



MRF

MRF Limited, Regd. Office : 114, Greams Road, Chennai 600 006
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CIN : L25111TN1960PLC004306; Website: www.mrftyres.com

071/SH/SE/BOARD/POSTAL BALLOT/2018/KGG/4
7th January, 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 |
|---|--|

Dear Sir,

Postal Ballot Result

This is further to our letter dated 6th December, 2018, enclosing Postal Ballot Notice of the Company seeking approval of the members by way of Resolutions for Re-appointment of Mr K M Mammen as Managing Director of the Company for a further period of 5 years commencing from 8th February, 2019 and appointment of Mrs. Vimla Abraham as an Independent Director of the Company. ✓

The resolutions contained in the Notice of Postal Ballot were passed by the members, with requisite majority. ✓

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed detailed Voting Results of Postal Ballot including E-voting along with Report submitted by the Scrutinizer. ✓

Kindly take the same on your record. ✓

Thanking you,

Yours faithfully,
For MRF LIMITED,


S DHANVANTH KUMAR
COMPANY SECRETARY

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

| | |
|---|-----------------------------------|
| Date of AGM/EGM | 5th January, 2019 (POSTAL BALLOT) |
| Total Number of Shareholders as on Record Date | 54068 |
| No. of Shareholders present at the Meeting either in Person or as Proxy | |
| Promoter and Promoter Group | NA |
| Public | NA |
| No. of Shareholders Attended the Meeting through Video Conferencing | |
| Promoter and Promoter Group | NA |
| Public | NA |

Resolution 1
Re-appointment of Mr K M Mammen (DIN: 00020202) as Managing Director of the Company for a further period of 5 years commencing from 8th February, 2019

Resolution Required : (Ordinary/Special)

Whether Promoter/Promoter Group are interested in the Agenda/Resolution

Special Resolution

No

| 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 |
|---------------------------|-----------------------|--------------------|---------------------|---|-----------------------|---------------------|--------------------------------------|------------------------------------|
| | | | | | | | | |
| Promoter & Promoter Group | E-Voting | | 14535 | 1.24 | 14535 | 0 | 100.00 | 0.00 |
| | Poll (Not applicable) | | | | | | | |
| | Postal Ballot | 1171323 | 1092313 | 93.25 | 1092313 | 0 | 100.00 | 0.00 |
| Public Institutions | Total | | 1106848 | 94.50 | 1106848 | 0 | 100.00 | 0.00 |
| | E-Voting | | 691091 | 76.35 | 677151 | 13940 | 97.98 | 2.02 |
| | Poll (Not applicable) | | | | | | | |
| | Postal Ballot | 905144 | 11800 | 1.30 | 11800 | 0 | 100.00 | 0.00 |
| | Total | | 702891 | 77.66 | 688951 | 13940 | 98.02 | 1.98 |
| Public Non Institutions | E-Voting | | 79234 | 3.66 | 77650 | 1584 | 98.00 | 2.00 |
| | Poll (Not applicable) | | | | | | | |
| | Postal Ballot | 2164676 | 668660 | 30.89 | 668397 | 263 | 99.96 | 0.04 |
| | Total | | 747894 | 34.55 | 746047 | 1847 | 99.75 | 0.25 |
| TOTAL | | 4241143 | 2557633 | 60.31 | 2541846 | 15787 | 99.38 | 0.62 |

Note : - Number of Invalid Votes - 106



Resolution 2

Appointment of Mrs. Vimala Abraham (DIN: 05244949) as an Independent Director of the Company

Resolution Required : (Ordinary/Special)

Ordinary Resolution

Whether Promoter/Promoter Group are Interested in the Agenda/Resolution

No

| Category | Mode of Voting | No. of Shares held (1) | No. of Votes Polled (2) | % of Votes Polled on Outstanding Shares (3)=[(2)/(1)]*100 | No of Votes in Favour (4) | No of Votes Against (5) | % of Votes in Favour on Votes Polled (6)=[(4)/(2)]*100 | % of Votes against on Votes Polled (7)=[(5)/(2)]*100 |
|---------------------------|-----------------------|------------------------|-------------------------|---|---------------------------|-------------------------|--|--|
| | | | | | | | | |
| Promoter & Promoter Group | E-Voting | | 14535 | 1.24 | 14535 | 0 | 100.00 | 0.00 |
| | Poll (Not applicable) | | | | | | | |
| | Postal Ballot | 1171323 | 1092313 | 93.25 | 1092313 | 0 | 100.00 | 0.00 |
| | Total | | 1106848 | 94.49 | 1106848 | 0 | 100.00 | 0.00 |
| Public Institutions | E-Voting | | 656297 | 72.51 | 655677 | 620 | 99.91 | 0.09 |
| | Poll (Not applicable) | | | | | | | |
| | Postal Ballot | 905144 | 11800 | 1.30 | 11800 | 0 | 100.00 | 0.00 |
| | Total | | 668097 | 73.81 | 667477 | 620 | 99.91 | 0.09 |
| Public Non Institutions | E-Voting | | 79236 | 3.66 | 76192 | 3044 | 96.16 | 3.84 |
| | Poll (Not applicable) | | | | | | | |
| | Postal Ballot | 2164676 | 668646 | 30.89 | 668384 | 262 | 99.96 | 0.04 |
| | Total | | 747882 | 34.55 | 744576 | 3306 | 99.56 | 0.44 |
| TOTAL | | 4241143 | 2522827 | 59.48 | 2518901 | 3926 | 99.84 | 0.16 |

