M.M. RUBBER COMPANY LIMITED
REGD. OFFICE
EMPIRE INFANTRY, III FLOOR, 29, INFANTRY ROAD, BANGALORE-560 001. INDIA
PH : 91-80-22866268, 22867065 FAX : 91-80-22861542 URL : www.mmfoam.in
CIN : L25190KA1964PLC052092 GST IN : 29AAACM2611E1ZX

26th November, 2026

Bombay Stock Exchange Ltd.,
Department of Company Affairs
Floor No.25, Phiroze Jeejeebhoy Towers,
Dalal Street, MUMBAI-400 001,
Telephone: 22721234

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 — Postal Ballot Notice

Scrip Code: 509196

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find attached the Postal Ballot Notice along with explanatory dated 16th January,2026, seeking approval of the members of the Company, by way of remote e-voting process for purpose of:

1. ***To approve Remuneration of Mr. Roy Mammen (DIN: 00077409), Managing Director of the Company by way of Passing Special Resolution.***

In compliance with the General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on Friday, November 20, 2026 ("Cut-off date").

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to its members. The remote e-voting facility will be available during the following period:

M.M. RUBBER COMPANY LIMITED
REGD. OFFICE
EMPIRE INFANTRY, III FLOOR, 29, INFANTRY ROAD, BANGALORE-560 001. INDIA
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CIN : L25190KA1964PLC052092 GST IN : 29AAACM2611E1ZX

- Commencement of e-Voting – at 9.00 a.m. (IST) on Friday, November 27, 2026.
- End of e-Voting – at 5.00 p.m. (IST) on Saturday, December 26, 2026.

The Postal Ballot Notice is also available https:// https://mmfoam.com/pages/company-announcement

Kindly take the above information on record.

Thanking you,

Yours faithfully,

for **M M RUBBER COMPANY LIMITED**

MEENAKSHI R
Digitally signed by MEENAKSHI R
Date: 2026.11.26 15:40:45 +05'30'

Meenakshi R
Company Secretary & Compliance Officer

Encl: as stated

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 OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the members of M M Rubber Company Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No.09/2023 dated September 25, 2023, General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors of the Company ("the Board"), at its meeting held on 26TH November 2026, appointed Sharvari Kulkarni & Associates Practicing Company Secretary represented by Ms. Sharvari Sham Kulkarni (ACS No. 55902. CP No.27117) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

Pursuant to Regulation 44 of SEBI Listing Regulations and Section 108 of the Act read with Rule 20 of the Rules, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of remote e-voting Period	09:00 a.m. IST on Friday, November 27, 2026
Conclusion of remote e-voting period	05:00 p.m. IST on Saturday, December 26, 2026

The Scrutinizer will submit her report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Tuesday, December 29, 2026 and communicated to the BSE Limited ("the Stock Exchange"), Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website: www.mmfoam.com .The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

Item of businesses requiring consent of shareholders through Postal Ballot/e-voting:

SPECIAL BUSINESS:

TO APPROVE THE REMUNERATION OF MR. ROY MAMMEN (DIN: 00077409), MANAGING DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for fixing and payment of remuneration to **Mr. Roy Mammen (DIN: 00077409)**, Managing Director of the Company, for the remaining period of 2 (Two) years of his tenure approved by the Members at the 57th Annual General Meeting held on September 28, 2023, i.e., with effect from **October 1, 2026 up to September 30, 2028**, upon the terms, conditions, and perquisites set out below, notwithstanding that in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate:

A. Salary: Salary of Rs. 3,05,000/- per month in the grade of Rs. 3,05,000- 15,000-3,20,000 with authority to the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee) to determine annual increments within the approved scale.

B. Commission: Commission at the rate of 1% of the net profits of the Company computed in the manner laid down under Section 198 of the Companies Act, 2013, subject to the overall ceilings stipulated under Section 197 of the Act, in any financial year in which the Company has adequate net profits.

