



# MRF

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CIN : L25111TN1960PLC004306; Website : [www.mrftyres.com](http://www.mrftyres.com)

**REPORTING OF DETAILS REGARDING THE VOTING RESULTS OF 54TH ANNUAL GENERAL MEETING UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

Date of Annual General Meeting	12 <sup>th</sup> February, 2015
Total No. of Shareholders on record date	29402

I. Total number of Shareholders present in the Meeting either in person or through proxy:

Promoters & Promoters Group	103
Public	87

II. No. of Shareholders attended the meeting through Video Conferencing: N.A.

III. Resolution Required - Ordinary & Special

IV. Mode of Voting - E Voting & Poll

**Details of the Agenda**

Sl. No.	Items	Resolution	Mode of Voting
1	Adoption of the Audited Balance Sheet as at 30th September, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon	Ordinary	E Voting & Poll
2	Declaration of Final Dividend on Equity Shares	Ordinary	E Voting & Poll
3	Re-appointment of Mr K M Mammen who retires by rotation.	Ordinary	E Voting & Poll
4	Appointment of M/s. Sastri & Shah and M. M. Nissim and Co., as Statutory Auditors of the Company and fix their remuneration.	Ordinary	E Voting & Poll
5	Appointment of Mr K M Mammen as Chairman and Managing Director of the Company for a period of five years.	Ordinary	E Voting & Poll
6	Revision in Remuneration of Mr Arun Mammen, Managing Director of the Company	Ordinary	E Voting & Poll
7	Appointment of Mr Rahul Mammen Mappillai as Whole-time Director of the Company, for a period of five years	Ordinary	E Voting & Poll
8	Increase the borrowing Powers of the Company	Special	E Voting & Poll
9	Provide security in connection with the borrowings of the Company	Special	E Voting & Poll
10	Ratify the remuneration payable to Mr C Govindan Kutty, Cost Auditor of the Company	Ordinary	E Voting & Poll

For MRF LIMITED

  
RAVI MANNATH  
COMPANY SECRETARY

**Resolution: 1**

Adoption of the Audited Balance Sheet as at 30th September, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379714	49.40	357398	22316	94.12	5.88
Public - Others	2317228	1047829	45.22	1047788	41	100.00	0.00
<b>Total</b>	<b>4241143</b>	<b>2562548</b>	<b>100.00</b>	<b>2540191</b>	<b>22357</b>	<b>99.13</b>	<b>0.87</b>

**Resolution: 2**

Declaration of Final Dividend on Equity Shares

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379714	49.40	379714	0	100.00	0.00
Public - Others	2317228	1047829	45.22	1047796	33	100.00	0.00
<b>Total</b>	<b>4241143</b>	<b>2562548</b>	<b>100.00</b>	<b>2562515</b>	<b>33</b>	<b>100.00</b>	<b>0.00</b>

**Resolution: 3**

Re-appointment of Mr K M Mammen who retires by rotation.

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379714	49.40	272486	107228	71.76	28.24
Public - Others	2317228	1047829	45.22	1047761	68	99.99	0.01
<b>Total</b>	<b>4241143</b>	<b>2562548</b>	<b>100.00</b>	<b>2455252</b>	<b>107296</b>	<b>95.81</b>	<b>4.19</b>

**Resolution: 4**

Appointment of M/s. Sastri & Shah and M. M. Nissim and Co., as Statutory Auditors of the Company and fix their remuneration.

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	329825	42.91	301989	27836	91.56	8.44
Public - Others	2317228	1047820	45.22	1047750	70	99.99	0.01
<b>Total</b>	<b>4241143</b>	<b>2512650</b>	<b>100.00</b>	<b>2484744</b>	<b>27906</b>	<b>98.89</b>	<b>1.11</b>



**Resolution: 5****Appointment of Mr K M Mammen as Chairman and Managing Director of the Company for a period of five years.**

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379714	49.40	282087	97627	74.29	25.71
Public - Others	2317228	1047829	45.22	1047761	68	99.99	0.01
<b>Total</b>	<b>4241143</b>	<b>2562548</b>	<b>100.00</b>	<b>2464853</b>	<b>97695</b>	<b>96.19</b>	<b>3.81</b>

**Resolution: 6****Revision in Remuneration of Mr Arun Mammen, Managing Director of the Company**

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379714	49.40	379714	0	100.00	0.00
Public - Others	2317228	1047803	45.22	1047682	121	99.99	0.01
<b>Total</b>	<b>4241143</b>	<b>2562522</b>	<b>100.00</b>	<b>2562401</b>	<b>121</b>	<b>100.00</b>	<b>0.00</b>

**Resolution: 7****Appointment of Mr Rahul Mammen Mappillai as Whole-time Director of the Company, for a period of five years**