Note : - Number of Invalid Votes - 106

For MRF LIMITED

S DHANWANTH KUMAR
COMPANY SECRETARY



SCRUTINIZER'S REPORT

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

To
The Chairman & Managing Director
MRF Limited
No.114, Greams Road
Chennai - 600 006

Scrutinizer's Report on Postal Ballot (including voting through electronic means) in respect of passing of Resolutions through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, N C SARABESWARAN, Chartered Accountant, appointed as Scrutiniser for the purpose of conducting the postal ballot voting process (including voting through electronic means) in respect of the Resolutions mentioned in the Notice of Postal Ballot dated 8th November, 2018.

I submit my report as under:

1. The Company issued Notice of Postal Ballot dated 8th November, 2018 for passing Resolutions mentioned in the said Notice to its Members. The Company completed the dispatch of Notice of Postal Ballot along with Postal Ballot Form & a self-addressed postage prepaid business reply envelope by the prescribed mode on 6th December, 2018 to its Members, whose names appear on the Register of Members and / list of Beneficial Owners as received from National Securities Depository Ltd (NSDL)/Central Depository Services (India) Ltd (CDSL) on 23rd November, 2018.
2. The Company has published an advertisement on 8th December, 2018 in "Business Standard" an English Newspaper and in "Makkal Kural" a vernacular (Tamil) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 8th November, 2018 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
3. The Company has appointed National Securities Depository Limited (NSDL) as the agency for providing the e-voting platform to the members.
4. Members were informed vide Postal Ballot Notice, that they were required to give their assent or dissent against the resolution through Physical Postal Ballot Form, which were required to be sent to us on or before 5.00 PM on 5th January, 2019, or through e-voting facility which was kept open from 7th December, 2018 (10.00 A.M) to 5th January, 2019 (5.00 P.M).



N.C. SARABESWARAN
Chartered Accountant

5. Particulars of all valid Postal Ballot Forms received from Members including details of e-voting have been entered in a Register separately maintained for the purpose.
6. All Postal Ballot Forms received and electronic votes recorded upto 5th January,2019 (5.00 P.M) ie., last date and time fixed by the Company for receipt of the Postal Ballot Form Form/e-voting, were scrutinized by me.
7. The votes cast by the members electronically were unblocked after 5.00 P.M on 5th January,2019 in the presence of two witnesses not in the employment of the Company. The report of the members' e-voting was downloaded thereafter.
8. After considering all valid postal ballot forms and electronic voting, the summary of the vote cast "For" and "Against" the resolution is as follows:

Resolution- 1:

Re-appointment of Mr K M Mammen (DIN: 00020202) as Managing Director of the Company for a further period of 5 years commencing from 8th February, 2019 – Special Resolution

| Sl No | Particulars | Through Postal Ballot | Through E-Voting | Total |
|-------|---|-----------------------|------------------|---------|
| 1 | Total Number of Postal Ballot Forms/e-voting received | 383 | 435 | 818 |
| 2 | Less: Number of invalid postal ballot forms/e-voting received | 6 | - | 6 |
| 3 | Number of valid postal ballot forms/e-voting received (3=1-2) | 377 | 435 | 812 |
| 4 | Total Number of votes cast | 1772879 | 784860 | 2557739 |
| 5 | Less: Number of invalid votes | 106 | - | 106 |
| 6 | Total Number of valid votes cast (6= 4-5) | 1772773 | 784860 | 2557633 |
| 6.1 | No. of valid votes with assent for the Resolution | 1772510 | 769336 | 2541846 |
| 6.2 | No. of valid votes with dissent for the Resolution | 263 | 15524 | 15787 |

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 Resolution No.1 as set out in the Postal Ballot Notice dated 8th November, 2018 is passed with requisite majority.



N.C. Sarabeswaran
N.C. SARABESWARAN
Chartered Accountant

Resolution- 2:

Appointment of Mrs. Vimla Abraham (DIN: 05244949) as an Independent Director of the Company. – Ordinary Resolution

| Sl No | Particulars | Through Postal Ballot | Through E-Voting | Total |
|-------|---|-----------------------|------------------|---------|
| 1 | Total Number of Postal Ballot Forms/e-voting received | 383 | 428 | 811 |
| 2 | Less: Number of invalid postal ballot forms/e-voting received | 6 | - | 6 |
| 3 | Number of valid postal ballot forms/e-voting received (3=1-2) | 377 | 428 | 805 |
| 4 | Total Number of votes cast | 1772865 | 750068 | 2522933 |
| 5 | Less: Number of invalid votes | 106 | 0 | 106 |
| 6 | Total Number of valid votes cast (6= 4-5) | 1772759 | 750068 | 2522827 |
| 6.1 | No. of valid votes with assent for the Resolution | 1772497 | 746404 | 2518901 |
| 6.2 | No. of valid votes with dissent for the Resolution | 262 | 3664 | 3926 |

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 Resolution No.2 as set out in the Postal Ballot Notice dated 8th November, 2018 is passed with requisite majority.



Yours faithfully,

**N C SARABESWARAN
CHARTERED ACCOUNTANT**

Dated: 7th January, 2019

Cc to: COMPANY SECRETARY, MRF Limited