C. Perquisites, Allowances, Facilities and Amenities: In addition to the Salary and Commission payable as above, Mr. Roy Mammen shall be entitled to the following perquisites, allowances, facilities, and amenities in accordance with the rules and policies of the Company:

1. **Accommodation / HRA:** Furnished residential accommodation provided by the Company, or in lieu thereof, House Rent Allowance (HRA) at 50% of the Basic Salary. In case of Company-provided/leased accommodation, the Company shall bear all expenses in connection with such accommodation including gas, water, electricity, furnishing, maintenance, and domestic help/servants.
2. **Medical Reimbursement:** Reimbursement of medical expenses incurred for self, mother, spouse, and dependent children in accordance with the rules of the Company.
3. **Club Fees:** Reimbursement of club membership fees and expenses incurred for the purpose of the business of the Company**.**
4. **Leave Travel Assistance (LTA):** Leave Travel Assistance for self and family in accordance with the rules of the Company.
5. **Children Education Allowance:** Education allowance limited to two dependent children up to the age of 24 years, as per Company rules**.**
6. **Conveyance & Telephone:** Provision of a Company-maintained car with driver for official business use and telephone/communication facilities at residence. Personal long-distance telephone calls shall be billed to and reimbursed by Mr. Roy Mammen, and personal use of car, if any, shall be evaluated as a perquisite in accordance with Income-tax Rules.

7. **Entertainment & Business Expenses:** Reimbursement of actual entertainment, travelling, and other out-of-pocket expenses incurred exclusively for the business of the Company.

D. Statutory & Retiral Benefits (Excluded from Ceiling under Section IV of Part II of Schedule V): Mr. Roy Mammen shall also be entitled to the following benefits which shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act:

1. Company's contribution to Provident Fund, Superannuation Fund, or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
2. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service in accordance with the rules of the Company; and
3. Encashment of leave at the end of tenure as per the rules of the Company.

E. Valuation of Perquisites: Perquisites 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 actual cost.

RESOLVED FURTHER THAT the total remuneration payable to Mr. Roy Mammen in any financial year during the aforesaid period, comprising salary, allowances, perquisites, benefits and amenities (but excluding the items listed in item D above), shall not exceed Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum. The effective capital of the Company being [Rs. 4,65,16,231/- (less than Rs. 5 Crore)], the limit of yearly remuneration applicable to the Company under Table (A) of Section II of Part II of Schedule V to the Act is Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum, which stands doubled to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum by virtue of the approval of the Members by this Special Resolution, in terms of the proviso to the said Table."

RESOLVED FURTHER THAT the remuneration for the period from October 1, 2026 up to the date of passing of this Resolution be and is hereby approved with effect from October 1, 2026, and any amount paid during that period in excess of the remuneration approved at the 57th Annual General Meeting held on September 28, 2023 be and is hereby regularized, subject to the ceiling specified above.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the period from October 1, 2026 to September 30, 2028, the remuneration, perquisites, and allowances set out above shall be paid to Mr. Roy Mammen as Minimum Remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013 (including remuneration in excess of the limits specified in Table (A) of Section II of Part II of Schedule V, as approved herein by way of a Special Resolution), without requiring any further approval of the Central Government.

RESOLVED FURTHER THAT the contribution to Provident Fund and annuity fund, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, to the extent not taxable under the Income-tax Act, shall not be included in the computation of the above ceiling, in accordance with Section IV of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorized to alter, vary, or modify the terms and conditions of the said remuneration (including salary, allowances, and perquisites) from time to time within the overall limits approved by the Members under this Resolution, as may be agreed to between the Board and Mr. Roy Mammen, and all other terms and conditions of his appointment as approved by the Members at the 57th Annual General Meeting held on September 28, 2023 shall remain unchanged.

