



# MRF LIMITED

Registered Office : 114, Greams Road, Chennai 600006  
Tel: 044-28292777 Fax: 91-44-28295087 Email : mrfshare@mrfmail.com  
CIN : L25111TN1960PLC004306 Website: www.mrf tyres.com

## NOTICE OF THE POSTAL BALLOT

### PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To,

**The Members of MRF Limited,**

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the resolutions appended below are proposed to be passed through postal ballot.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

The Board vide its Resolution passed on 23.07.2014 appointed Mr. N C Sarabeswaran, Chartered Accountant, as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in accordance with law and in a fair and transparent manner.

Further, the Company in compliance with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matter included in the postal ballot by electronic means ie. through e-voting services provided by National Securities Depository Limited (NSDL). The e-voting period commences on 28.08.2014 (09.00 am) and ends on 26.09.2014 (05.30 pm). Please read carefully and follow the instructions on e-voting as printed in the Postal Ballot Form.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing, on the postal ballot form attached herewith.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the **close of working hours (05.30 p.m.) on the 26<sup>th</sup> day of September, 2014**. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

The Scrutinizer will be submitting his report to the Chairman & Managing Director or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results will be announced by the Chairman & Managing Director of the Company or in his absence, any person authorised by him, on the **29<sup>th</sup> Day of September, 2014 at 03:00 p.m.** at the Registered Office of the Company at 114 Greams Road, Chennai 600006. The results of the Postal Ballot will also be displayed at the said office and posted on the Company's website [www.mrf tyres.com](http://www.mrf tyres.com) & NSDL e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) besides communicating to the Stock Exchanges where the Company's shares are listed. The results of the postal ballot shall also be announced through newspaper advertisement.

**The members are requested to consider and if thought fit, to pass the following Resolutions as Ordinary Resolution:**

#### SPECIAL BUSINESS :

1. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr Vijay R Kirloskar [DIN No.00031253], Director of the Company , who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5(Five) consecutive years for a term upto 28<sup>th</sup> September, 2019".

2. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr V Sridhar [DIN No. 00020276], Director of the Company , who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 28<sup>th</sup> September, 2019".

3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr N Kumar [DIN No. 00007848], Director of the Company , who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 28<sup>th</sup> September, 2019".

4. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr Ranjit I Jesudasen [DIN No. 00020181], Director of the Company , who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 28<sup>th</sup> September, 2019".



5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :  
"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr Ashok Jacob [DIN No 00018605], Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 28<sup>th</sup> September, 2019".
6. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :  
"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Dr Salim Joseph Thomas [DIN No.00033022], Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 28<sup>th</sup> September, 2019".
7. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :  
"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr Jacob Kurian [DIN No.00860095], Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 28<sup>th</sup> September, 2019".
8. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :  
"RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification (s) or re-enactment thereof for the time being in force), Mr M Meyyappan [DIN No.00836979], Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term upto 28<sup>th</sup> September, 2019".

BY ORDER OF THE BOARD

RAVI MANNATH  
COMPANY SECRETARY

CHENNAI  
23.07.2014

**EXPLANATORY STATEMENT :**

The Board of Directors of the Company at their meeting held on 23<sup>rd</sup> July, 2014, on the recommendations of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Messrs. Vijay R Kirloskar, V Sridhar, Mr N Kumar, Ranjit I Jesudasan, Ashok Jacob, Salim Joseph Thomas, Jacob Kurian and M Meyyappan as Independent Directors of the Company in terms of Section 149 read with Schedule IV of the Companies Act, 2013, or any amendment thereto or modification thereof, as set out in the Resolutions relating to their respective appointment.

Messrs. Vijay R Kirloskar, V Sridhar, Mr N Kumar, Ranjit I Jesudasan, Ashok Jacob, Salim Joseph Thomas, Jacob Kurian and M Meyyappan have been on the Board of the Company for several years. General Circular No. 14/2014 dated 9<sup>th</sup> June, 2014 of the Ministry of Corporate Affairs requires that the appointment of independent directors is to be made within the transitional period stipulated under the provisions of Section 149 of the Companies Act, 2013. Moreover, the Securities and Exchange Board of India has amended Clause 49 of the listing agreement which inter alia stipulates the conditions for the appointment of Independent Directors by a listed company to be effective from 01<sup>st</sup> October, 2014.

