



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.mrftyres.com

COURIER

071/SH/SE/AGM -2015/KGG-(5)
4th March, 2015 ✓

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| 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 Floor 24 P J Towers Dalal Street Mumbai 400 001 |
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Dear Sir,

Gist of Proceedings of the 54th Annual General Meeting held on 12th
February, 2015 ✓

The 54th Annual General Meeting of the Members of the Company was duly held on Thursday, the 12th February 2015 at 11.00 a.m. at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai 600 014. ✓

Chairman Mr.K.M.Mammen occupied the chair and welcomed all the participants to the meeting. The requisite quorum being present, the Chairman called the meeting to order. ✓

Chairman stated that the Notice convening the meeting was already in the hands of the members and with the permission of the members present at the meeting, the Notice dated 26th November, 2014 calling the meeting, was taken as read. ✓

As required under the Companies Act, 2013, all the requisite Statutory Registers were made available at the Meeting. ✓

The Auditors' Report and its annexure to the members on the Financial Statements for the year ended 30th September, 2014 is unqualified and hence the same was taken as read at the meeting as per Section 145 of the Companies Act, 2013. ✓

The Directors' Report & the Statement of Profit and Loss for the year ended 30th September, 2014, the Balance Sheet of the Company as at that date together with the Auditors' Report were with the consent of the members, taken as read. ✓

Chairman then reviewed the salient features of the Company's working for the year ended 30th September, 2014 and invited Members for a general discussion on the subject. ✓

Some of the Members present participated in the discussion and the Chairman responded to various queries raised by them. ✓

Chairman then informed the members that as per Section 108 of the Companies Act, 2013, the Company has provided all the members the facility to cast their vote electronically on all the resolutions set forth in the Notice. Mr. Sarabeswaran, Chartered Accountant had been appointed as Scrutinizer for e-voting and for conduct of ballot at the Meeting. The Chairman further informed that the members who had not participated in the e-voting and who are present at this meeting will have an opportunity to cast their vote at the Meeting. The Chairman further informed that there will be no voting by show of hands. ✓

Chairman further announced that the results of the voting, including e-voting conducted earlier along with the scrutinizer's Report would be placed on the Company's website and on the website of the National Securities Depository Ltd (NSDL) on 13th February 2015 and will also be communicated to the Stock Exchange(s). ✓

There being no other business, the Chairman declared the meeting closed. ✓

On 13th February, 2015, after counting of votes, the Chairman noted the Consolidated Report on the results of the e-voting and poll submitted by the Scrutinizer on all the resolutions placed before the shareholders. The results were then announced through the web site of the Company, NSDL as well as Stock Exchanges as detailed below: ✓

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. ✓

Result: Ordinary Resolution was passed with requisite majority. ✓

2. Declaration of a Final Dividend of Rs. 44/- per equity share (440%) on the paid-up equity capital of the Company for the year ended 30th September, 2014. ✓

Result: Ordinary Resolution was passed with requisite majority. ✓

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. ✓

Result: Ordinary Resolution was passed with requisite majority. ✓

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.

Result: Ordinary Resolution was passed with requisite majority.

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 01st April 2015.

Result: Ordinary Resolution was passed with requisite majority.

6. Revision in the remuneration payable to Mr. Arun Mammen, Managing Director of the Company w.e.f 1st April 2015 for the remaining period of his tenure ie. upto 31st March, 2018

Result: Ordinary Resolution was passed with requisite majority.

7. Re-appointment of Mr. Rahul Mammen Mappillai as Whole-Time Director of the Company, for a period of five years w.e.f 01st April 2015.

Result: Ordinary Resolution was passed with requisite majority.

8. Increase the Borrowing Powers of the Company for an amount not exceeding Rs.5,000 crore (Rupees Five thousand crore only).

Result: Special Resolution was passed with requisite majority.

9. Provide security in connection with the borrowings of the Company for an amount not exceeding Rs.5,000 crore (Rupees Five thousand crore only).

Result: Special Resolution was passed with requisite majority.

10. Ratify the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year commencing from 01/10/2014.

Result: Ordinary Resolution was passed with requisite majority.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For MRF LIMITED


RAVI MANNATH
COMPANY SECRETARY