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379714	49.40	379714	0	100.00	0.00
Public - Others	2317228	1047820	45.22	1047750	70	99.99	0.01
<b>Total</b>	<b>4241143</b>	<b>2562539</b>	<b>100.00</b>	<b>2562469</b>	<b>70</b>	<b>100.00</b>	<b>0.00</b>

**Resolution: 8****Increase the borrowing Powers of the Company**

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379705	49.40	379705	0	100.00	0.00
Public - Others	2317228	1047829	45.22	1047757	72	99.99	0.01
<b>Total</b>	<b>4241143</b>	<b>2562539</b>	<b>100.00</b>	<b>2562467</b>	<b>72</b>	<b>100.00</b>	<b>0.00</b>

**Resolution: 9****Provide security in connection with the borrowings of the Company**

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379714	49.40	379714	0	100.00	0.00
Public - Others	2317228	1047829	45.22	1047739	90	99.99	0.01
<b>Total</b>	<b>4241143</b>	<b>2562548</b>	<b>100.00</b>	<b>2562458</b>	<b>90</b>	<b>100.00</b>	<b>0.00</b>



**Resolution: 10****Ratify the remuneration payable to Mr C Govindan Kutty, Cost Auditor of the Company**

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 of votes polled	% of Votes against on votes polled
Promoter and Promoter Group	1155278	1135005	98.25	1135005	0	100.00	0.00
Public Institutional Holders	768637	379714	49.40	372878	6836	98.20	1.80
Public - Others	2317228	1047831	45.22	1047737	94	99.99	0.01
<b>Total</b>	<b>4241143</b>	<b>2562550</b>	<b>100.00</b>	<b>2555620</b>	<b>6930</b>	<b>99.73</b>	<b>0.27</b>

FOR MRF LIMITED

  
RAVI MANNAN  
COMPANY SECRETARY

COMBINED REPORT OF THE SCRUTINIZER ON ELECTRONIC VOTING AND POLL

To

The Chairman & Managing Director  
MRF Limited  
114 Greams Road  
Chennai 600006

54<sup>th</sup> Annual General Meeting of the Equity Shareholders of MRF Limited held on Thursday, 12<sup>th</sup> February, 2015 at TTK Auditorium, "The Music Academy" No.168 TTK Road, Chennai 600014.

Ordinary & Special Resolutions under different provisions of the Companies Act, 2013 read with Rules made there under:- Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 framed there under and Voting by Poll under Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 framed there under

Dear Sir,

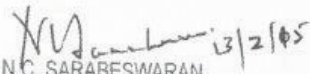
I, N.C. SARABESWARAN, Chartered Accountant, have been appointed by the Board of Directors of MRF Limited as the Scrutiniser for the e-voting process to ascertain the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution(s) contained in the Notice of the 54<sup>th</sup> Annual General Meeting of the members of the Company to be held on Thursday, 12<sup>th</sup> February, 2015 at TTK Auditorium, "The Music Academy" No.168 TTK Road, Chennai 600014.

I submit my report as under :-

(a) e-voting procedure followed :

1. In compliance with section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided E-voting facility through National Securities Depository Limited (NSDL) for all members of the Company to enable them to cast their votes electronically on all the resolutions set forth in the notice convening the 54th annual general meeting of the Company.
2. The despatch of Notice of AGM was completed on 17/01/2015 for those who have not provided any email address. AGM Notice was sent through electronic means on 20/01/2015 to those who had provided email address for receipt of documents through electronic mode.
3. The Notice of the AGM
  - (a) Clearly mentioned that the business may be transacted through electronic voting System
  - (b) Clearly indicated the process and manner for voting by electronic means and mentioned 6<sup>th</sup> February 2015 (9.00 a.m) to 8<sup>th</sup> February, 2015 (6.00 p.m.) as the time period during which votes may be cast ["e-voting period"].
4. The Company has published an advertisement on 24<sup>th</sup> January, 2015 in "Business Standard", an English newspaper in English language and in "Makkal Kural", a vernacular newspaper in Vernacular Language about having sent the AGM Notice and also specifying therein the matters prescribed in the Rule with regard to e-voting.

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N.C. SARABESWARAN  
Chartered Accountant

5. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the Company and have prepared this report.
6. The particulars of all the electronic votes cast by members of the Company have been recorded by me electronically in a separate register maintained for the purpose.

**(b) Poll Procedure followed at the AGM Venue:**

1. At the 54<sup>th</sup> Annual General Meeting of Company held on Thursday, 12<sup>th</sup> February, 2015 the Chairman of the Company had called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process. The Chairman has appointed me as the scrutinizer for the same
2. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence.
3. The locked ballot boxes were subsequently opened by me in the presence of two witnesses and the poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company and the authorization / proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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

**Resolution No.1**

Adoption of the Audited Balance Sheet as at 30th September, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon. - Passed with requisite majority as an Ordinary Resolution.