The Company has received notice(s) in writing from member(s) under Section 160 of the Companies Act, 2013 proposing their candidature(s) for the office of Independent director(s) of the Company along with the requisite deposit. Declarations have also been received from the aforesaid Directors that they meet the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014. The Directors have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as director.

In the opinion of your Board, the aforesaid Directors fulfil the conditions specified in the Companies Act, 2013 and the Rules thereunder and Clause 49 of the Listing Agreement for their appointment as Independent Directors and that they are independent of the management of the Company. The Board believes that the continued association of the above mentioned directors with the Company as Independent Directors and the rich experience they bring with them, would benefit the Company.

A copy of the draft letter of appointment is available for inspection at the registered office of the company during normal business hours on any working day.

Brief resume of Messrs. Vijay R Kirloskar, V Sridhar, Mr N Kumar, Ranjit I Jesudasan, Ashok Jacob, Salim Joseph Thomas, Jacob Kurian and M Meyyappan and additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges are enclosed.

The above mentioned directors and their relatives are interested in the respective resolutions relating to their appointment. Other than the above, no director, key managerial personnel of the Company or their relatives, are interested in the above resolutions. There is no inter se relationship between the above directors and any other director.

BY ORDER OF THE BOARD

RAVI MANNATH  
COMPANY SECRETARY

CHENNAI  
23.07.2014



**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT**

NAME	QUALIFICATION	BRIEF RESUME AND AREA OF EXPERTISE	DIRECTORSHIPS IN OTHER COMPANIES	COMMITTEE MEMBERSHIPS IN OTHER COMPANIES	No.of shares held
<b>VIJAY R KIRLOSKAR</b> [on the Board since 02.11.2000]	<i>Bachelors Degree in Science &amp; Engg and Masters Degree in Management Science &amp; Engg from Worcester Polytechnic Insitute, MA USA</i>	Mr Vijay R Kirloskar has been associated with Kirloskar Electric Company [KEC] since 1978. In 1982 he took over the reigns of KEC as its President and in 1994, he became the Chairman and Managing Director of KEC. He has been instrumental in promoting the Kirloskar Companies business interest in South East Asia resulting in a good brand recognition for its products abroad. He has attended the world famous quality course at JUSE in Japan. Apart from being a Director in leading Engineering Companies in India, he has been Regional Chairman [South] in 1991 and Vice-President of Confederation of Indian Industry [CII] in 1998. He has been an active delegate in CII's Business Missions abroad. Mr Vijay R Kirloskar was nominated as Chairman, Board of Governors of IIT - Delhi from April 1997 to June 2003. He is member of the President Advisory Committee of Worcester Polytechnic Insitute, MA, U S A. He is also a Board Member of the Indian Copper Development Centre, Kolkatta.	<b>Chairman &amp; MD:</b> Kirloskar Electric Co.Ltd. <b>Chairman:</b> Kirloskar Power Equipment Ltd. <b>Director:</b> Batliboi Limited Kirloskar Power Build Gears Ltd. <b>Overseas Companies:</b> <b>MD:</b> Kirson BV <b>Chairman:</b> Kirsons Trading PTE Ltd Kirloskar Software Services, USA <b>Director:</b> Kirloskar (Malaysia)Sdn. Bhd	<b>Audit Committee Member:</b> Kirloskar Electric Co.Ltd <b>Shareholders'/ Investors' Grievance Committee:</b> Kirloskar Electric Co.Ltd	355
<b>V SRIDHAR</b> [on the Board since 27.7.2000]	B.A.	Mr V Sridhar has wide and varied experience in family business of M/s V Perumal Chetty & Sons for more than 25 years. He is also involved in International Freight forwarding and Customs Clearing.	Nil	Nil	Nil
