



MRF

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071/SH/SE/AGM-2017/KGG/2
5th August, 2017

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,

Results of the 56th Annual General Meeting held on 4th August, 2017

The 56th Annual General Meeting of the Members of the Company was held at 11.00 a.m. on Friday, the 4th August, 2017 at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai 600 014.

All the resolutions contained in the notice of the Annual General Meeting were passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the detailed Voting Results of the Annual General Meeting along with Combined Scrutinizer's Report on remote e-voting & poll at Annual General Meeting (**Annexure - 1**)

Please also find enclosed the following disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

1. Brief profile of Messrs. Mahesh, Virender & Sriram, Chartered Accountants, new auditors of the Company. (**Annexure - 2**)
2. Shareholders of the Company approved the amendment of Article 102, Article 107(b)(iv) and Article 117 of the Articles of Association of Company which deal with the total strength of the Board and retirement of directors by rotation. AGM Notice containing full details of amendments of Articles of Association of Company has been sent you vide our letter dated 13th July, 2017.
3. Brief profile and disclosure of relationship of Mr. Samir Thariyan Mappillai and Mr. Varun Mammen, Whole-Time Directors of the Company with the other directors. (**Annexure - 3**)

Kindly take the above on record.

Thanking you,

Yours faithfully,
For MRF LIMITED


RAVI MANNATH
COMPANY SECRETARY

Voting Results of Annual General Meeting held on 4th August, 2017	
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM	4th August, 2017
Total Number of Shareholders as on Record Date	45530
No. of Shareholders present at the Meeting either in Person or as Proxy	384
Promoter and Promoter Group	133
Public	251
No. of Shareholders Attended the Meeting through Video Conferencing	N.A
Promoter and Promoter Group	N.A
Public	N.A

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Resolution 1								
Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017								
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	1162886	1142342	98.23	1142342	0	100.00	0.00
Public-Institutions	E-Voting	872842	607851	69.64	607851	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)							
	Total	872842	607851	69.64	607851	0	100.00	0.00
Public- Non Institutions	E-Voting	2205415	93126	4.22	93126	0	100.00	0.00
	Poll		1026369	46.54	1026333	36	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total	2205415	1119495	50.76	1119459	36	100.00	0.00
Total		4241143	2869688	67.66	2869652	36	100.00	0.00



Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 2								
Declaration of final dividend of Rs.54/- per share on equity shares of the Company								
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
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	620557	71.10	620557	0	100.00	0.00
	Poll							
	Postal Ballot (Not Applicable)							
	Total		872842	620557	71.10	620557	0	100.00
Public- Non Institutions	E-Voting	2205415	93132	4.22	93009	123	99.87	0.13
	Poll		1026369	46.54	1026369	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		2205415	1119501	50.76	1119378	123	99.99
Total		4241143	2882400	67.96	2882277	123	100.00	0.00

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 3								
Re-appointment of Dr. K C Mammen as Director of the Company, liable to retire by rotation.								
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
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	579967	66.45	561063	18904	96.74	3.26
	Poll							
	Postal Ballot (Not Applicable)							
	Total		872842	579967	66.45	561063	18904	96.74
Public- Non Institutions	E-Voting	2205415	93132	4.22	93013	119	99.87	0.13
	Poll		1026369	46.54	1026318	51	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		2205415	1119501	50.76	1119331	170	99.98
Total		4241143	2841810	67.01	2822736	19074	99.33	0.67



Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 4								
Appointment of Messrs. Mahesh, Virender & Sriram as Joint Statutory Auditors of the Company and fix their remuneration.								
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
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1162886	1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total	1162886	1142342	98.23	1142342	0	100.00	0.00
Public-Institutions	E-Voting		620557	71.10	617704	2853	99.54	0.46
	Poll	872842	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)							
	Total	872842	620557	71.10	617704	2853	99.54	0.46
Public- Non Institutions	E-Voting		93122	4.22	93111	11	99.99	0.01
	Poll	2205415	1026369	46.54	1026333	36	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total	2205415	1119491	50.76	1119444	47	100.00	0.00
Total		4241143	2882390	67.96	2879490	2900	99.90	0.10

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 5								
Ratification of the appointment of Messrs. SCA AND ASSOCIATES as Joint Statutory Auditors of the Company and fix their remuneration.								
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
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1162886	1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total	1162886	1142342	98.23	1142342	0	100.00	0.00
Public-Institutions	E-Voting		620557	71.10	620557	0	100.00	0.00
	Poll	872842	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)							
	Total	872842	620557	71.10	620557	0	100.00	0.00
Public- Non Institutions	E-Voting		92724	4.20	92712	12	99.99	0.01
	Poll	2205415	1026369	46.54	1026333	36	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total	2205415	1119093	50.74	1119045	48	100.00	0.00
Total		4241143	2881992	67.95	2881944	48	100.00	0.00



Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 6								
Amendment to the Articles of Association of the Company								
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	569736	65.27	508792	60944	89.30	10.70
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)							
	Total		872842	569736	65.27	508792	60944	89.30
Public- Non Institutions	E-Voting	2205415	93069	4.22	92952	117	99.87	0.13
	Poll		1026369	46.54	1026308	61	99.99	0.01
	Postal Ballot (Not Applicable)							
	Total		2205415	1119448	50.76	1119260	178	99.98
Total		4241143	2831516	66.76	2770394	61122	97.84	2.16

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 7								
Increase in the number of Directors on the Board of the Company								
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	569736	65.27	537702	32034	94.38	5.62
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)							
	Total		872842	569736	65.27	537702	32034	94.38
Public- Non Institutions	E-Voting	2205415	93327	4.22	92933	194	99.79	0.21
	Poll		1026369	46.54	1026293	76	99.99	0.01
	Postal Ballot (Not Applicable)							
	Total		2205415	1119496	50.76	1119226	270	99.98
Total		4241143	2831574	66.76	2799270	32304	98.86	1.14



Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 8								
Appointment of Mr. Samir Thariyan Mappillai as Director liable to retire by rotation								
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
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	569736	65.27	523819	45917	91.94	8.06
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)							
	Total		872842	569736	65.27	523819	45917	91.94
Public- Non Institutions	E-Voting	2205415	93133	4.22	92989	144	99.85	0.15
	Poll		1026339	46.54	1026263	76	99.99	0.01
	Postal Ballot (Not Applicable)							
	Total		2205415	1119472	50.76	1119252	220	99.98
Total		4241143	2831550	66.76	2785413	46137	98.37	1.63

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 9								
Appointment Mr Varun Mammen as Director liable to retire by rotation								
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
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	569736	65.27	523819	45917	91.94	8.06
	Poll							
	Postal Ballot (Not Applicable)							
	Total		872842	569736	65.27	523819	45917	91.94
Public- Non Institutions	E-Voting	2205415	93116	4.22	92974	142	99.85	0.15
	Poll		1026369	46.54	1026308	61	99.99	0.01
	Postal Ballot (Not Applicable)							
	Total		2205415	1119485	50.76	1119282	203	99.98
Total		4241143	2831563	66.76	2785443	46120	98.37	1.63



Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 10								
Revision in the remuneration of Mr K.M.Mammen, Chairman and Managing Director								
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	579967	66.45	579967	0	100.00	0.00
	Poll							
	Postal Ballot (Not Applicable)							
	Total		872842	579967	66.45	579967	0	100.00
Public- Non Institutions	E-Voting	2205415	93132	4.22	92940	192	99.79	0.21
	Poll		1026369	46.54	1026318	51	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		2205415	1119501	50.76	1119258	243	99.98
Total		4241143	2841810	67.01	2841567	243	99.99	0.01

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 11								
Revision in the remuneration of Mr Arun Mammen, Vice-Chairman and Managing Director								
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	579967	66.45	579967	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)							
	Total		872842	579967	66.45	579967	0	100.00
Public- Non Institutions	E-Voting	2205415	93132	4.22	92939	193	99.79	0.21
	Poll		1026369	46.54	1026318	51	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		2205415	1119501	50.76	1119257	244	99.98
Total		4241143	2841810	67.01	2841566	244	99.99	0.01



Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 12								
Appointment of Mr. Rahul Mammen Mappillai as Managing Director of the Company for a period of 5 years commencing from 04.05.2017								
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
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	568672	65.15	566304	2368	99.58	0.42
	Poll							
	Postal Ballot (Not Applicable)							
	Total		872842	568672	65.15	566304	2368	99.58
Public- Non Institutions	E-Voting	2205415	93131	4.22	92998	133	99.86	0.14
	Poll		1026369	46.54	1026318	51	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		2205415	1119500	50.76	1119316	184	99.98
Total		4241143	2830514	66.74	2827962	2552	99.91	0.09

