Director for a further term of 5 years

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 5(Five) years with effect from 01.10.2023 to 30.09.2028 and payment of remuneration not exceeding Rs. 2,60,000 p.m.,(Rupees Two Lakhs and 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 01.10.2023 to 30.09.2026 subject to the same not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 Act, 2013 in case of no profits/inadequate profits 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. 2,60,000/- per month in the grade of Rs. 2,60,000-15,000-2,75,000-15,000-2,90,000.
- 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, mother, 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 Managing 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 of the Director or Company Secretary 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 Company Limited

Place: Bangalore
Date: 04-08-2023

Roy Mammen
Managing Director
(DIN: 00077409)

NOTES:

1. In terms of Ministry of Corporate Affairs ("MCA") Circular No. 20/2020 dated 5thMay, 2020 read with Circular 14/2020 dated 8thApril, 2020, Circular 17/2020 dated 13th April, 2020, Circular 02/2021 dated 13thJanuary, 2021, Circular 20/2021 dated 08th December, 2021, Circular 03/2022 dated 05thMay, 2022, Circular 10/2022 dated 28th December 2022 ("MCA Circulars") and Securities Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15thJanuary, 2021, Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 physical presence of the Members are not required at common venue as the Annual General Meeting (AGM) is being conducted through Video Conference ("VC")/ Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the special business set out in this Notice and the relevant details pursuant to SEBI Listing Regulations are annexed hereto.
3. A member entitled to vote at the AGM is entitled to appoint proxy to attend and vote on his/her behalf and proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and the Members can join the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first serve basis.
5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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.
7. 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 22nd September 2023 to 28th September 2023 both days inclusive.
8. Pursuant to provisions of Section 72 of the Companies Act, 2013, Members can avail 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 into the Company's Registrar and Share Transfer Agent: M/s. Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002.
9. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
10. 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.
11. 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.
12. 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.
13. Electronic (soft) copy of the Notice of the 57thAnnual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with the Annual Report for 2022-23 is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s)/ Registrar Transfer Agent for communication purposes. As per the General Circular No.18/2020 dated 21stApril2020, General Circular No.20/2020 dated May 5, 2020, and Circular No.

02/2021 dated 13th January 2021 and SEBI Circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No.: SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, Company decided to conduct the meeting through Video Conference.

14. As per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial standard 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 (DIN: 00078010) | Mr. Roy Mammen (DIN: 00077409) |
|--|---|--|
| Date of Birth | 15-11-1962 | 22-09-1969 |
| Age | 60 years | 54 years |
| Qualification | Graduate | Graduate |
| Brief Resume & Nature of his expertise in specific functional areas | Mr. Jacob Mammen has considerable experience in the plantation industry and extensively travelled all over the world studying latest technology, curing, manufacturing of coffee | As stated in explanatory Statement |
| Relationship with other Directors and Key Managerial Personnel | Mr. Jacob Mammen is the brother of Mr. Roy Mammen Managing Director of M/s. M M Rubber Company Limited | As stated in explanatory Statement |
| Terms & Conditions of Appointment | Non-Executive & Non-Independent Director | As stated in explanatory Statement |
| Number of Board Meeting attended | Four | Four |
| List of companies in which directorship is held as on 31 st March, 2023 | <ol style="list-style-type: none"> 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 | <ol style="list-style-type: none"> 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 31 st March 2023 | | |
| a) Held individually | 24328 | 287531 |
| Held jointly with others | Nil | Nil |

//BY ORDER OF THE BOARD//
For MM RUBBER COMPANY LIMITED

Place: Bengaluru
Date: 04-08-2023

Roy Mammen
Managing Director
(DIN: 00077409)

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

Item No.3: Re-Appointment of Mr. Roy Mammen (DIN 00077409) as Managing Director:

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

- Meaning, scope & Implication of the items of the business:

Mr. Roy Mammen's tenure as Managing Director expires on 30th September 2023. 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 01.10.2023 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 04.08.2023 have approved the Re-appointment of Mr. Roy Mammen (DIN 00077409) as Managing Director for a period of five years with effect from 01.10.2023 to 30.09.2028 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. 3 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 | 2022-23 (Rs. in thousands) | 2021-22 (Rs. in thousands) | 2020-21 (Rs. in thousands) |
| | Net profit/loss before depreciation and interest | 41,866 | 24,757 | -30,510 |
| | Depreciation and interest | 10,686 | 8,257 | 6,685 |
| | Exceptional Items | - | - | - |
| | Net profit/loss after depreciation, interest and Exceptional Items | 31,180 | 16,500 | -37,195 |
| (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 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 except for the year in view of the outbreak of COVID-19 pandemic which has resulted in significant reduction in sales during the year 2020/21.</p> <p>Mr. Roy Mammen was instrumental in shifting the Company's entire production from Chennai to its own unit at Ranipet by expanding the production capacity at Ranipet and thereby reducing the production cost significantly.</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 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 and the members at their meeting held on 25th September 2017, enhanced remuneration to Rs. 1,60,000/- with perquisites and the members at their meeting held on 25th September 2020, enhanced remuneration to Rs. 2,00,000/- with perquisites and presently he is drawing Rs. 2,45,000/- pm. 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 favourably with the remuneration for similar post-paid 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 287531 shares of the company amounting to 4.61% 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 its 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; | |
| (ii) details of fixed component and performance linked incentives along with the performance criteria; | As per Resolution |
| (iii) service contracts, notice period, severance fees. | 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 |

- **Interest of Director, Key Managerial personnel, and their relatives:**
Except Mr. Roy Mammen none of the

- Director,
- Key Managerial Personnel (CEO & CFO)
- Relatives of the persons mentioned in i&ii

are interested in the above said resolution.

- **Relevance of Resolution in any other Company.**
The above resolution does not affect any other company.
- **Inspection of Documents**
There are no documents required for inspection for the purpose of this resolution.

//BY ORDER OF THE BOARD//
For MM RUBBER COMPANY LIMITED

Roy Mammen
Managing Director

(DIN: 00077409, Address: No.12, Walton Road,
Behind UB City, Bangalore North Bengaluru 560001)

Place: Bengaluru
Date : 04-8-2023

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.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The company has appointed G Akshay & Associates, Practicing Company Secretaries, #615/22, IV Cross, Raghavendra Colony, Bilekahalli, Behind IIMB, Bannerughatta Road, Bengaluru-560076, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner as follows:

- (i) The voting period begins on 25th September 2023 at 9 A.M. and ends on 27th September 2023 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 21st September 2023, 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.