<b>N KUMAR</b> [on the Board since 29.07.2003]	<i>B.E. [Electronics &amp; Communication]</i>	Mr. N Kumar is the Vice Chairman of the Sanmar Group, a multinational US \$1 billion conglomerate Headquartered in Chennai, India with manufacturing facilities in India, the US, Mexico and Egypt. The group is engaged in key business sectors - Chemicals (including Speciality Chemicals), Engineering (Products and Steel Castings) and Shipping.  Mr. Kumar is on the Board of various public Limited Companies and carries with him over four decades of experience in the spheres of Electronics, Telecommunications, Chemicals, Engineering, Technology, Management and Finance. Mr. Kumar is the Chairman of National Accreditation Board for Certification Bodies, which is a constituent of Quality Council of India. He is also a member of the Board of Governors of Institute for Financial Management & Research.  He is the Honorary Consul General of Greece in Chennai.  As a spokesman of Industry and Trade, he had been a President of CII and participated in other apex bodies. He presently chairs the CII Institute of Quality, Bangalore.  Mr. Kumar has a wide range of public interest going beyond the confines of corporate management in areas of health, socialwelfare, education and sports. One special area where he is involved is the Madhuram Narayanan Centre for Exceptional Children.  Mr. Kumar is an Electronics Engineering Graduate from Anna University, Chennai and a fellow member of the Indian National Academy of Engineering and Fellow Member of The Institution of Electronics and Telecommunication Engineers. He is an avid golfer, a patron of cricket and tennis. He has extensively travelled across the globe.	<b>Director:</b> 1. Bharti Infratel Limited 2. Entertainment Network (India) Ltd. 3. Times Innovative Media Limited 4. Take Solutions Limited 5. Mphasis Limited 6. eG Innovations Pvt Ltd 7. eG innovations Pte Ltd 8. Madhura Kumar Properties Pvt Ltd 9. N K Trading & Consultancy Pvt Ltd 10. Madhuram Narayanan Centre for Expectional Children 11. Cubbon Road Properties Pvt Ltd 12. Nani Palkivala Arbitration Centre (Sec25 Company) 13. Singapore India Partnership Foundation (Sec 25 Company)	<b>Audit Committee:</b> <b>Chairman:</b> 1. Entertainment Network (India) Ltd. 2. Mphasis Limited <b>Member:</b> 1. Times Innovative Media Limited <b>Remuneration / Compensation Committee:</b> <b>Member:</b> 1. Entertainment Network (India) Ltd. 2. Times Innovative Media Limited <b>HR &amp; ESOP Compensation Committee:</b> <b>Chairman:</b> 1. Bharti Infratel Limited <b>Shareholders'/ Investors' Grievance Committee:</b> <b>Chairman:</b> Take Solutions Limited	928
<b>Mr RANJIT I JESUDASEN</b> [On the Board since 29.07.2003]	B.Com. Diploma in Export Management. Undergone training in UK for post graduation in Export Management	Mr Ranjit I Jesudasan has over 38 years of experience in Shipping, Stevedoring, C & F and transportation, including Multi-modal cargo consolidation. He has been the Chairman of the Madras Steamer Agents Association and Vice-President of the Federation of the Ship Agents Association of India. He was the Chairman of the Expert Committee on Shipping with the Madras Chamber of Commerce & Industry and was also a trustee of the Chennai Port Trust from April 1996 to March 2000. Mr Ranjit I Jesudasan has worked in senior positions with major International companies in areas of Sales, Marketing and Operations besides General Management. He retired as Director on NYK Line India's Board and at the time of retirement he was the only Indian on NYK's Board.	<b>Director:</b> Tirunelveli Vayu Energy Generation Pvt Ltd Shuka Consultancy Services Pvt Ltd Mariana Express Lines Pvt Ltd	Nil	Nil
<b>DR SALIM JOSEPH THOMAS</b> [on the Board since 23.01.2009]	MBBS,MS,MNAMS [Gen.Surgery]	Dr Salim Joseph Thomas is an MBBS Graduate from the Armed Forces Medical College, Pune. He obtained his MS and MNAMS [Gen.Surgery] in 1976 and 1979 respectively. Dr Salim J Thomas has served in the Indian Navy from 1971-1986. He was a Member of the First Indian Antarctic Expedition in 1981. Dr Salim J Thomas was awarded Nao Sena Medal for gallantry by the President of India in 1982. Presently he is a Senior Consultant attached to the Apollo Speciality Hospital, Chennai. He is also a trustee of Sishya School, Chennai. He is a Director of Icegen Computing [P] Ltd, a Company dealing with back office processes for healthcare facilities in the US and Madras Medical Care & Health Centre (P) Limited a Company dealing with Health Care and Patient Management. He is also a Director of KIT Thomas Educational Consultants, a Company advising and dealing with school management.	<b>Director:</b> Madras Medical Care and Health Services Pvt Ltd KIT Thomas Educational Consultants Pvt Ltd Ice Gen Computing (P) Ltd	Nil	Nil

