



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

071/SH/SE/AGM-2017/KGG
4th 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,

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that 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. Chairman addressed the members and offered clarifications on questions. Thereafter, following business were transacted.

1. Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Auditors thereon.
2. Declaration of a final dividend of Rs.54/- per share on equity shares of the Company for the financial year ended 31st March, 2017.
3. Re-appointment of Dr. K C Mammen as director of the Company, liable to retire by rotation.
4. Appointment of Messrs. Mahesh, Virender & Sriram, Chartered Accountants (Firm Regn. No. 001939S) as joint statutory auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of 56th Annual General Meeting of the Company until the conclusion of the 61st Annual General Meeting of the Company.
5. Ratification of the appointment of Messrs. SCA AND ASSOCIATES, Chartered Accountants (Firm Regn. No. 101174W), as Joint Statutory Auditors of the Company to hold office from the conclusion of the 56th Annual General Meeting until the conclusion of the 57th Annual General Meeting of the Company.



6. Amendment to the Articles of Association of the Company. ✓
7. Increase in the number of Directors on the Board of the Company. ✓
8. Appointment of Mr. Samir Thariyan Mappillai as Director, liable to retire by rotation. ✓
9. Appointment of Mr. Varun Mammen as Director, liable to retire by rotation. ✓
10. Revision in the remuneration payable to Mr K.M.Mammen, Chairman and Managing Director of the Company. ✓
11. Revision in the remuneration payable to Mr Arun Mammen, Vice-Chairman and Managing Director of the Company. ✓
12. Appointment of Mr. Rahul Mammen Mappillai as Managing Director of the Company for a period of 5 years with effect from 04-05-2017. ✓
13. Appointment of Mr. Samir Thariyan Mappillai as Whole-Time Director of the Company for a period of 5 years with effect from 04-08-2017. ✓
14. Appointment of Mr. Varun Mammen as Whole-Time Director of the Company for a period of 5 years with effect from 04-08-2017. ✓
15. Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March, 2018. ✓

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 1st August, 2017 (10.00 a.m.) to 3rd August, 2017, (5.00 p.m.). Members who were present at the Annual General Meeting and have 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 was appointed as Scrutinizer for remote e-voting and for conducting the ballot at the Annual General Meeting. ✓

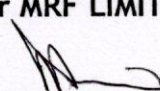
Annual General Meeting concluded at ~~12:45~~ 12:45 p.m. ✓

The Chairman informed 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

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