



MRF

MRF Limited, Regd. Office : 114, Greams Road, Chennai 600 006

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CIN : L25111TN1960PLC004306; Website: www.mrftyres.com

071/SH/SE/AGM-2019/KGG/2
10th August, 2019

National Stock Exchange of India Ltd Exchange Plaza 5 th Floor Plot No.C/1G Block Bandra-Kurla complex Bandra(E) Mumbai 400 051	Bombay Stock Exchange Ltd Floor 24 P J Towers Dalal Street Mumbai 400 001
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Dear Sir,

Results of the 58th Annual General Meeting held on 9th August, 2019

The 58th Annual General Meeting of the Members of the Company was held on Friday, the 9th August, 2019 at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai 600 014. The Annual General Meeting commenced at 11.00 a.m and concluded at 12.05 P.M.

All the resolutions contained in the notice of the Annual General Meeting were passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the detailed Voting Results of the Annual General Meeting along with Combined Scrutinizer's Report on remote e-voting & poll at Annual General Meeting.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For MRF LIMITED

S DHANVANTH KUMAR
COMPANY SECRETARY

Voting Results of Annual General Meeting held on 9th August,2019

Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	9th August,2019
Total Number of Shareholders as on Record Date	65500
No. of Shareholders present at the Meeting either in Person or as Proxy	389
Promoter and Promoter Group	141
Public	248
No. of Shareholders Attended the Meeting through Video Conferencing	N.A
Promoter and Promoter Group	N.A
Public	N.A

For MRF LIMITED


S DHANVANTH KUMAR
COMPANY SECRETARY

Resolution No :1

Resolution required: (Ordinary / Special)		Ordinary ✓						
Whether promoter/promoter group are interested in the agenda/resolution?		No ✓						
Description of resolution considered		Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March,2019 and the Reports of the Auditors thereon.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1176931 ✓	12664 ✓	1.0760	12664	0	100.0000	0.0000
	Poll		1157601 ✓	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1176931 ✓	1170265 ✓	99.4336	1170265	0	100.0000
Public-Institutions	E-Voting	922154	822444 ✓	89.1873	822444 ✓	0 ✓	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		922154	822444	89.1873	822444	0	100.0000
Public- Non Institutions	E-Voting	2142058	56552 ✓	2.6401	56532 ✓	20 ✓	99.9646	0.0354
	Poll		1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2142058	1082419	50.5317	1082399	20	99.9982
Total		4241143	3075128	72.5071	3075108 ✓	20 ✓	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	



Resolution No: 2

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Declaration of a final dividend of Rs.54/- per share on equity shares of the Company for the financial year ended 31st March,2019.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		12664	1.0760	12664	0	100.0000	0.0000
	Poll	1176931	1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	1176931	1170265	99.4336	1170265	0	100.0000	0.0000
Public-Institutions	E-Voting		824954	89.4595	824954	0	100.0000	0.0000
	Poll	922154	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	922154	824954	89.4595	824954	0	100.0000	0.0000
Public- Non Institutions	E-Voting		56551	2.6400	56531	20	99.9646	0.0354
	Poll	2142058	1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2142058	1082418	50.5317	1082398	20	99.9982	0.0018
Total		4241143	3077637	72.5662	3077617	20	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	



Resolution No:3

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Rahul Mammen Mappillai as director of the Company, liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1176931	12664	1.0760	12664	0	100.0000	0.0000
	Poll		1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1176931	1170265	99.4336	1170265	0	100.0000	0.0000
Public-Institutions	E-Voting	922154	789862	85.6540	787700	2162	99.7263	0.2737
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	922154	789862	85.6540	787700	2162	99.7263	0.2737
Public- Non Institutions	E-Voting	2142058	56429	2.6343	56397	32	99.9433	0.0567
	Poll		1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2142058	1082296	50.5260	1082264	32	99.9970	0.0030
Total		4241143	3042423	71.7359	3040229	2194	99.9279	0.0721
Whether resolution is Pass or Not.							Yes	



Resolution No : 4

Resolution required: (Ordinary / Special)

Ordinary ✓

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Re-appointment of Mr. Samir Thariyan Mappillai as director of the Company, liable to retire by rotation

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		12664	1.0760	12664	0	100.0000	0.0000
	Poll	1176931 ✓	1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1176931 ✓	1170265 ✓	99.4336	1170265	0	100.0000	0.0000
Public-Institutions	E-Voting		788634	85.5209	686701	101933	87.0747	12.9253
	Poll	922154 ✓	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	922154 ✓	788634	85.5209	686701	101933	87.0747	12.9253
Public- Non Institutions	E-Voting		56429	2.6343	56397	32	99.9433	0.0567
	Poll	2142058 ✓	1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2142058	1082296	50.5260	1082264	32	99.9970	0.0030
Total		4241143	3041195	71.7070	2939230	101965	96.6472	3.3528
Whether resolution is Pass or Not.							Yes	



Resolution No : 5

Resolution required: (Ordinary / Special)
Whether promoter/promoter group are interested in the agenda/resolution?