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 13								
Appointment of Mr. Samir Thariyan Mappillai as Whole-Time Director of the Company for a period of 5 years commencing from 04-08-2017								
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
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	1162886	0	0.00	0	0	0.00	0.00
	Poll		1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total		1162886	1142342	98.23	1142342	0	100.00
Public-Institutions	E-Voting	872842	529146	60.62	495044	34102	93.56	6.44
	Poll							
	Postal Ballot (Not Applicable)							
	Total		872842	529146	60.62	495044	34102	93.56
Public- Non Institutions	E-Voting	2205415	93107	4.22	92934	173	99.81	0.19
	Poll		1026369	46.54	1026293	76	99.99	0.01
	Postal Ballot (Not Applicable)							
	Total		2205415	1119476	50.76	1119227	249	99.98
Total		4241143	2790964	65.81	2756613	34351	98.77	1.23



Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 14								
Appointment of Mr. Varun Mammen as Whole-Time Director of the Company for a period of 5 years commencing from 04-08-2017								
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
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1162886	1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total	1162886	1142342	98.23	1142342	0	100.00	0.00
Public-Institutions	E-Voting		529146	60.62	495044	34102	93.56	6.44
	Poll	872842						
	Postal Ballot (Not Applicable)							
	Total	872842	529146	60.62	495044	34102	93.56	6.44
Public- Non Institutions	E-Voting		93129	4.22	92980	149	99.84	0.16
	Poll	2205415	1026369	46.54	1026308	61	99.99	0.01
	Postal Ballot (Not Applicable)							
	Total	2205415	1119498	50.76	1119288	210	99.98	0.02
Total		4241143	2790986	65.81	2756674	34312	98.77	1.23

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Resolution 15								
Ratification of the remuneration payable to Mr C Govindan Kutty, Cost Auditor of the Company								
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
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	1162886	1142342	98.23	1142342	0	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total	1162886	1142342	98.23	1142342	0	100.00	0.00
Public-Institutions	E-Voting		620557	71.10	620557	0	100.00	0.00
	Poll	872842						
	Postal Ballot (Not Applicable)							
	Total	872842	620557	71.10	620557	0	100.00	0.00
Public- Non Institutions	E-Voting		93124	4.22	93099	25	99.97	0.03
	Poll	2205415	1026369	46.54	1026333	36	100.00	0.00
	Postal Ballot (Not Applicable)							
	Total	2205415	1119493	50.76	1119432	61	99.99	0.01
Total		4241143	2882392	67.96	2882331	61	100.00	0.00



CONSOLIDATED REPORT OF THE SCRUTINIZER ON REMOTE E-VOTING AND POLL

To
The Chairman & Managing Director
MRF Limited
114, Greams Road
Chennai - 600 006


56th Annual General Meeting of the Equity Shareholders of MRF Limited held on Friday, 4th August, 2017 at 11.00 A.M at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai – 600 014

Dear Sir,

I, N C SARABESWARAN, Chartered Accountant have been appointed by the Board of Directors of MRF Limited as the Scrutiniser for the purpose of remote e-voting and through ballot at the 56th Annual General Meeting of the members of the Company held on Friday, 4th August, 2017 at 11.00 A.M at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai – 600 014.

I submit my report as under:

1. The Company has appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform to the members.
2. The despatch of Notice of Annual General Meeting was completed 10th July, 2017 for those who have not provided any email address. Annual General Meeting Notice was sent through electronic means on 12th July, 2017 to those who had provided email address for receipt of documents through electronic mode.
3. The Company has published an advertisement on 13th July, 2017 in "Business Standard" an English Newspaper in English language and in "Makkal Kural" a vernacular newspaper in vernacular language about having sent the Annual General Meeting Notice and also specifying therein the matters prescribed in the Rule with regard to remote e-voting.
4. 28th July, 2017 was fixed as the cut of date for the purpose of determining the eligibility to participate in the said remote e-voting and ballot processes.
5. The remote e-voting period commenced on 1st August, 2017 (10.00 A.M.) and ends on 3rd August, 2017, (5.00 P.M.). Accordingly, the electronic votes cast were taken into account and at the end of the voting period, 3rd August, 2017, (5.00 P.M.), the NSDL portal was blocked for voting.


N.C. SARABESWARAN
Chartered Accountant

6. The List of shareholders who cast their votes through remote e-voting were unblocked after the completion of the Annual General Meeting in the presence of two witnesses not in the employment of the Company on 4th August,2017.
7. At the 56th Annual General Meeting of the Company held on Friday, 4th August,2017, the Chairman of the Company had called for a poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process.
8. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
9. The locked ballot boxes were subsequently opened by me in the presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorisation/proxies lodged with the Company.
10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

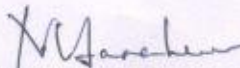
The Result of remote e-voting together with that of the poll is as under:

Resolution No.1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	491
Number of votes cast by them	2869652
% of total number of valid votes cast	100
Vote against the resolution:	
Number of members	4
Number of votes cast by them	36
% of total number of valid votes cast	0.00
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed with requisite majority.