By Order of the Board
For M M Rubber Company Limited
Sd/-
Meenakshi R
Company Secretary
(Mem No: A48358)

Place: Bangalore
Date: 26-11-2026

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice of Postal Ballot.
2. The Board has appointed Sharvari Kulkarni & Associates, Practicing Company Secretary represented by Ms. Sharvari Sham Kulkarni (ACS No. 55902., CP No.27117) Practicing Company Secretaries, as the scrutinizer (**"Scrutinizer"**) for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as **on Friday, November 20, 2026** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020, General Circular No. 19/2021 and General Circular No. 20/2021. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website i.e. https://mmfoam.com/pages/company-announcement. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. **Saturday, December 26, 2026** in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
5. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08.12.2021 respectively issued by the Ministry of Corporate Affairs (MCA) **the Company is pleased to offer e-voting facility to its Members holding equity shares as on Friday, November 20, 2026 being the cut-off date, to exercise their right to vote electronically on the above resolutions.**
6. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on **Friday, November 20, 2026**.
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on the resolutions through the remote e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice.
8. The Scrutinizer will submit his report to Chairperson or any other person authorized by the Chairperson after the completion of scrutiny, and the result of the remote e-voting by Postal Ballot will be announced by the Chairperson or any director of the Company duly authorized, **on or before Tuesday, December 29, 2026** and will also be displayed on the Company website https://mmfoam.com/pages/company-announcement and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited (BSE) in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015.
9. Members can also contact to Ms. Meenakshi R, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to remote e-voting by Postal Ballot. Address: - No.29, Empire Infantry, 3rd Floor, Infantry Road, Bangalore - 560001, Karnataka, India. Email Id: mmfoam27@gmail.com ,Phone number – +91-9986658007.
10. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting.
11. A member cannot exercise his vote by proxy on Postal Ballot.

12. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
13. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-voting service facility arranged by NSDL. The instructions for electronic voting are given in this Notice. **The remote e-voting period commences from 9.00 a.m. (IST) on Friday, November 27, 2026 and ends at 5.00 p.m. (IST) on Saturday, December 26, 2026**. E-Voting shall not be allowed beyond the said time and date.
14. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer remote e-voting facility to shareholders through such e-voting system. Notice of this Postal Ballot has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL)

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting

	website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login

	& New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.sharvarikulkarni16@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Gopalakrishnan A (Assistant Manager) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mmfoam27@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to mmfoam27@gmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement

Pursuant to section 102 and 110 of the Companies act, 2013 read with rule 22 of the Companies (Management and Administration) rules, 2014.

Item No. 1:

At the 57th Annual General Meeting ("AGM") of the Company held on September 28, 2023, the Members had approved the re-appointment of Mr. Roy Mammen (DIN: 00077409) as Managing Director of the Company for a period of 5 (Five) years with effect from October 1, 2023 up to September 30, 2028, and approved payment of his remuneration for a period of 3 (Three) years from October 1, 2023 up to September 30, 2026 in accordance with Section II of Part II of Schedule V to the Companies Act, 2013 ("the Act").

The 3-year validity period for payment of remuneration to Mr. Roy Mammen expired on September 30, 2026. Consequently, fresh approval of the Members is required for payment of remuneration to Mr. Roy Mammen for the remaining 2 (Two) years of his tenure, i.e., from October 1, 2026 to September 30, 2028.

Considering [inflation and cost-of-living adjustments since 2023 and the responsibilities shouldered by Mr. Roy Mammen in managing the Company – customize to NRC/Board minutes], the Nomination and Remuneration Committee ("NRC") at its meeting held on 26th November 2026 and the Board of Directors at its meeting held on 26th November 2026 recommended and approved, subject to the approval of the Members by way of a Special Resolution, the remuneration payable to Mr. Roy Mammen for the period from October 1, 2026 to September 30, 2028 as detailed in the Resolution at Item No. 1.