**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT**

NAME	QUALIFICATION	BRIEF RESUME AND AREA OF EXPERTISE	DIRECTORSHIPS IN OTHER COMPANIES	COMMITTEE MEMBERSHIPS IN OTHER COMPANIES	No. of shares held
Mr Jacob Kurian [on the Board since 25.07.2012]	B.Com (Hons)., LLB	Mr Jacob Kurian, graduated from Shriram College of Commerce at Delhi and followed that up with a Law degree from the Government Law College, Mumbai. He is a well known Advocate practicing in the Madras High Court. He has been in active practice for the past 32 years in areas of Civil Law with specialization in Intellectual Property Rights (IPR). He has experience in appearing before the Madras High Court, before the Intellectual Property Appellate Board and various trademark tribunals. He is also regularly engaged by lawyers and law firms in India and abroad in connection with their legal work, in India. Mr Kurian is a member of the INTA (International Trade Mark Association). Mr Kurian has been invited to make presentations at various Seminars and Conferences, Indian and International, and has also taken a course for a batch of District Judges in Tamilnadu to familiarize them with the latest developments in IPR Law.	<b>Director:</b> Mount Wardha Investment Company Pvt Ltd	Nil	123
Mr M Meyyappan [on the Board since 25.07.2012]	ICMA, London., MBA from Indiana University, Bloomington, USA	Mr M Meyyappan, after completing his ISC from Mayo College, Ajmer, did his ICMA – Institute of Cost & Management Accountants, London in the year 1977 and completed his MBA in 1982 from the Indiana University, Bloomington, USA. He initially worked with A.F. Ferguson & Co., Management Consultants, Mumbai and from 1983 onwards started managing his own family business. His family business interests includes running a Heritage Hotel in Chettinad, cardamom estates rubber estates etc.,	<b>Director:</b> Chettinad Heritage Hotels Pvt Ltd Visalam Shares Pvt Ltd	Nil	20
ASHOK JACOB [on the Board since 26.10.1998]	MBA from Wharton School, University of Pennsylvania	Mr Ashok Jacob is the Chairman and Chief Investment Officer of Ellerstone Capital. Ellerstone Capital is a Sydney based Asset Management Company.	<b>Director:</b> The Malayala Manorama Co Ltd <b>Overseas Companies:</b> 1. Crown Limited 2. Thorney Opportunities Ltd	Nil	1856





# MRF LIMITED

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## POSTAL BALLOT FORM

Sl. No. :

- Name and Registered address of the sole / first named member :
- Name (s) of the Joint holder(s), if any :
- Registered Folio No./DP ID-Client ID\*  
(\*Applicable to members holding Shares in dematerialised form) :
- No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Ordinary Resolutions to be passed through Postal Ballot/e-voting for the business stated in the Notice of the Company dated 23<sup>rd</sup> July, 2014 by conveying my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
(1)	Appointment of Mr Vijay R Kirloskar as an Independent Director			
(2)	Appointment of Mr V Sridhar as an Independent Director			
(3)	Appointment of Mr N Kumar as an Independent Director			
(4)	Appointment of Mr Ranjit I Jesudasan as an Independent Director			
(5)	Appointment of Mr Ashok Jacob as an Independent Director			
(6)	Appointment of Mr Salim Joseph Thomas as an Independent Director			
(7)	Appointment of Mr Jacob Kurian as an Independent Director			
(8)	Appointment of Mr M Meyyappan as an Independent Director			

Place :

Date :

Signature of the Sole/First/Joint Member(s)

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Please read the instructions mentioned overleaf carefully before exercising the vote.

