



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-2016/KGG/2
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,

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

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.

All the resolutions contained in the notice of the Annual General Meeting were passed by the shareholders, with requisite majority.

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 Consolidated Scrutinizer's Report on remote e-voting & poll at Annual General Meeting.

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 11th August, 2016
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	11th August 2016
Total Number of Shareholders as on Record Date	37268
No. of Shareholders present at the Meeting either in Person or as Prox	318
Promoter and Promoter Group	123
Public	195
No. of Shareholders Attended the Meeting through Video Conferencing	N.A
Promoter and Promoter Group	N.A
Public	N.A

Resolution 1

To receive, consider and adopt 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 thereon.

Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are Interest 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	1166080	0	0.00	0	0	0.00	0.00
	Poll		1129411	96.86	1129411	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	1166080	1129411	96.86	1129411	0	100.00	0.00
Public Institutions	E-Voting	815272	593935	72.85	593935	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total	815272	593935	72.85	593935	0	100.00	0.00
Public Non Institutions	E-Voting	2259791	86087	3.81	86081	6	100.00	0.00
	Poll		1025485	45.38	1025482	3	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	2259791	1111572	49.19	1111563	9	100.00	0.00
TOTAL		4241143	2834918	66.84	2834909	9	100.00	0.00



Resolution 2								
Declaration of a final dividend of Rs.94/- per share on equity shares of the Company.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are Interest 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	1166080	0	0.00	0	0	0.00	0.00
	Poll		1129411	96.86	1129411	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	1166080	1129411	96.86	1129411	0	100.00	0.00
Public Institutions	E-Voting	815272	617792	75.78	597050	20742	96.64	3.36
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total	815272	617792	75.78	597050	20742	96.64	3.36
Public Non Institutions	E-Voting	2259791	86107	3.81	86099	8	99.99	0.01
	Poll		1025485	45.38	1025484	1	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	2259791	1111592	49.19	1111583	9	100.00	0.00
TOTAL		4241143	2858795	67.41	2838044	20751	99.27	0.73

Resolution 3								
Re-appointment of Mr. Rahul Mammen Mappillai as a director of the Company, who retires by rotation.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are Interest 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	1166080	0	0.00	0	0	0.00	0.00
	Poll		1129411	96.86	1129411	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	1166080	1129411	96.86	1129411	0	100.00	0.00
Public Institutions	E-Voting	815272	617792	75.78	599008	18784	96.96	3.04
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total	815272	617792	75.78	599008	18784	96.96	3.04
Public Non Institutions	E-Voting	2259791	86079	3.81	86054	25	99.97	0.03
	Poll		1025485	45.38	1025482	3	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	2259791	1111564	49.19	1111536	28	100.00	0.00
TOTAL		4241143	2858767	67.41	2839955	18812	99.34	0.66



Resolution 4								
Appointment of Messrs. SCA AND ASSOCIATES as joint statutory auditors of the Company and fix their remuneration.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are Interest 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	1166080	0	0.00	0	0	0.00	0.00
	Poll		1129411	96.86	1129411	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	1166080	1129411	96.86	1129411	0	100.00	0.00
Public Institutions	E-Voting	815272	617792	75.78	612410	5382	99.13	0.87
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total	815272	617792	75.78	612410	5382	99.13	0.87
Public Non Institutions	E-Voting	2259791	86100	3.81	86089	11	99.99	0.01
	Poll		1025485	45.38	1025482	3	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	2259791	1111585	49.19	1111571	14	100.00	0.00
TOTAL		4241143	2858788	67.41	2853392	5396	99.81	0.19

Resolution 5								
Appointment of Messrs. Sastri & Shah as joint statutory auditors of the Company and fix their remuneration.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are Interest 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	1166080	0	0.00	0	0	0.00	0.00
	Poll		1129411	96.86	1129411	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	1166080	1129411	96.86	1129411	0	100.00	0.00
Public Institutions	E-Voting	815272	617792	75.78	612410	5382	99.13	0.87
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total	815272	617792	75.78	612410	5382	99.13	0.87
Public Non Institutions	E-Voting	2259791	86095	3.81	86086	9	99.99	0.01
	Poll		1025485	45.38	1025484	1	100.00	0.00
	Postal Ballot (Not applicable)							
	Total	2259791	1111580	49.19	1111570	10	100.00	0.00
TOTAL		4241143	2858783	67.41	2853391	5392	99.81	0.19



Resolution 6								
Appointment of Dr (Mrs) Cibi Mammen as a director liable to retire by rotation.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are Interest 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	1166080	0	0.00	0	0	0.00	0.00
	Poll		1129411	96.86	1129411	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		1166080	96.86	1129411	0	100.00	0.00
Public Institutions	E-Voting	815272	581155	71.28	541629	39526	93.20	6.80
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total		815272	581155	541629	39526	93.20	6.80
Public Non Institutions	E-Voting	2259791	86096	3.81	85951	145	99.83	0.17
	Poll		1025485	45.38	1025482	3	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		2259791	1111581	1111433	148	99.99	0.01
TOTAL		4241143	2822147	66.54	2782473	39674	98.59	1.41

Resolution 7								
Appointment of Mrs. Ambika Mammen as a director liable to retire by rotation.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are Interest 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	1166080	0	0.00	0	0	0.00	0.00
	Poll		1129411	96.86	1129411	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		1166080	96.86	1129411	0	100.00	0.00
Public Institutions	E-Voting	815272	581155	71.28	541629	39526	93.20	6.80
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total		815272	581155	541629	39526	93.20	6.80
Public Non Institutions	E-Voting	2259791	86092	3.81	85954	138	99.84	0.16
	Poll		1025485	45.38	1025482	3	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		2259791	1111577	1111436	141	99.99	0.01
TOTAL		4241143	2822143	66.54	2782476	39667	98.59	1.41