N.C. SARABESWARAN
 Chartered Accountant

Resolution No.2

Declaration of final dividend of Rs.54/- per share on equity shares of the Company

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	492
Number of votes cast by them	2882277
% of total number of valid votes cast	100
Vote against the resolution:	
Number of members	5
Number of votes cast by them	123
% of total number of valid votes cast	0.00
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

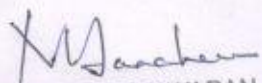
Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.2 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.3

Re-appointment of Dr. K C Mammen as Director of the Company, liable to retire by rotation.

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	468
Number of votes cast by them	2822736
% of total number of valid votes cast	99.33
Vote against the resolution:	
Number of members	23
Number of votes cast by them	19074
% of total number of valid votes cast	0.67
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the AGM is passed with requisite majority.


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Chartered Accountant

Resolution No.4

Appointment of Messrs. Mahesh, Virender & Sriram as joint statutory auditors of the Company and fix their remuneration

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	487
Number of votes cast by them	2879490 ✓
% of total number of valid votes cast	99.90
Vote against the resolution:	
Number of members	9
Number of votes cast by them	2900
% of total number of valid votes cast	0.10
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

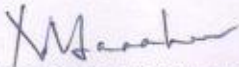
Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.5

Ratification of the appointment of Messrs. SCA AND ASSOCIATES as joint statutory auditors of the Company and fix their remuneration

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	488
Number of votes cast by them	2881944
% of total number of valid votes cast	100
Vote against the resolution:	
Number of members	7
Number of votes cast by them	48
% of total number of valid votes cast	0.00
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.5 as set out in the Notice of the AGM is passed with requisite majority.


N.C. SARABESWARAN
Chartered Accountant

Resolution No.6

Amendment of Articles of Association of the Company

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	445
Number of votes cast by them	2770394 ✓
% of total number of valid votes cast	97.84
Vote against the resolution:	
Number of members	36
Number of votes cast by them	61122 ✓
% of total number of valid votes cast	2.16
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No.6 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.7

Increase in the number of Directors on the Board of the Company

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	446
Number of votes cast by them	2799270
% of total number of valid votes cast	98.86
Vote against the resolution:	
Number of members	37
Number of votes cast by them	32304
% of total number of valid votes cast	1.14
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Item No.7 as set out in the Notice of the AGM is passed with requisite majority.


N.C. SARABESWARAN
Chartered Accountant

Resolution No.8

Appointment of Mr. Samir Thariyan Mappillai as Director liable to retire by rotation

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	450
Number of votes cast by them	2785413
% of total number of valid votes cast	98.37
Vote against the resolution:	
Number of members	36
Number of votes cast by them	46137 ✓
% of total number of valid votes cast	1.63
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

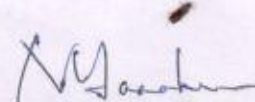
Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.8 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.9

Appointment of Mr. Varun Mammen as Director liable to retire by rotation

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	448
Number of votes cast by them	2785443
% of total number of valid votes cast	98.37
Vote against the resolution:	
Number of members	34
Number of votes cast by them	46120
% of total number of valid votes cast	1.63
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.9 as set out in the Notice of the AGM is passed with requisite majority.


N.C. SARABESWARAN
Chartered Accountant

Resolution No.10

Revision in the remuneration of Mr K.M.Mammen, Chairman and Managing Director

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	467
Number of votes cast by them	2841567
% of total number of valid votes cast	99.99
Vote against the resolution:	
Number of members	24
Number of votes cast by them	243
% of total number of valid votes cast	0.01
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

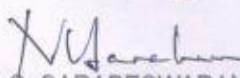
Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.10 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.11

Revision in the remuneration of Mr Arun Mammen, Vice-Chairman and Managing Director

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	466
Number of votes cast by them	2841566
% of total number of valid votes cast	99.99
Vote against the resolution:	
Number of members	25
Number of votes cast by them	244
% of total number of valid votes cast	0.01
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.11 as set out in the Notice of the AGM is passed with requisite majority.


