

**MRF LIMITED**

CIN:L25111TN1960PLC004306

Regd. Office: No. 114, Greams Road, Chennai 600 006

Tel.:044-28292777,Fax: 91-44-28295087

Email:mrshare@mrfmail.com, Website: www.mrftyres.com

**ATTENDANCE SLIP****MRF LIMITED**

CIN:L25111TN1960PLC004306

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**PROXY FORM**

FORM NO.MGT 11

[Pursuant to section 105(6) of the Companies Act,2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|   |          |
|---|----------|
| Folio No./DP ID & Client ID :<br>of the member  | Sl. No.: |
| Name of the Member(s) & :<br>Registered Address |          |

|                               |             |
|-------------------------------|-------------|
| Name of the Member(s) :       |             |
| Registered Address :          |             |
| No. of shares held :          |             |
| Folio No./DP ID & Client ID : | E-mail ID : |

I hereby record my presence at the FIFTYEIGHTH ANNUAL GENERAL MEETING of the Company held on Friday, the 9<sup>th</sup> August,2019 at 11.00 a.m. at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai 600 014

I/We, being the member(s) holding ..... shares of the above named Company, hereby appoint:

(1)Name..... Address.....  
Email Id: ..... Signature.....or failing him/her;  
(2)Name..... Address.....  
Email Id: ..... Signature.....or failing him/her;  
(3)Name..... Address.....

Email Id: ..... Signature.....as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company, to be held at 11.00 A.M. on Friday, the 9<sup>th</sup> August, 2019, at TTK Auditorium, "The Music Academy", No.168, TTK Road, Chennai 600 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

SIGNATURE OF MEMBER/ PROXY

Please hand over this attendance slip at the entrance of the meeting venue.  
This attendance slip is valid only in case shares are held on the date of the Annual General Meeting.

| ELECTRONIC VOTING PARTICULARS |         |          |
|-------------------------------|---------|----------|
| EVEN (E-Voting Event Number)  | USER ID | PASSWORD |
|                               |         |          |

**Note:**

- Please read instructions given at Note No.(r) of the notice of the 58<sup>th</sup> Annual General Meeting of the Company before casting your vote through Remote e-Voting.
- Joint shareholders may obtain additional attendance slip at the entrance of the meeting venue.
- SHAREHOLDERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE MEETING.**

| Sl. No. | Resolutions   | Vote |         |
|---------|---|------|---------|
|         |   | For  | Against |
| 1.      | To adopt 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.      | To declare a final dividend on equity shares.   |      |         |
| 3.      | To appoint a Director in place of Mr. Rahul Mammen Mappillai who retires by rotation and being eligible, offers himself for re- appointment.  |      |         |
| 4.      | To appoint a Director in place of Mr. Samir Thariyan Mappillai who retires by rotation and being eligible, offers himself for re- appointment.  |      |         |
| 5.      | To re-appoint Mr. Vijay R Kirloskar as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29.09.2019   |      |         |
| 6.      | To re-appoint Mr. V Sridhar as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29.09.2019   |      |         |
| 7.      | To re-appoint Mr. Ranjit I Jesudasan as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29.09.2019  |      |         |
| 8.      | To re-appoint Dr.Salim Joseph Thomas as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29.09.2019  |      |         |
| 9.      | To re-appoint Mr Jacob Kurian as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29.09.2019   |      |         |
| 10.     | To re-appoint Mr Ashok Jacob as an Independent Director to hold office for a second term of 5 (five) consecutive years from 29.09.2019  |      |         |
| 11.     | To ratify the remuneration payable to Mr. C. GovindanKutty, Cost Auditor of the Company.  |      |         |

Signed this..... day of..... 2019

Signature of Shareholder.....

Signature of Proxy holder (s).....

Affix  
Revenue  
Stamp**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.
- It is optional to indicate your preference by putting a 'X' in the appropriate column against the resolutions indicated in the Box above. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details before submission.
- A Proxy need not be a member of the Company. Members may note that a person shall not act as a Proxy for more than 50 members and holding in aggregate not more than Ten Percent of the total share capital of the Company carrying voting rights. However, a single person may act as a proxy for a member holding more than Ten Percent of the total share capital of the Company carrying voting rights, provided such person shall not act as a proxy for any other person.