

MRF LIMITED

(CIN: L25111TN1960PLC004306)

Regd. Off: No: 114, Greams Road, Chennai - 600 006

Tele: 044-28292777, Fax: 91-44-28295087

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

NOTICE OF POSTAL BALLOT TO MEMBERS

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the (Management & Administration) Rules, 2014, as amended and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has on 11th February, 2017 completed dispatch of Notice of Postal Ballot along with Postal Ballot Form & a self-addressed postage prepaid business reply envelope to the Members who do not have registered email ID's and emailed the Notice of Postal Ballot along with Postal Ballot Form to the Members who have registered email ID's with Company/ Depositories for seeking the approval of the members, in respect of the business contained in the Notice of Postal Ballot dated 3rd February, 2017 by way of Postal Ballot/E-voting. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the members as on 3rd February, 2017.

The Company has engaged the services of National Securities Depository Ltd (NSDL) for the purpose of providing e-voting facility to all members. Members are requested to note that the voting, both through postal ballot and through electronic mode shall commence on Monday, 13th February, 2017 (9.00 A.M) and shall end on Tuesday, 14th March, 2017(5.00 P.M).

Board of Directors of the Company has appointed Mr. N C Sarabeswaran, Chartered Accountant, as Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in a fair and transparent manner. Members are requested to note that the duly completed and signed postal ballot forms should reach the Scrutinizer at C/o MRF Limited, No.114, Greams Road, Chennai 600 006, not later than 5.00 P.M on 14th March,2017.Postal Ballots received from members after Tuesday, 14th March,2017(5.00 P.M) will not be considered as valid beyond the said date. Members, who have not received postal ballot form and wish to receive a duplicate copy of the same may apply to the Company at the above mentioned address or email to mrfshare@mrfmail.com.Notice of Postal Ballot and Postal Ballot Form is also displayed on the Company's website www.mrftyres.com.

The result of the Postal Ballot will be declared on Thursday, 16th March, 2017 at the Registered Office of the Company. The results will also be intimated to the Stock Exchanges where shares of the Company are listed and also on the Company's website www.mrftyres.com.

In case of any queries pertaining to Postal Ballot, please contact the undersigned and for any issues relating to e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members, available at the download section of www.evoting.nsd.com or contact Mr. Rajiv Ranjan, Assistant Manager, NSDL by sending an email to evoting@nsdl.co.in or contact NSDL at the following telephone no. 1800-222-990.

Place : Chennai
Date : 13.02.2017

For **MRF LIMITED**,
RAVI MANNATH
Company Secretary