N.C. SARABESWARAN
Chartered Accountant

Resolution No.12

Appointment of Mr. Rahul Mammen Mappillai as Managing Director of the Company for a period of 5 years commencing from 04-05-2017 - Ordinary Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	471
Number of votes cast by them	2827962
% of total number of valid votes cast	99.91
Vote against the resolution:	
Number of members	16
Number of votes cast by them	2552
% of total number of valid votes cast	0.09
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.12 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.13

Appointment of Mr. Samir Thariyan Mappillai as Whole-Time Director of the Company for a period of 5 years commencing from 04-08-2017

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	450
Number of votes cast by them	2756613
% of total number of valid votes cast	98.77
Vote against the resolution:	
Number of members	28
Number of votes cast by them	34351
% of total number of valid votes cast	1.23
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.13 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.14

Appointment of Mr. Varun Mammen as Whole-Time Director of the Company for a period of 5 years commencing from 04-08-2017

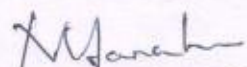
Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	451
Number of votes cast by them	2756674
% of total number of valid votes cast	98.77
Vote against the resolution:	
Number of members	27
Number of votes cast by them	34312
% of total number of valid votes cast	1.23
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.14 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.15

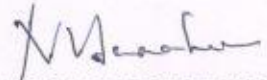
Ratification of the remuneration payable to Mr C Govindan Kutty, Cost Auditor of the Company

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	484
Number of votes cast by them	2882331
% of total number of valid votes cast	100
Vote against the resolution:	
Number of members	12
Number of votes cast by them	61
% of total number of valid votes cast	0.00
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0
Total number of votes cast by them	0


N.C. SARABESWARAN
Chartered Accountant

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.15 as set out in the Notice of the AGM is passed with requisite majority.

Yours faithfully,



N C SARABESWARAN
CHARTERED ACCOUNTANT

Dated: 05/08/2017

Cc to: COMPANY SECRETARY, MRF Limited

Brief profile of Messrs. Mahesh, Virender & Sriram, Chartered Accountants, Hyderabad

Messrs. Mahesh, Virender & Sriram, Chartered Accountants, was established in the year 1988. It has extensive experience in audit, taxation and management auditing. The firm is a full services audit firm providing various assurance services including Statutory Audit, Concurrent Audit, Branch Audit, Income Audit, Stock and inspection audit, VAT Audit etc. The Firms as well as Partners have considerable experience in conducting audits of various Public and Private Sector Companies and large Public Sector Undertakings.

Partners have conducted audits of many large Public and Private Limited Companies with diversified interest such as Engineering, Telecommunication, Information Technology, Entertainment, Agriculture, Consumer Goods Industry, Exports, Chemicals, Pharmaceuticals, Construction, Transportation, Banking and Insurance.



Brief profile and disclosure of relationship of Mr. Samir Thariyan Mappillai and Mr. Varun Mammen, Whole-Time Directors of the Company with other MRF directors

<p>Mr Samir Thariyan Mappillai</p>	<p>Mr Samir Thariyan Mappillai aged 35 years has completed his B.A., Economics from St. Stephens College, Delhi and M.A., (Economics) from the University of Madras. Thereafter, he did his Master Degree in Business Administration (M.B.A.), from Kellogg School of Management, North-Western University, Illinois, USA. Mr Samir Thariyan Mappillai joined the Company as Corporate Manager in the Marketing department in 2010 and was later promoted as Deputy General Manager- Marketing in 2011 and subsequently as General Manager - Marketing in the Company. He has varied experience in all major functions in marketing and product development.</p> <p>Mr Samir Thariyan Mappillai, Whole-Time Director is the son of Mr. K M Mammen, Chairman and Managing Director and Mrs. Ambika Mammen, Director of the Company and brother of Mr Rahul Mammen Mappillai, Managing Director of the Company.</p>
<p>Mr. Varun Mammen</p>	<p>Mr. Varun Mammen aged 35 years is a graduate in Chemical Engineering from the University of Madras, Chennai. He holds a Masters degree (MSc) in Polymer Materials Science and Engineering from The University of Manchester, UK. He has also obtained a Masters degree in Business Administration (MBA) from The Wharton School, University of Pennsylvania, USA. He joined the Company as Deputy General Manager in the Manufacturing Division in 2011. Subsequently he was promoted as General Manager- Manufacturing. He has undertaken many projects within Manufacturing to make improvements to the existing processes, resulting in greater efficiency, smoother operations and significant cost savings across all factories.</p> <p>Mr. Varun Mammen is not related to any of the directors of the Company.</p>