Due to losses incurred / inadequacy of profits during the financial year ended March 31, 2026 (and anticipated inadequacy of profits in the current financial year), the proposed remuneration is governed by Section 197 read with Section II of Part II of Schedule V to the Act. Pursuant to the proviso to Section II of Part II of Schedule V to the Act, a company having no profits or inadequate profits may pay remuneration to its managerial person in excess of the limits specified in Table (A) of Section II without Central Government approval, provided the resolution passed by the shareholders is a Special Resolution and the statement containing prescribed disclosures is circulated along with the Notice. Furthermore, in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members by way of a Special Resolution is required for payment of annual remuneration to an Executive Director who is a Promoter or member of the Promoter Group exceeding Rs. 5 Crore or 2.5% of the net profits of the listed entity, whichever is higher. The effective capital of the Company, computed as per Schedule V, was Rs. 4,65,16,231/- as of March 31, 2026, i.e. less than Rs. 5 Crore. The limit of yearly remuneration for a managerial person under Table (A) is therefore Rs. 60 Lakhs per annum, which may be doubled to Rs. 1.20 Crore per annum if the resolution passed by the Members is a Special Resolution. The proposed ceiling is within such doubled limit and the Special Resolution is sought for a period not exceeding 3 (Three) years. As the remuneration is proposed with effect from October 1, 2026, the approval also covers the period from that date up to the date of the Resolution.

The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. [Note: If any default exists, replace with confirmation that prior approval of the concerned bank/PFI/secured creditor has been obtained prior to circulation of this Notice.]

By Order of the Board
For M M Rubber Company Limited
Sd/-
Meenakshi R
Company Secretary
(Mem No: A48358)

Place: Bangalore
Date: 26-11-2026

ANNEXURE A

As required under Part II of Schedule V of the Act, additional information is provided as under:

<table>
<tr><td colspan="5">General Information:</td></tr>
<tr><td>(1) Nature of industry</td><td colspan="4">Manufacturing and marketing of Natural Latex Foam Mattresses, Pillows, Rubber Cushions.</td></tr>
<tr><td>(2) Date or expected date of commencement of commercial production</td><td colspan="4">The Company is an existing manufacturing company incorporated in the year 1964 and has been in commercial production for over six decades.</td></tr>
<tr><td rowspan="5">(3) Financial performance based on given indicators</td><td>Year</td><td>2025-26</td><td>2024-25</td><td>2023-24</td></tr>
<tr><td>Net profit/loss before depreciation and interest</td><td>-172.13</td><td>-364.57</td><td>-130.29</td></tr>
<tr><td>Depreciation and interest</td><td>94.12</td><td>98.70</td><td>84.40</td></tr>
<tr><td>Exceptional Items</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Net profit/loss after depreciation, interest and Exceptional Items</td><td>-120.23</td><td>-368.35</td><td>-165.31</td></tr>
<tr><td>(4) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="4">NA</td></tr>
<tr><td>(5) Foreign investments or collaborations, if any</td><td colspan="4">NIL</td></tr>
<tr><td colspan="5">II. Information about the appointee:</td></tr>
<tr><td>(1) Background details</td><td colspan="4">Mr. Roy Mammen (aged 57 years) is a Graduate and possesses over 20 years of rich industrial, operational, and general management experience in the natural latex foam, rubber, and manufacturing sectors. He has been associated with the Company since 2011 and has been serving as Managing Director, guiding its manufacturing operations, product development, and marketing network across India.</td></tr>
<tr><td>(2) Past remuneration</td><td colspan="4">At the 57th AGM held on September 28, 2023, the Members approved a Basic Salary of Rs. 2,60,000/- per month (in the scale of Rs. 2,60,000 – 15,000 – 2,75,000 – 15,000 – 2,90,000) along with perquisites, allowances, and retiral benefits for the period October 1, 2023 to September 30, 2026.</td></tr>
<tr><td>(3) Recognition or awards</td><td colspan="4">NA</td></tr>
</table>