Voted in Favour of the resolution (e-voting and Poll at AGM Venue)	
Number of members	336
Number of votes cast by them	2540191
% of total number of valid vote cast	99.13
Voted against the resolution	
Number of members	5
Number of votes cast by them	22357
% of total number of valid vote cast	0.87
Invalid Votes:	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.2**

Declaration of Final Dividend on Equity Shares – Passed with requisite majority as an Ordinary Resolution.

Voted in Favour of the resolution (e-voting and Poll at AGM Venue)	
Number of members	338
Number of votes cast by them	2562515
% of total number of valid vote cast	100

<b>Voted against the resolution</b>	
Number of members	3
Number of votes cast by them	33
% of total number of valid vote cast	0.00
<b>Invalid Votes:</b>	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.3.**

Re-appointment of Mr K M Mammen who retires by rotation – Passed with requisite majority as an Ordinary Resolution.

<b>Voted in Favour of the resolution (e-voting and Poll at AGM Venue)</b>	
Number of members	317
Number of votes cast by them	2455252
% of total number of valid vote cast	95.81
<b>Voted against the resolution</b>	
Number of members	24
Number of votes cast by them	107296
% of total number of valid vote cast	4.19
<b>Invalid Votes:</b>	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.4**

Appointment of Messrs. Sastri & Shah and M. M. Nissim and Co., as Statutory Auditors of the Company and fix their remuneration. – Passed with requisite majority as an ordinary Resolution.

<b>Voted in Favour of the resolution (e-voting and Poll at AGM Venue)</b>	
Number of members	332
Number of votes cast by them	2484744
% of total number of valid vote cast	98.89
<b>Voted against the resolution</b>	
Number of members	12
Number of votes cast by them	27906
% of total number of valid vote cast	1.11
<b>Invalid Votes:</b>	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.5.**

Appointment of Mr K M Mammen as Chairman and Managing Director of the Company for a period of five years. - Passed with requisite majority as an ordinary Resolution.

Voted in Favour of the resolution (e-voting and Poll at AGM Venue)	
Number of members	335
Number of votes cast by them	2464853
% of total number of valid vote cast	96.19
Voted against the resolution	
Number of members	19
Number of votes cast by them	97695
% of total number of valid vote cast	3.81
Invalid Votes:	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.6**

Revision in Remuneration of Mr Arun Mammen, Managing Director of the Company - Passed with requisite majority as an ordinary Resolution.

Voted in Favour of the resolution (e-voting and Poll at AGM Venue)	
Number of members	334
Number of votes cast by them	2562401
% of total number of valid vote cast	100
Voted against the resolution	
Number of members	12
Number of votes cast by them	121
% of total number of valid vote cast	0.00
Invalid Votes:	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.7.**

Appointment of Mr Rahul Mammen Mappillai as Whole-time Director of the Company, for a period of five years.- Passed with requisite majority as an Ordinary Resolution

Voted in Favour of the resolution (e-voting and Poll at AGM Venue)	
Number of members	335
Number of votes cast by them	2562469
% of total number of valid vote cast	100
Voted against the resolution	
Number of members	7
Number of votes cast by them	70
% of total number of valid vote cast	0.00



<b>Invalid Votes:</b>	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.8**

Increase the borrowing Powers of the Company – Passed with requisite majority as a Special Resolution.

<b>Voted in Favour of the resolution (e-voting and Poll at AGM Venue)</b>	
Number of members	335
Number of votes cast by them	2562467
% of total number of valid vote cast	100
<b>Voted against the resolution</b>	
Number of members	11
Number of votes cast by them	72
% of total number of valid vote cast	0.00
<b>Invalid Votes:</b>	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.9.**

Provide security in connection with the borrowings of the Company – Passed with requisite majority as a Special Resolution.

<b>Voted in Favour of the resolution (e-voting and Poll at AGM Venue)</b>	
Number of members	335
Number of votes cast by them	2562458
% of total number of valid vote cast	100
<b>Voted against the resolution</b>	
Number of members	11
Number of votes cast by them	90
% of total number of valid vote cast	0.00
<b>Invalid Votes:</b>	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

**Resolution No.10.**

Ratify the remuneration payable to Mr C Govindan Kutty, Cost Auditor of the Company-  
Passed with requisite majority as an Ordinary Resolution.

<b>Voted in Favour of the resolution (e-voting and Poll at AGM Venue)</b>	
Number of members	334
Number of votes cast by them	2555620
% of total number of valid vote cast	99.73
<b>Voted against the resolution</b>	
Number of members	11
Number of votes cast by them	6930
% of total number of valid vote cast	0.27
<b>Invalid Votes:</b>	
Number of members present and voting (in person or by proxy) whose votes were declared invalid	1
Total number of votes cast by them	3400

All the above resolutions were passed under e-voting and poll with requisite majority.

Yours faithfully,

Dated:  
13/02/2015

  
N C SARABESWARAN  
CHARTERED ACCOUNTANT

Cc to : COMPANY SECRETARY, MRF Limited