



MRF

MRF Limited, Regd. Office : 114, Greams Road, Chennai 600 006.
 Email : mrfshare@mrfmail.com ; Tel.:044-28292777; Fax : 91-44-28295087
 CIN : L25111TN1960PLC004306; Website : www.mrf tyres.com

071/SH/SE/PB/KGG
 June 30, 2014

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 Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 023	Madras Stock Exchange Ltd 'Exchange Building' P B No.183 11 Second Line Beach Chennai 600 001
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Dear Sirs,

Results of the Postal Ballot

We wish to inform you that the Shareholders of the Company have passed the following Special Resolutions under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.


1. Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for approving the limits on borrowings.
2. Special Resolution under Section 180(1) (a) of the Companies Act, 2013 for providing security in connection with the borrowings of the Company.
3. Special Resolution for Acceptance of Deposits from members and/or public under Section 73 and 76 of the Companies Act, 2013

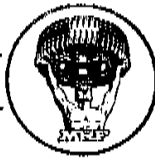
Results of Postal Ballot were announced to-day at 3.00 p.m. Please find enclosed the declaration dt.30.06.2014 of the results of Postal Ballot, duly signed by our Chairman & Managing Director, Mr. K M Mammen.

We request you to take the above on record and do the needful

Thanking you,
 Yours faithfully,
 For MRF LIMITED,


COMPANY SECRETARY

 Enc: a/a



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DECLARATION OF RESULTS OF THE POSTAL BALLOT

The Special Resolutions as set out in the Notice of Postal Ballot dated 22.04.2014 seeking consent of the Shareholders under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for the following Resolutions mentioned below, have been approved by the Shareholders through Postal Ballot (Physical & Electronic mode). Based on the Scrutinizer's report dated 27.06.2014, the Chairman & Managing Director has declared the results of Postal Ballot as under:

Resolution I

Special Resolution under Section 180(1) (c) and other applicable provisions if any, of the Companies Act, 2013, for approving the limits on borrowings.		
Sl No	Description	No. of Votes
	Number of Valid Postal Ballot Forms Received	866
1		
2	Votes in Favour of the Resolution	2557710
3	Votes Against the Resolution	435

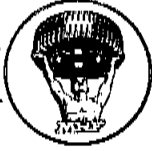
Accordingly, the Special Resolution as set out in the Postal Ballot dated 22.04.2014 has been approved by the Shareholders with the requisite majority.

Resolution II

Special Resolution under Section 180(1) (a) and other applicable provisions if any, of the Companies Act, 2013, for providing security in connection with the borrowings of the Company.		
Sl No	Description	No. of Votes
	Number of Valid Postal Ballot Forms Received	866
1		
2	Votes in Favour of the Resolution	2557690
3	Votes Against the Resolution	454

Accordingly, the Special Resolution as set out in the Postal Ballot dated 22.04.2014 has been approved by the Shareholders with the requisite majority.




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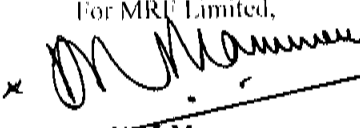
Resolution III

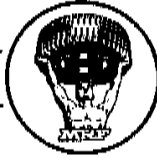
Special Resolution under Section 73 & 76 and other applicable provisions if any, of the Companies Act, 2013 for Acceptance of Deposits from members and/or public.

Sl No	Description	No. of Votes
1	Number of Valid Postal Ballot Forms Received	866
2	Votes in Favour of the Resolution	2278402
3	Votes Against the Resolution	264401

Accordingly, the Special Resolution as set out in the Postal Ballot dated 22.04.2014 has been approved by the Shareholders with the requisite majority.

Chennai
 Dated: 30.06.2014

For MRF Limited,

 K M Mammen
 Chairman & Managing Director



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Dear Sirs,

INFORMATION UNDER THE LISTING AGREEMENT – POSTAL BALLOT RESULTS OF THE COMPANY

Pursuant to Clause 35A of the Listing Agreement, please find below the details in the prescribed format of the Postal Ballot Results declared by the Company:

- Date of the Declaration of the Results (including electronic voting) - 30.06.2014
- Total Number of Shareholders on Record Date - 27586
- Number of Shareholders voted in Favour & Against the Resolutions:

Resolution 1 - Special Resolution To accord approval under Section 180(1) (c) of the Companies Act, 2013 for approving the limits on borrowings.

Mode of voting: Postal Ballot/ E-voting

Promoter/Public	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	1159783	1114470	96.09%	1114470	0	100.00%	0.00%
Public Institutional holders	746917	401275	53.72%	401275	0	100.00%	0.00%
Public-Others	2334443	1042400	44.65%	1041965	435	99.96%	0.04%
Total	4241143	2558145	60.32%	2557710	435	99.98%	0.02%

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Resolution 2 - Special Resolution - To accord approval under Section 180(1) (a) of the Companies Act, 2013 for providing security in connection with the borrowings of the Company.

Mode of voting: Postal Ballot/ E-voting

Promoter/Public	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	1159783	1114470	96.09%	1114470	0	100.00%	0.00%
Public - Institutional holders	746917	401275	53.72%	401275	0	100.00%	0.00%
Public-Others	2334443	1042399	44.65%	1041945	454	99.96%	0.04%
Total	4241143	2558144	60.32%	2557690	454	99.98%	0.02%

Resolution 3 - Special Resolution - To accord approval for Acceptance of Deposits from members and/or public under Section 73 and 76 of the Companies Act, 2013.

Mode of voting: Postal Ballot/ E-voting

Promoter/Public	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	1159783	1114470	96.09%	1114470	0	100.00%	0.00%
Public Institutional holders	746917	385852	51.66%	121831	264021	31.57%	68.43%
Public-Others	2334443	1042481	44.66%	1042101	380	99.96%	0.04%
Total	4241143	2542803	59.96%	2278402	264401	89.60%	10.40%

4. No of Shareholders attended the Meeting through video conferencing: Not Applicable

Thanking you,

Yours faithfully,
For MRF LIMITED,


COMPANY SECRETARY

Enc: a/a