



# MRF

MRF Limited, Regd. Office : 114, Greams Road, Chennai 600 006.  
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071/SH/SE/AGM -2015/KGG-(3)  
16<sup>th</sup> February, 2015 ✓

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	Bombay Stock Exchange Ltd Floor 24 P J Towers Dalal Street Mumbai 400 001
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Dear Sir,

Proceedings of the 54<sup>th</sup> Annual General Meeting of the Company ✓

Pursuant to Clause 31(d) of the listing agreement, we wish to inform you that the 54<sup>th</sup> Annual General Meeting of the Company was held at 11.00 a.m. on Thursday, the 12<sup>th</sup> February 2015, at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai 600 014, wherein members approved the following resolutions: ✓

1. Adoption of 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. ✓
2. Declared a final dividend of Rs.44/- per share on equity shares of the Company for the year ended 30<sup>th</sup> September, 2014. ✓
3. Re-appointment of Mr. K M Mammen as Director of the Company in compliance with the requirements of Section 152 of the Companies Act, 2013. ✓
4. Re-appointment of Messrs. Sastri & Shah and M. M. Nissim and Co., as Statutory Auditors of the Company to hold the office as the auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and authorize the Board of directors to fix their remuneration. ✓

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5. Re-appointment of Mr. K M Mammen as Chairman and Managing Director of the Company for a period of five years w.e.f 01<sup>st</sup> April 2015. ✓
6. Revision in the remuneration payable to Mr. Arun Mammen, Managing Director of the Company w.e.f 1<sup>st</sup> April 2015 for the remaining period of his tenure ie. upto 31<sup>st</sup> March,2018. ✓
7. Re-appointment of Mr. Rahul Mammen Mappillai as Whole-Time Director of the Company, for a period of five years w.e.f 01<sup>st</sup> April 2015. ✓
8. Accorded consent to the Board of directors of the Company to increase the Borrowing Powers of the Company for an amount not exceeding Rs.5,000 crore (Rupees Five thousand crore only). ✓
9. Accorded consent to the Board of Directors of the Company to provide security in connection with the borrowings of the Company for an amount not exceeding Rs.5,000 crore (Rupees Five thousand crore only). ✓
10. Ratified the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year commencing from 01/10/2014. ✓

Kindly take the above on record. ✓

Thanking you,  
Yours faithfully,  
For MRF LIMITED

  
COMPANY SECRETARY