(4) Job profile and his suitability	As Managing Director, Mr. Roy Mammen is entrusted with substantial powers of management of the affairs of the Company subject to the superintendence, control, and direction of the Board of Directors. He oversees strategic planning, raw material procurement (natural rubber latex), plant operations, quality control, brand building ("MM Foam"), and nationwide distribution. Given his deep domain expertise and long-standing leadership, the Board considers him suitable to lead the Company.
(5) Remuneration proposed	Basic Salary of Rs. [3,05,000]/- per month (in the grade of Rs. [3,05,000 – 15,000 – 3,20,000]) plus perquisites, allowances, and statutory retiral benefits for a period of 2 years from October 1, 2026 to September 30, 2028, as detailed in the Special Resolution at Item No. 1.
(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)	Taking into consideration the size of the Company, the complexity of manufacturing and multi-state marketing operations, and the profile and experience of Mr. Roy Mammen, the proposed remuneration is [comparable to / below] that paid to Managing Directors in comparable listed manufacturing companies in India [supported by NRC benchmarking – attach/confirm].
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving managerial remuneration and holding 5,11,580 equity shares (8%) in the Company, Mr. Roy Mammen has no other pecuniary relationship with the Company. He is related to Mr. Jacob Mammen, Director of the Company (Brother). He is not related to any other Director or Key Managerial Personnel of the Company.
III. Other information:	
(1) Reasons for loss or inadequate profits	Volatility and sharp escalation in the prices of primary raw materials (natural rubber latex and specialty chemicals), intense competition from unorganized and synthetic foam players, elevated power/logistics costs, and higher finance/depreciation expenses have exerted severe pressure on operating margins, resulting in net losses / inadequate profits.]
(2) Steps taken or proposed to be taken for improvement	The Company has undertaken strategic measures including: (a) rationalization of product mix toward higher-margin premium natural latex mattresses and institutional orders; (b) strict inventory and raw-material procurement controls; (c) energy conservation and manufacturing process optimization to reduce wastage; and (d) expansion of direct-to-consumer (D2C) and digital sales channels.]
(3) Expected increase in productivity and profits in measurable terms.	With the implementation of the above cost-control and revenue-enhancement measures, the Company expects a [10%–15%] improvement in capacity utilization and operational efficiency, targeting a [12%–18%] growth in

	top-line revenue and a progressive reduction in losses leading to operational break-even and profitability over the next 18 to 24 months.
IV. Disclosures:	
(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	• Mr. Roy Mammen (Managing Director): Fixed Basic Salary, HRA/Furnished Accommodation, Medical Reimbursement, LTA, Club Fees, Children Education Allowance, Car & Telephone facilities, and statutory Provident Fund & Gratuity as set out in Item No. 1, plus 1% profit-linked commission in years of adequate profits. No stock options or pension are granted. • Other Non-Executive / Independent Directors: Entitled only to sitting fees of Rs. 3,000/- per Board/Committee meeting attended and reimbursement of actual travel/incidental expenses. No other remuneration, commission, or stock options are paid to Non-Executive Directors.
(ii) details of fixed component and performance linked incentives along with the performance criteria;	The proposed remuneration consists of a fixed monthly salary and perquisites as detailed in Item No. 1. The variable/performance-linked component is restricted to 1% commission on net profits computed under Section 198 of the Act, which becomes payable only when the Company generates adequate net profits.
(iii) service contracts, notice period, severance fees.	The appointment of Mr. Roy Mammen is governed by the resolutions passed by the Board and Shareholders. The tenure of appointment is 5 years from October 1, 2023 to September 30, 2028, terminable by either party giving [3] months' notice in writing (or salary in lieu thereof). No separate severance fee is payable.
(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.	The Company has not issued any Employee Stock Options (ESOPs) to Mr. Roy Mammen or any other Director.

Memorandum of Interest: Except Mr. Roy Mammen (the appointee) and Mr. Jacob Mammen (being a relative of Mr. Roy Mammen), none of the other Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this Notice, except to the extent of their respective shareholding, if any, in the Company.