Special

No

Description of resolution considered

Re-appointment of Mr. Vijay R Kirloskar as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		12664	1.0760	12664	0	100.0000	0.0000
	Poll	1176931	1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1176931	1170265	99.4336	1170265	0	100.0000	0.0000
Public-Institutions	E-Voting		736945	79.9156	372901	364044	50.6009	49.3991
	Poll	922154	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	922154	736945	79.9156	372901	364044	50.6009	49.3991
Public- Non Institutions	E-Voting		56427	2.6342	39212	17215	69.4916	30.5084
	Poll	2142058	1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2142058	1082294	50.5259	1065079	17215	98.4094	1.5906
Total		4241143	2989504	70.4882	2608245	381259	87.2467	12.7533
Whether resolution is Pass or Not.							Yes	



Resolution No: 6								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. V Sridhar as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1176931	12664	1.0760	12664	0	100.0000	0.0000
	Poll		1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1176931	1170265	99.4336	1170265	0	100.0000
Public- Institutions	E-Voting	922154	736945	79.9156	613205	123740	83.2091	16.7909
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		922154	736945	79.9156	613205	123740	83.2091
Public- Non Institutions	E-Voting	2142058	56427	2.6342	55705	722	98.7205	1.2795
	Poll		1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2142058	1082294	50.5259	1081572	722	99.9333
Total		4241143	2989504	70.4882	2865042	124462	95.8367	4.1633
Whether resolution is Pass or Not.							Yes	



Resolution No:7

Resolution required: (Ordinary / Special)				Special ✓				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appoint of Mr. Ranjit I Jesudasen as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1176931 ✓	12664	1.0760	12664	0	100.0000	0.0000
	Poll		1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1176931 ✓	1170265 ✓	99.4336	1170265	0	100.0000
Public-Institutions	E-Voting	922154	736945	79.9156	613205 ✓	123740 ✓	83.2091	16.7909
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		922154 ✓	736945	79.9156	613205	123740	83.2091
Public- Non Institutions	E-Voting	2142058	56415	2.6337	55693 ✓	722 ✓	98.7202	1.2798
	Poll		1025867 ✓	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2142058 ✓	1082282 ✓	50.5253	1081560	722	99.9333
Total		4241143 ✓	2989492 ✓	70.4879	2865030 ✓	124462 ✓	95.8367	4.1633
Whether resolution is Pass or Not.							Yes	



Resolution No: 8

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appoint of Dr.Salim Joseph Thomas as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1176931	12664	1.0760	12664	0	100.0000	0.0000
	Poll		1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1176931	1170265	99.4336	1170265	0	100.0000
Public-Institutions	E-Voting	922154	736945	79.9156	614476	122469	83.3815	16.6185
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		922154	736945	79.9156	614476	122469	83.3815
Public- Non Institutions	E-Voting	2142058	56415	2.6337	55698	717	98.7291	1.2709
	Poll		1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2142058	1082282	50.5253	1081565	717	99.9338
Total		4241143	2989492	70.4879	2866306	123186	95.8794	4.1206
Whether resolution is Pass or Not.							Yes	



Resolution No: 9

Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Re-appoint of Mr Jacob Kurian as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1176931	12664	1.0760	12664	0	100.0000	0.0000
	Poll		1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1176931	1170265	99.4336	1170265	0	100.0000	0.0000
Public-Institutions	E-Voting	922154	736945	79.9156	736945	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	922154	736945	79.9156	736945	0	100.0000	0.0000
Public- Non Institutions	E-Voting	2142058	56426	2.6342	55707	719	98.7258	1.2742
	Poll		1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	2142058	1082293	50.5258	1081574	719	99.9336	0.0664
Total		4241143	2989503	70.4881	2988784	719	99.9759	0.0241
Whether resolution is Pass or Not.							Yes	



