



# MRF

MRF Limited, Regd. Office : 114, Greame Road, Chennai 600 006.  
Email : [mrfshare@mrfmail.com](mailto:mrfshare@mrfmail.com) ; Tel.:044-28292777; Fax : 91-44-28295087  
CIN : L25111TN1960PLC004306; Website : [www.mrf tyres.com](http://www.mrf tyres.com)

071/SH/SE/PB/KGG  
September 29, 2014

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|---|--|--|
| <b>National Stock Exchange of India Ltd Exchange Plaza 5<sup>th</sup> Floor Plot No.C/1G Block Bandra-Kurla Complex Bandra (E) Mumbai 400 051</b> | <b>Bombay Stock Exchange Ltd Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400 023</b> | <b>Madras Stock Exchange Ltd 'Exchange Building' P B No.183 11 Second Line Beach Chennai 600 001</b> |
|---|--|--|

Dear Sirs,

### Results of the Postal Ballot

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

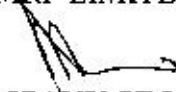
Ordinary Resolution under Section 149, 152 and all other applicable provisions of the Companies Act, 2013 for appointment of the following Directors as Independent Director of the Company.

1. Mr Vijay R Kirloskar
2. Mr V Sridhar
3. Mr N Kumar
4. Mr Ranjit I Jesudasen
5. Mr Ashok Jacob
6. Dr Salim Joseph Thomas
7. Mr Jacob Kurian
8. Mr M Meyyappan

Results of Postal Ballot were announced to-day at 3.00 p.m. Please find enclosed the declaration dt.29.09.2014 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 Ordinary Resolutions as set out in the Notice of Postal Ballot dated 23.07.2014 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 29.09.2014, the Chairman & Managing Director has declared the results of Postal Ballot as under:

**The following Ordinary Resolutions under Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013.**

### **Resolution I**

Appointment of Mr. Vijay R Kirloskar as an Independent Director

| Sl No | Description                                  | No. of Votes |
|-------|--|--------------|
| 1     | Number of Valid Postal Ballot Forms Received | 773          |
| 2     | Votes in Favour of the Resolution            | 2282227      |
| 3     | Votes Against the Resolution                 | 303409       |

Accordingly, the Ordinary Resolution as set out in the Postal Ballot dated 23.07.2014 has been approved by the Shareholders with the requisite majority.

### **Resolution II**

Appointment of Mr. V Sridhar as an Independent Director

| Sl No | Description                                  | No. of Votes |
|-------|--|--------------|
| 1     | Number of Valid Postal Ballot Forms Received | 773          |
| 2     | Votes in Favour of the Resolution            | 2503547      |
| 3     | Votes Against the Resolution                 | 82118        |

Accordingly, the Ordinary Resolution as set out in the Postal Ballot dated 23.07.2014 has been approved by the Shareholders with the requisite majority





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### Resolution III

Appointment of Mr. N Kumar as an Independent Director

| Sl No | Description                                  | No. of Votes |
|-------|--|--------------|
| 1     | Number of Valid Postal Ballot Forms Received | 773          |
| 2     | Votes in Favour of the Resolution            | 2494548      |
| 3     | Votes Against the Resolution                 | 91122        |

Accordingly, the Ordinary Resolution as set out in the Postal Ballot dated 23.07.2014 has been approved by the Shareholders with the requisite majority.

### Resolution IV

Appointment of Mr. Ranjit I Jesudasen as an Independent Director

| Sl No | Description                                  | No. of Votes |
|-------|--|--------------|
| 1     | Number of Valid Postal Ballot Forms Received | 773          |
| 2     | Votes in Favour of the Resolution            | 2503544      |
| 3     | Votes Against the Resolution                 | 82117        |

Accordingly, the Ordinary Resolution as set out in the Postal Ballot dated 23.07.2014 has been approved by the Shareholders with the requisite majority.

### Resolution V

Appointment of Mr. Ashok Jacob as an Independent Director

| Sl No | Description                                  | No. of Votes |
|-------|--|--------------|
| 1     | Number of Valid Postal Ballot Forms Received | 773          |
| 2     | Votes in Favour of the Resolution            | 2282099      |
| 3     | Votes Against the Resolution                 | 303541       |

Accordingly, the Ordinary Resolution as set out in the Postal Ballot dated 23.07.2014 has been approved by the Shareholders with the requisite majority.





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### **Resolution VI**

Appointment of Dr. Salim Joseph Thomas as an Independent Director

| SI No | Description                                  | No. of Votes |
|-------|--|--------------|
| 1     | Number of Valid Postal Ballot Forms Received | 773          |
| 2     | Votes in Favour of the Resolution            | 2585729      |
| 3     | Votes Against the Resolution                 | 178          |

Accordingly, the Ordinary Resolution as set out in the Postal Ballot dated 23.07.2014 has been approved by the Shareholders with the requisite majority.

### **Resolution VII**

Appointment of Mr. Jacob Kurian as an Independent Director

| SI No | Description                                  | No. of Votes |
|-------|--|--------------|
| 1     | Number of Valid Postal Ballot Forms Received | 773          |
| 2     | Votes in Favour of the Resolution            | 2585736      |
| 3     | Votes Against the Resolution                 | 181          |

Accordingly, the Ordinary Resolution as set out in the Postal Ballot dated 23.07.2014 has been approved by the Shareholders with the requisite majority.

### **Resolution VIII**

Appointment of Mr. M Meyyappan as an Independent Director

| SI No | Description                                  | No. of Votes |
|-------|--|--------------|
| 1     | Number of Valid Postal Ballot Forms Received | 773          |
| 2     | Votes in Favour of the Resolution            | 2585567      |
| 3     | Votes Against the Resolution                 | 339          |

Accordingly, the Ordinary Resolution as set out in the Postal Ballot dated 23.07.2014 has been approved by the Shareholders with the requisite majority.

Chennai  
Dt.29/09/2014

For MRF Limited,  
  
Chairman & Managing Director