



MRF

MRF Limited, Regd. Office : 114, Greams Road, Chennai 600 006.
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CIN : L25111TN1960PLC004306; Website : www.mrf tyres.com

071/SH/SE/BOARD/POSTAL BALLOT/2017/KGG/3
16th March, 2017

National Stock Exchange of India Ltd
Exchange Plaza 5th 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

Dear Sir,

Postal Ballot Result

This is further to our letter dated 13th February, 2017, enclosing Postal Ballot Notice of the Company seeking approval of the members by way of Special Resolution to issue Non-convertible debentures not exceeding Rs.500 Crores through Private Placement basis.

The resolution contained in the Notice of Postal Ballot was passed by the members, with requisite majority.

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed detailed Voting Results of Postal Ballot including E-voting along with Report submitted by the Scrutinizer.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For MRF LIMITED,

RAVI MANNATH
COMPANY SECRETARY

Voting Results of Postal Ballot
[Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Date of declaration of voting results of Postal Ballot (Including e-voting)	16th March, 2017 ✓
Total Number of Shareholders as on Record Date ie. , 3rd February, 2017	36966 ✓
No. of Shareholders present at the Meeting either in Person or as Proxy	Not Applicable ✓
Promoter and Promoter Group	
Public	
No. of Shareholders who attended the Meeting through Video Conferencing	Not Applicable ✓
Promoter and Promoter Group	
Public	

Resolution - Issue of Non-Convertible Debentures not exceeding Rs.500 Crores through Private Placement Basis.										
Resolution Required : (Ordinary/Special)			Special Resolution ✓							
Whether Promoter/Promoter Group are interested in the Resolution			No							
Category	Mode of Voting	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 on Votes Polled	% of Votes against on Votes Polled	Invalid Votes	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
Promoter & Promoter Group	E-Voting	1166066	0	0.00	0	0	0.00	0.00	0	
	Postal Ballot		1086313 ✓	93.16	1086313 ✓	0	100.00	0.00	0	
	Poll(Not applicable)									
	Total		1166066 ✓	1086313	93.16	1086313	0	100.00	0.00	0
Public Institutions	E-Voting	876231	689023	78.63	689023	0	100.00	0.00	0	
	Postal Ballot		1500	0.17	1500	0	0.00	0.00	0	
	Poll(Not applicable)									
	Total		876231 ✓	690523	78.80	690523	0	100.00	0.00	0
Public Non Institutions	E-Voting	2198846	84569	3.85	84363	206 ✓	99.76	0.24 ✓	0	
	Postal Ballot		1037937 ✓	47.20	1037287 ✓	301 ✓	99.94 ✓	0.03 ✓	349 ✓	
	Poll(Not applicable)									
	Total		2198846 ✓	1122506	51.05	1121650	507 ✓	99.92 ✓	0.05 ✓	349 ✓
TOTAL		4241143 ✓	2899342 ✓	68.36	2898486 ✓	507 ✓	99.97 ✓	0.02 ✓	349 ✓	

Date : 16th March, 2017
Place : Chennai



For MRF LIMITED

(Signature)
RAVI MANNATH
COMPANY SECRETARY

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman & Managing Director
MRF Limited
No.114, Greams Road
Chennai -600006

Scrutinizer's Report on Postal Ballot (including voting through electronic means) in respect of passing of Resolution through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, N C SARABESWARAN, Chartered Accountant, appointed as Scrutiniser for the purpose of conducting the postal ballot voting process (including voting through electronic means) in respect of the Special Resolution mentioned in the Notice of Postal Ballot dated 3rd February, 2017.

I submit my report as under:

1. The Company issued Notice of Postal Ballot dated 3rd February, 2017 for passing the Special Resolution mentioned in the said Notice to its Members. The Company completed the dispatch of Notice of Postal Ballot along with Postal Ballot Form & a self-addressed postage prepaid business reply envelope by the prescribed mode on 11th February, 2017 to its Members, whose names appear on the Register of Members and / list of Beneficial Owners as received from National Securities Depository Ltd (NSDL)/Central Depository Services (India) Ltd (CDSL) on 3rd February, 2017.
2. The Company has published an advertisement on 13th February, 2017 in "Business Standard" an English Newspaper and on 14th February, 2017 in "MakkalKural" a vernacular (Tamil) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 3rd February, 2017 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
3. The Company has appointed National Securities Depository Limited (NSDL) as the agency for providing the e-voting platform to the members.
4. Members were informed vide Postal Ballot Notice, that they were required to give their assent or dissent against the resolution through Physical Postal Ballot Form, which were required to be sent to us on or before 5.00 PM on 14th March, 2017, or through e-voting facility which was kept open from 13th February, 2017 (9.00 A.M) to 14th March, 2017 (5.00 P.M).
5. Particulars of all valid Postal Ballot Forms received from Members including details of e-voting have been entered in a Register separately maintained for the purpose.


N.C. SARABESWARAN
Chartered Accountant

6. All Postal Ballot Forms received and electronic votes recorded upto 14th March, 2017 (5.00 P.M) i.e., last date and time fixed by the Company for receipt of the Postal Ballot Form/e-voting, were scrutinized by me.
7. The votes cast by the members electronically were unblocked after 5.00 P.M on 14th March, 2017 in the presence of two witnesses not in the employment of the Company. The report of the members' e-voting was downloaded thereafter.
8. After considering all valid postal ballot forms and electronic voting, the summary of the vote cast "For" and "Against" the resolution is as follows:

Resolution:

Issue of Non-Convertible Debentures not exceeding Rs.500 Crores through Private Placement Basis – Special Resolution

Sl No	Particulars	Through Postal Ballot	Through E-Voting	Total
1	Total Number of Postal Ballot Forms/e-voting received	478	405	883
2	Less: Number of invalid postal ballot forms/e-voting received	5	-	5
3	Number of valid postal ballot forms/e-voting received (3=1-2)	473	405	878
4	Total Number of votes cast	2125750	773592	2899342
5	Less: Number of invalid votes	349	-	349
6	Total Number of valid votes cast (6= 4-5)	2125401	773592	2898993
6.1	No. of valid votes with assent for the Resolution	2125100	773386	2898486
6.2	No. of valid votes with dissent for the Resolution	301	206	507

Percentage of valid votes cast - In favour of the Resolution: 99.98%

Percentage of valid votes cast - Against the Resolution: 0.02%

Result: Special Resolution is passed with requisite majority.

Yours faithfully,


N C SARABESWARAN
CHARTERED ACCOUNTANT

Dated : 16th March, 2017

Cc to : COMPANY SECRETARY, MRF Limited