



MRF

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

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CIN : L25111TN1960PLC004306; Website: www.mrftyres.com

071/SH/SE/AGM-2018/KGG/2

13th August, 2018

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,

Results of the 57th Annual General Meeting held on 9th August, 2018

Please refer our letter dated 11th August, 2018 on the above subject.

As informed, the 57th Annual General Meeting of the Members of the Company was held on Thursday, the 9th August, 2018 at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai 600 014. The Annual General Meeting commenced at 11.00 a.m and concluded at 11.50 a.m.

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.

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

Kindly take the above on record.

Thanking you,

Yours faithfully,
For MRF LIMITED

S DHANVANTH KUMAR
COMPANY SECRETARY

Voting Results of Annual General Meeting held on 9th August, 2018
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	9th August, 2018 ✓
Total Number of Shareholders as on Record Date	46148 ✓
No. of Shareholders present at the Meeting either in Person or as Proxy	328 ✓
Promoter and Promoter Group	125 ✓
Public	203 ✓
No. of Shareholders Attended the Meeting through Video Conferencing	N.A
Promoter and Promoter Group	N.A
Public	N.A ✓

Resolution 1								
Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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, 2018 ✓								
Resolution Required : (Ordinary/Special)			Ordinary ✓					
Whether Promoter/Promoter Group are interested in the Agenda/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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1168793	20014 ✓	1.71 ✓	20014 ✓	0	100.00 ✓	0.00 ✓
	Poll		1096450 ✓	93.81 ✓	1096450 ✓	0	100.00 ✓	0.00 ✓
	Postal Ballot (Not applicable)							
	Total	1168793	1116464 ✓	95.52 ✓	1116464 ✓	0	100.00 ✓	0.00 ✓
Public Institutions	E-Voting	929565	763227 ✓	82.11 ✓	763227 ✓	0	100.00 ✓	0.00 ✓
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total	929565	763227 ✓	82.11 ✓	763227 ✓	0	100.00 ✓	0.00 ✓
Public Non Institutions	E-Voting	2142785	37626 ✓	1.76 ✓	37625 ✓	1	100.00 ✓	0.00 ✓
	Poll		1023560 ✓	47.77 ✓	1023560 ✓	0	100.00 ✓	0.00 ✓
	Postal Ballot (Not applicable)							
	Total	2142785	1061186 ✓	49.53 ✓	1061185 ✓	1	100.00 ✓	0.00 ✓
TOTAL		4241143	2940877 ✓	69.34 ✓	2940876 ✓	1	100.00 ✓	0.00 ✓



Resolution 2								
Declaration of final dividend of Rs.54/- per share on equity shares of the Company ✓								
Resolution Required : (Ordinary/Special)			Ordinary ✓					
Whether Promoter/Promoter Group are interested in the Agenda/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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1168793	20014	1.71	20014	0	100.00	0.00
	Poll		1096450	93.81	1096450	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		1168793	1116464 ✓	95.52 ✓	1116464 ✓	0	100.00 ✓
Public Institutions	E-Voting	929565	763227	82.11	763227	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total		929565	763227 ✓	82.11 ✓	763227 ✓	0	100.00 ✓
Public Non Institutions	E-Voting	2142785	37626	1.76	37502	124	99.67	0.33
	Poll		1023560	47.77	1023559	1	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		2142785	1061186 ✓	49.53 ✓	1061061 ✓	125	99.99 ✓
TOTAL		4241143 ✓	2940877 ✓	69.34 ✓	2940752 ✓	125	100.00 ✓	100.00



Resolution 3								
Re-appointment of Dr(Mrs)Cibi Mammen as director of the Company, liable to retire by rotation								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are interested in the Agenda/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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1168793	20014	1.71	20014	0	100.00	0.00
	Poll		1096450	93.81	1096450	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	1168793	1116464	95.52	1116464	0	100.00	0.00
Public Institutions	E-Voting	929565	727581	78.27	716850	10731	98.53	1.47
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total	929565	727581	78.27	716850	10731	98.53	1.47
Public Non Institutions	E-Voting	2142785	37626	1.76	37400	226	99.40	0.60
	Poll		1023560	47.77	1023560	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	2142785	1061186	49.53	1060960	226	99.98	0.02
TOTAL		4241143	2905231	68.50	2894274	10957	99.62	0.38



Resolution 4								
Re-appointment of Mrs.Ambika Mammen as director of the Company, liable to retire by rotation. <								
Resolution Required : (Ordinary/Special)			Ordinary <					
Whether Promoter/Promoter Group are interested in the Agenda/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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1168793	20014	1.71	20014	0	100.00	0.00
	Poll		1096450	93.81	1096450	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		1168793 ✓	1116464 ✓	95.52 ✓	1116464 ✓	0	100.00
Public Institutions	E-Voting	929565	727581	78.27	716850	10731	98.53	1.47
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total		929565 ✓	727581 ✓	78.27 ✓	716850 ✓	10731 ✓	98.53 ✓
Public Non Institutions	E-Voting	2142785	37625	1.76	37393	232	99.38	0.62
	Poll		1023560	47.77	1023560	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		2142785 ✓	1061185 ✓	49.53 ✓	1060953 ✓	232 ✓	99.98 ✓
TOTAL		4241143 ✓	2905230 ✓	68.50 ✓	2894267 ✓	10963 ✓	99.62 ✓	0.38 ✓