## INSTRUCTIONS

Member(s) can opt for only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then voting done through Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

The Notice will be sent to all the 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 Friday, 08<sup>th</sup> August, 2014. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member as on 08<sup>th</sup> August, 2014.

Electronic copy of the Postal Ballot Notice *inter-alia* indicating the process and manner of e-voting along with Postal Ballot Form is being sent to all the members whose email ID are registered with the Company/Depository Participant for the communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the postal ballot *inter-alia* indicating the process and manner of e-voting along with Postal Ballot Form is being sent in the permitted mode.

### PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A member desiring to exercise his/her vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope before the close of working hours (5.30p.m.) on or before 26<sup>th</sup> September, 2014. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/registered post at the expense of the member, will also be accepted.
2. The self-addressed business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other Form or photo copy of the form is permitted. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified in Sl. No.1 above
4. This Postal ballot form should be completed and signed by the member or members, in case of joint holding as per the specimen signature registered with the Company/Depository Participant by the first named member and in his/her absence, by the next named member.
5. Incomplete, Unsigned and incorrect postal ballot form will be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
6. In case the shares held by body corporates, trusts, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authorisation together with the attested specimen signature of the Authorised signatories.
7. Members are requested not to send any other paper (other than Board Resolution / Authorisation as mentioned in the Sl. No.6 above) along with the postal ballot form in the enclosed self-addressed business reply envelope addressed to the scrutinizer. If any extraneous paper is found in such envelope, it would be destroyed by the scrutinizer.
8. In case holders of Power of Attorney sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form. If the Power of Attorney has not been registered with the Company, the holders should enclose a certified copy of the Power of Attorney with the postal ballot.
9. **Duly completed postal ballot forms should reach the Scrutinizer not later than the close of working hours on the 26<sup>th</sup> September, 2014. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.**
10. Votes in a postal ballot cannot be exercised by a proxy.

### PROCESS AND MANNER FOR MEMBERS OPTING FOR E-VOTING

1. **The Company also offers e-Voting facility. Please see the instructions below for details.**
  - (a) **In case of Members receiving e-mail from NSDL:**
    - (i) Open e-mail and then open PDF file viz., "MRF Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL in the address bar: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
    - (iii) Click on "Shareholder" – "Login"
    - (iv) Enter User ID and password as initial password noted in step (i) above. Click "Login".
    - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
    - (vi) Home page of "e-Voting" opens. Click on "e-Voting" icon and select "Active E-voting Cycles".
    - (vii) Select "EVEN" of MRF Limited.
    - (viii) Now you are ready for "e-Voting" as "Cast Vote" page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once the member has voted on the resolution, such member will not be allowed to modify their vote.
    - (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scan copy (PDF/JPG Format) of the relevant Board Resolution / Authorisation letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [jandsca@gmail.com](mailto:jandsca@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) & [mrfshare@mrfmail.com](mailto:mrfshare@mrfmail.com).
  - (b) **In case of members receiving Postal Ballot Form by post:**
    - (i) Initial password is provided below the Postal Ballot Form. Please check in the Postal Ballot Form.
    - (ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xii) of item No. 1(a) above to cast vote.
  - (c) In case of any queries, members may refer to the "Frequently Asked Questions (FAQs) for Members" and "e-voting user manual for Members" available at the "Download" section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Telephone No: 022-24994600.
  - (d) If members are already registered with NSDL for e-voting, then they can use their existing user ID and password for casting the vote.
  - (e) Members can also update their mobile number and e-mail id in the user profile details which may be used for sending communication(s) regarding NSDL e-voting system in future.
2. The e-voting period commences on 28.08.2014 (09.00 am) and ends on 26.09.2014 (05.30 pm). During this period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 08.08.2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to modify it subsequently.