Resolution No: 10

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appoint of Mr Ashok Jacob as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		12664	1.0760	12664	0	100.0000	0.0000
	Poll	1176931	1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1176931	1170265	99.4336	1170265	0	100.0000	0.0000
Public-Institutions	E-Voting		736945	79.9156	372901	364044	50.6009	49.3991
	Poll	922154	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	922154	736945	79.9156	372901	364044	50.6009	49.3991
Public- Non Institutions	E-Voting		56425	2.6341	43271	13154	76.6876	23.3124
	Poll	2142058	1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2142058	1082292	50.5258	1069138	13154	98.7846	1.2154
Total		4241143	2989502	70.4881	2612304	377198	87.3826	12.6174
Whether resolution is Pass or Not.							Yes	



Resolution No: 11

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

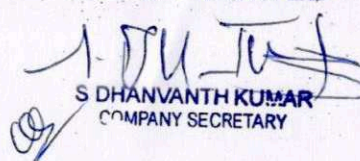
No

Description of resolution considered

Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March,2020

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1176931	12664	1.0760	12664	0	100.0000	0.0000
	Poll		1157601	98.3576	1157601	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1176931	1170265	99.4336	1170265	0	100.0000
Public-Institutions	E-Voting	922154	824954	89.4595	824954	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		922154	824954	89.4595	824954	0	100.0000
Public- Non Institutions	E-Voting	2142058	56427	2.6342	56406	21	99.9628	0.0372
	Poll		1025867	47.8917	1025867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		2142058	1082294	50.5259	1082273	21	99.9981
Total		4241143	3077513	72.5633	3077492	21	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	

For MRF LIMITED



S DHANVANTH KUMAR
COMPANY SECRETARY

CONSOLIDATED REPORT OF THE SCRUTINIZER ON REMOTE E-VOTING AND POLL

To
The Chairman & Managing Director
MRF Limited
114, Greams Road
Chennai - 600 006

58th Annual General Meeting of the Equity Shareholders of MRF Limited held on Friday, 9th August, 2019 at 11.00 A.M at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai – 600 014

Dear Sir,

I, N C SARABESWARAN, Chartered Accountant have been appointed by the Board of Directors of MRF Limited as the Scrutiniser for the purpose of remote e-voting and through ballot at the 58th Annual General Meeting of the members of the Company held on Friday, 9th August, 2019 at 11.00 A.M at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai – 600 014.

I submit my report as under:

1. The Company has appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform to the members.
2. The despatch of Notice of Annual General Meeting was completed 16th July, 2019 for those who have not provided any email address. Annual General Meeting Notice was sent through electronic means on 17th July, 2019 to those who had provided email address for receipt of documents through electronic mode.
3. The Company has published an advertisement on 18th July, 2019 in "Business Standard" an English Newspaper in English language and in "Makkal Kural" a vernacular newspaper in vernacular language about having sent the Annual General Meeting Notice and also specifying therein the matters prescribed in the Rule with regard to remote e-voting.
4. 2nd August, 2019 was fixed as the cut of date for the purpose of determining the eligibility to participate in the said remote e-voting and ballot processes.
5. The remote e-voting period commenced on 6th August, 2019 (10.00 A.M.) and ends on 8th August, 2019, (5.00 P.M.). Accordingly, the electronic votes cast were taken into account and at the end of the voting period, 8th August, 2019, (5.00 P.M.), the NSDL portal was blocked for voting.



N.C.SARABESWARAN
Chartered Accountant

6. The List of shareholders who cast their votes through remote e-voting were unblocked after the completion of the Annual General Meeting in the presence of two witnesses not in the employment of the Company on 9th August,2019.
7. At the 58th Annual General Meeting of the Company held on Friday, 9th August,2019, the Chairman of the Company had called for a poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process.
8. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
9. The locked ballot boxes were subsequently opened by me in the presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorisation/proxies lodged with the Company.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

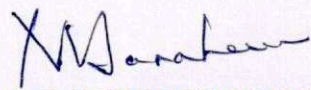
The Result of remote e-voting together with that of the poll is as under:

Resolution No.1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 - Ordinary Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	459
Number of votes cast by them	3075108
% of total number of valid votes cast	100
Vote against the resolution:	
Number of members	3
Number of votes cast by them	20
% of total number of valid votes cast	0.00
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed with requisite majority.