Resolution 5								
Re-appointment of Mr. Arun Mammen as Vice Chairman and Managing Director of the Company. ✓								
Resolution Required : (Ordinary/Special)			Ordinary ✓					
Whether Promoter/Promoter Group are interested in the Agenda/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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1168793	20014	1.71	20014	0	100.00	0.00
	Poll		1096450	93.81	1096450	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		1168793	1116464	95.52	1116464	0	100.00
Public Institutions	E-Voting	929565	763227	82.11	687437	75790	90.07	9.93
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total		929565	763227	82.11	687437	75790	90.07
Public Non Institutions	E-Voting	2142785	37626	1.76	37604	22	99.94	0.06
	Poll		1023560	47.77	1023560	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		2142785	1061186	49.53	1061164	22	100.00
TOTAL		4241143	2940877	69.34	2865065	75812	97.42	2.58



Resolution 6								
Issue of Secured/Unsecured Non Convertible Debentures not exceeding Rs.500 Crores through private placement.								
Resolution Required : (Ordinary/Special)			Special					
Whether Promoter/Promoter Group are interested in the Agenda/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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1168793	20014	1.71	20014	0	100.00	0.00
	Poll		1096450	93.81	1096450	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	1168793	1116464	95.52	1116464	0	100.00	0.00
Public Institutions	E-Voting	929565	763227	82.11	763227	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total	929565	763227	82.11	763227	0	100.00	0.00
Public Non Institutions	E-Voting	2142785	37626	1.76	37603	23	99.94	0.06
	Poll		1023560	47.77	1023559	1	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	2142785	1061186	49.53	1061162	24	100.00	0.00
TOTAL		4241143	2940877	69.34	2940853	24	100.00	0.00



Resolution 7								
Ratification of the remuneration payable to Mr C Govindan Kutty, Cost Auditor of the Company								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are interested in the Agenda/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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1168793	20014	1.71	20014	0	100.00	0.00
	Poll		1096450	93.81	1096450	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		1168793	1116464	95.52	1116464	0	100.00
Public Institutions	E-Voting	929565	763227	82.11	763227	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total		929565	763227	82.11	763227	0	100.00
Public Non Institutions	E-Voting	2142785	37619	1.76	37550	69	99.82	0.18
	Poll		1023560	47.77	1023558	2	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		2142785	1061179	49.53	1061108	71	99.99
TOTAL		4241143	2940870	69.34	2940799	71	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

57th Annual General Meeting of the Equity Shareholders of MRF Limited held on Thursday, 9th August, 2018 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 57th Annual General Meeting of the members of the Company held on Thursday, 9th August, 2018 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 14th July, 2018 for those who have not provided any email address. Annual General Meeting Notice was sent through electronic means on 16th July, 2018 to those who had provided email address for receipt of documents through electronic mode.
3. The Company has published an advertisement on 18th July, 2018 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. 2nd August, 2018 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 6th August, 2018 (10.00 A.M.) and ends on 8th August, 2018, (5.00 P.M.). Accordingly, the electronic votes cast were taken into account and at the end of the voting period, 8th August, 2018, (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 9th August,2018.
7. At the 57th Annual General Meeting of the Company held on Thursday, 9th August,2018, 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, 2018 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, 2018

Vote in Favour of the resolution(Remote e-voting & Poll at AGM Venue)	
Number of members	505
Number of votes cast by them	2940876
% of total number of valid votes cast	100
Vote against the resolution:	
Number of members	1
Number of votes cast by them	1
% 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	501
Number of votes cast by them	2940752
% of total number of valid votes cast	100.00
Vote against the resolution:	
Number of members	5
Number of votes cast by them	125
% 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(Mrs)Cibi 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	482
Number of votes cast by them	2894274
% of total number of valid votes cast	99.62
Vote against the resolution:	
Number of members	18
Number of votes cast by them	10957
% of total number of valid votes cast	0.38
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.


N.C. SARABESWARAN
Chartered Accountant

Resolution No.4

Re-appointment of Mrs.Ambika 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	480
Number of votes cast by them	2894267
% of total number of valid votes cast	99.62
Vote against the resolution:	
Number of members	19
Number of votes cast by them	10963
% of total number of valid votes cast	0.38
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

Re-appointment of Mr. Arun Mammen as Vice Chairman and Managing Director of the Company

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	472
Number of votes cast by them	2865065
% of total number of valid votes cast	97.42
Vote against the resolution:	
Number of members	34
Number of votes cast by them	75812
% of total number of valid votes cast	2.58
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

Issue of Secured/Unsecured Non Convertible Debentures not exceeding Rs.500 Crores through private placement


Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	499
Number of votes cast by them	2940853
% of total number of valid votes cast	100.00
Vote against the resolution:	
Number of members	7
Number of votes cast by them	24
% 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 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

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	497
Number of votes cast by them	2940799
% of total number of valid votes cast	100.00
Vote against the resolution:	
Number of members	8
Number of votes cast by them	71
% 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.7 as set out in the Notice of the AGM is passed with requisite majority.

Yours faithfully,


N C SARABESWARAN
CHARTERED ACCOUNTANT

Dated:12/08/2018

Cc to: COMPANY SECRETARY, MRF Limited