



MRF

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

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071/SH/SE/AGM-2019/KGG/1

9th August, 2019

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 58th Annual General Meeting held on 9th August, 2019

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 58th Annual General Meeting of the Members of the Company was held at 11.00 a.m. on Friday, the 9th August, 2019 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, 2019 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, 2019 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, 2019.
3. Re-appointment of Mr. Rahul Mammen Mappillai as director of the Company, liable to retire by rotation.
4. Re-appointment of Mr. Samir Thariyan Mappillai as director of the Company, liable to retire by rotation.
5. Re-appointment of Mr. Vijay R Kirloskar as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024.
6. Re-appointment of Mr. V Sridhar as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024.

7. Re-appointment of Mr. Ranjit I Jesudasen as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024. ✓
8. Re-appointment of Dr.Salim Joseph Thomas as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024. ✓
9. Re-appointment of Mr Jacob Kurian as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024. ✓
10. Re-appointment of Mr Ashok Jacob as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29th September, 2019 to 28th September, 2024. ✓
11. Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March,2020. ✓

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 6th August, 2019 (10.00 a.m.) to 8th August, 2019, (5.00 p.m.). Members who were present at the Annual General Meeting and had 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 had been appointed as Scrutinizer for remote e-voting and for conduct of ballot at the Annual General Meeting. ✓

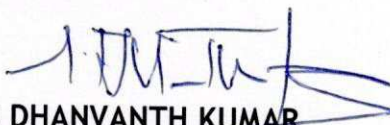
Annual General Meeting concluded at ~~12:05~~ 12:05 P.M ✓

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


S DHANVANTH KUMAR
COMPANY SECRETARY

