



MRF

MRF Limited, Regd. Office : 114, Greams Road, Chennai 600 006.

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071/SH/SE/AGM-2016/KGG

12th August, 2016

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,

Proceedings of the 55th Annual General Meeting held on 11th August, 2016

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 55th Annual General Meeting of the Members of the Company was held at 11.00 a.m. on Thursday, the 11th August, 2016 at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai 600 014. Chairman addressed the members and offered clarifications on questions. Thereafter, the following resolutions were transacted.

1. Adoption of the audited financial statements of the Company for the 18 months period ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the 18 months period ended 31st March, 2016 and the Reports of the Auditors.
2. Declaration of a final dividend of Rs.94/- per share on equity shares of the Company for the 18 months period ended 31st March, 2016.
3. Re-appointment of Mr Rahul Mammen Mappillai as director of the Company, liable to retire by rotation.
4. Appointment of Messrs SCA AND ASSOCIATES as joint statutory auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of this Annual General Meeting of the Company until the conclusion of the Sixtieth Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting, if required by law) and authorise the Board of Directors of the Company to fix their remuneration.

5. Appointment of Messrs. Sastri & Shah as joint statutory auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company along with Messrs. SCA AND ASSOCIATES, during the above said period and authorise the Board of Directors of the Company to fix their remuneration.
6. Appointment of Dr.(Mrs) Cibi Mammen as a director, liable to retire by rotation.
7. Appointment of Mrs. Ambika Mammen as a director, liable to retire by rotation.
8. Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March,2017.

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided members the facility to cast vote electronically from 8th August, 2016 (9.00 a.m.) to 10th August, 2016, (5.00 p.m.). Members who were present at the Annual General Meeting and had not cast their votes electronically were provided an opportunity to cast their votes at the Annual General Meeting through ballot papers. Mr. Sarabeswaran, Chartered Accountant had been appointed as Scrutinizer for remote e-voting and for conduct of ballot at the Annual General Meeting.

Annual General Meeting concluded at 12.40 p.m.

The Chairman informed the members that the detailed Voting Results of the Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted to the Stock Exchanges within the prescribed time limit and also posted on the Company's Website.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For MRF LIMITED


RAVI MANNATH
COMPANY SECRETARY

