

**MRF LIMITED**

CIN:L25111TN1960PLC004306

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

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

Email:mrfshare@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 : of the member | Sl. No.: |
| Name of the Member(s) & : 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 FIFTYSEVENTH ANNUAL GENERAL MEETING of the Company held on Thursday, the **9th August,2018** 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 57th Annual General Meeting of the Company, to be held at 11.00 A.M. on Thursday, the 9th August, 2018, 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 |
| | | |

| Sl. No. | Resolutions | Vote | |
|---------|--|------|---------|
| | | For | Against |
| 1. | To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 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,2018 and the Reports of the Auditors thereon. | | |
| 2. | To declare a final dividend on equity shares. | | |
| 3. | To appoint a Director in place of Dr.(Mrs)Cibi Mammen who retires by rotation and being eligible, offers herself for re- appointment. | | |
| 4. | To appoint a Director in place of Mrs.Ambika Mammen who retires by rotation and being eligible, offers herself for re- appointment. | | |
| 5. | Re-appointment of Mr. Arun Mammen as Vice Chairman and Managing Director of the Company. | | |
| 6. | Issue of Secured/Unsecured Non Convertible Debentures not exceeding Rs.500 Crores through private placement. | | |
| 7. | To ratify the remuneration payable to Mr. C. GovindanKutty, Cost Auditor of the Company. | | |

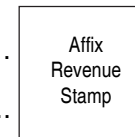
Note:

- Please read instructions given at Note No.(r) of the notice of the 57th 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.**

Signed this..... day of..... 2018

Signature of Shareholder.....

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

**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.