N.C.SARABESWARAN
 Chartered Accountant

Resolution No.2

Declaration of final dividend of Rs.54/- per share on equity shares of the Company - Ordinary Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	463
Number of votes cast by them	3077617
% of total number of valid votes cast	100.00
Vote against the resolution:	
Number of members	3
Number of votes cast by them	20
% of total number of valid votes cast	0.00
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

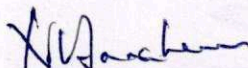
Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.3

Re-appointment of Mr. Rahul Mammen Mappillai as director of the Company, liable to retire by rotation - Ordinary Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	450
Number of votes cast by them	3040229
% of total number of valid votes cast	99.93
Vote against the resolution:	
Number of members	6
Number of votes cast by them	2194
% of total number of valid votes cast	0.07
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the AGM is passed with requisite majority.


N.C.SARABESWARAN
Chartered Accountant

Resolution No.4

Re-appointment of Mr. Samir Thariyan Mappillai as director of the Company, liable to retire by rotation- Ordinary Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	428
Number of votes cast by them	2939230
% of total number of valid votes cast	96.65
Vote against the resolution:	
Number of members	27
Number of votes cast by them	101965
% of total number of valid votes cast	3.35
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

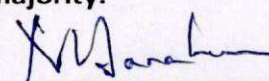
Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.5

Re-appointment of Mr. Vijay R Kirloskar as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024 – Special Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	309
Number of votes cast by them	2608245
% of total number of valid votes cast	87.25
Vote against the resolution:	
Number of members	141
Number of votes cast by them	381259
% of total number of valid votes cast	12.75
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No.5 as set out in the Notice of the AGM is passed with requisite majority.


N.C.SARABESWARAN
Chartered Accountant

Resolution No.6

To re-appoint Mr. V Sridhar as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024 - Special Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	406
Number of votes cast by them	2865042
% of total number of valid votes cast	95.84
Vote against the resolution:	
Number of members	44
Number of votes cast by them	124462
% of total number of valid votes cast	4.16
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

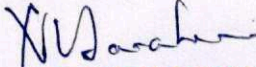
Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No.6 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.7

To re-appoint Mr. Ranjit I Jesudasen as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024 - Special Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	405
Number of votes cast by them	2865030
% of total number of valid votes cast	95.84
Vote against the resolution:	
Number of members	44
Number of votes cast by them	124462
% of total number of valid votes cast	4.16
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No.7 as set out in the Notice of the AGM is passed with requisite majority.


N.C.SARABESWARAN
Chartered Accountant

Resolution No.8

To re-appoint Dr.Salim Joseph Thomas as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024- Special Resolution

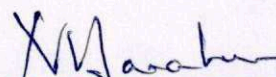
Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	413
Number of votes cast by them	2866306
% of total number of valid votes cast	95.88
Vote against the resolution:	
Number of members	36
Number of votes cast by them	123186
% of total number of valid votes cast	4.12
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No.8 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.9

To re-appoint Mr Jacob Kurian as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024 - Special Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	442
Number of votes cast by them	2988784
% of total number of valid votes cast	99.98
Vote against the resolution:	
Number of members	8
Number of votes cast by them	719
% of total number of valid votes cast	0.02
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0


N.C.SARABESWARAN
Chartered Accountant

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No.9 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.10

To re-appoint Mr Ashok Jacob as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024 - Special Resolution

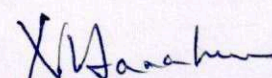
Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	311
Number of votes cast by them	2612304
% of total number of valid votes cast	87.38
Vote against the resolution:	
Number of members	138
Number of votes cast by them	377198
% of total number of valid votes cast	12.62
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No.10 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.11

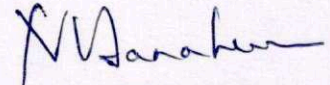
Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March,2020 - Ordinary Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	459
Number of votes cast by them	3077492
% of total number of valid votes cast	100
Vote against the resolution:	
Number of members	4
Number of votes cast by them	21
% of total number of valid votes cast	0.00
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0


N.C.SARABESWARAN
 Chartered Accountant

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.11 as set out in the Notice of the AGM is passed with requisite majority

Yours faithfully,

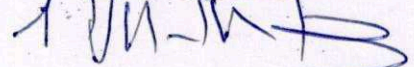


**N C SARABESWARAN
CHARTERED ACCOUNTANT**

Dated: 10/08/2019

Cc to: COMPANY SECRETARY, MRF Limited

For MRF LIMITED



**S DHANVANTH KUMAR
COMPANY SECRETARY**