Resolution 8								
Ratify the remuneration payable to Mr C Govindan Kutty, Cost Auditor of the Company.								
Resolution Required : (Ordinary/Special)			Ordinary					
Whether Promoter/Promoter Group are Interest 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	1166080	0	0.00	0	0	0.00	0.00
	Poll		1129411	96.86	1129411	0	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		1166080	96.86	1129411	0	100.00	0.00
Public Institutions	E-Voting	815272	617792	75.78	613409	4383	99.29	0.71
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (Not applicable)							
	Total		815272	75.78	613409	4383	99.29	0.71
Public Non Institutions	E-Voting	2259791	86101	3.81	86080	21	99.98	0.02
	Poll		1025485	45.38	1025482	3	100.00	0.00
	Postal Ballot (Not applicable)							
	Total		2259791	49.19	1111562	24	100.00	0.00
TOTAL		4241143	2858789	67.41	2854382	4407	99.85	0.15



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

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

55th Annual General Meeting of the Equity Shareholders of MRF Limited held on Thursday, 11th August, 2016 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 55th Annual General Meeting of the members of the Company held on Thursday, 11th August, 2016 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 18th July, 2016 for those who have not provided any email address. Annual General Meeting Notice was sent through electronic means on 20th July, 2016 to those who had provided email address for receipt of documents through electronic mode.
3. The Company has published an advertisement on 21st July, 2016 in "Business Standard" an English Newspaper in English language and in "MakkalKural" 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. 04th August, 2016 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 8th August, 2016 (9.00 A.M.) and ends on 10th August, 2016, (5.00 P.M.). Accordingly, the electronic votes cast were taken into account and at the end of the voting period, 10th August, 2016, (5.00 P.M.), the NSDL portal was blocked for voting.
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 11th August, 2016.


N.C. SARABESWARAN
Chartered Accountant

7. At the 55th Annual General Meeting of the Company held on Thursday, 11th August, 2016, 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 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 thereon – Passed with requisite majority as an Ordinary Resolution.

Vote in Favour of the resolution(Remote e-voting & Poll at AGM Venue)	
Number of members	431
Number of votes cast by them	2834909
% of total number of valid votes cast	100
Vote against the resolution:	
Number of members	4
Number of votes cast by them	9
% 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

Resolution No.2

Declaration of a final dividend of Rs.94/- per shares on equity shares of the Company - Passed with requisite majority as an Ordinary Resolution.

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	432
Number of votes cast by them	2838044
% of total number of valid votes cast	99.27
Vote against the resolution:	
Number of members	5
Number of votes cast by them	20751
% of total number of valid votes cast	0.73
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0.00
Total number of votes cast by them	0

Resolution No.3

Re-appointment of Mr. Rahul Mammen Mappillai as a director of the Company, who retires by rotation - Passed with requisite majority as an Ordinary Resolution

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	420
Number of votes cast by them	2839955
% of total number of valid votes cast	99.34
Vote against the resolution:	
Number of members	15
Number of votes cast by them	18812
% of total number of valid votes cast	0.66
Invalid Votes:	
Number of members present and voting (In person or by proxy) whose votes were declared invalid	0.00
Total number of votes cast by them	0

Resolution No.4

Appointment of Messrs. SCA AND ASSOCIATES as joint statutory auditors of the Company and fix their remuneration - Passed with requisite majority as an Ordinary Resolution.

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	426
Number of votes cast by them	2853392
% of total number of valid votes cast	99.81
Vote against the resolution:	
Number of members	9

Number of votes cast by them	5396
% of total number of valid votes cast	0.19
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	0.00

Resolution No.5

Appointment of Messrs.Sastri& Shah as joint statutory auditors of the Company and fix their remuneration -- Passed with requisite majority as an Ordinary Resolution.

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	428
Number of votes cast by them	2853391
% of total number of valid votes cast	99.81
Vote against the resolution:	
Number of members	7
Number of votes cast by them	5392
% of total number of valid votes cast	0.19
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	0.00

Resolution No.6

Appointment of Dr (Mrs) Cibi Mammen as a director liable to retire by rotation - Passed with requisite majority as an Ordinary Resolution.

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	405
Number of votes cast by them	2782473
% of total number of valid votes cast	98.59
Vote against the resolution:	
Number of members	23
Number of votes cast by them	39674
% of total number of valid votes cast	1.41
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	0.00


N.C. SARABESWARAN
Chartered Accountant

Resolution No.7

Appointment of Mrs. Ambika Mammen as a director liable to retire by rotation - Passed with requisite majority as an Ordinary Resolution.

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	407
Number of votes cast by them	2782476
% of total number of valid votes cast	98.59
Vote against the resolution:	
Number of members	21
Number of votes cast by them	39667
% of total number of valid votes cast	1.41
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	0.00

Resolution No.8

Ratify the remuneration payable to Mr C Govindan Kutty, Cost Auditor of the Company -- Passed with requisite majority as an Ordinary Resolution.

Vote in Favour of the resolution (Remote e-voting & Poll at AGM Venue)	
Number of members	428
Number of votes cast by them	2854382
% of total number of valid votes cast	99.85
Vote against the resolution:	
Number of members	8
Number of votes cast by them	4407
% of total number of valid votes cast	0.15
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	0.00

All the above resolutions were passed under remote e-voting & Poll with requisite Majority.

Yours faithfully,


N C SARABESWARAN
CHARTERED ACCOUNTANT
179861

Dated :12/08/2016

Cc to : COMPANY SECRETARY, MRF Limited