

**MRF LIMITED**

CIN:L25111TN1960PLC004306

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

Tele: 044-28292777, Fax: 91-44-28295087 Email: mrfshare@mrfmail.com, Website: www.mrf tyres.com

**NOTICE OF POSTAL BALLOT**

To

The Members of MRF Limited,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and Regulations, the Company is seeking the approval of the Members for the matters as set out in the resolutions appended below, through Postal Ballot including voting by electronic means.

The explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

Information under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/ re-appointment, forms integral part of the notice. The concerned Directors have furnished the requisite declarations for their appointment/ re-appointment and their brief profile forms part of the explanatory statement. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 9:00 a.m to 5:30 p.m on any working day up to the date of closing of the Postal Ballot.

The Board vide its Resolution passed on 8<sup>th</sup> November, 2018 appointed Mr. N C Sarabeswaran (Membership No:9861), Chartered Accountant as Scrutinizer for conducting the Postal Ballot and remote e-voting process in accordance with law and in a fair and transparent manner.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Ltd (NSDL)/Central Depository Services (India) Ltd (CDSL) on 23<sup>rd</sup> November, 2018. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on the cut-off date i.e., 23<sup>rd</sup> November, 2018.

The Company in compliance with the provisions of Section 108 of the Companies Act, 2013 read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is pleased to provide all its members facility to exercise their right to vote on the resolutions proposed in the Postal Ballot by electronic means i.e., through remote e-voting services provided by NSDL.

The remote e-voting commences on 7<sup>th</sup> December, 2018 (10.00 a.m) and ends on 5<sup>th</sup> January, 2019 (5.00 p.m). The E-voting module shall be disabled by NSDL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting. E-Voting is optional. Those members, who have not cast votes by e-voting facility, can send their assent or dissent in writing on the postal ballot form, attached herewith.

Members are requested to carefully read the instructions and follow the procedure printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutiniser before 5.00 p.m on 5<sup>th</sup> January, 2019. Please note that any postal ballot form (s) received after the said date will be treated as not having been received.

The Scrutiniser will be submitting his report to the Company after the completion of the scrutiny of the Postal Ballot Forms and votes cast through remote e-voting in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman and Managing Director or in his absence, any other person authorised by him, on or before close of business hours on Monday, 7<sup>th</sup> January, 2019 at the Registered Office of the Company at No.114, Greams Road, Chennai-600006. The results of the Postal Ballot will be displayed at the Registered Office of the Company and also posted on the Company's website www.mrf tyres.com & NSDL e-voting website www.evoting.nsd.com besides being communicated to the National Stock Exchange of India Limited and BSE Limited where the Company's shares are listed.

**Resolution 1:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, approval of the Company be and is hereby accorded to the re-appointment of Mr. K M Mammen (DIN: 00020202) as Managing Director of the Company for a further period of 5 (five) years commencing from 8<sup>th</sup> February, 2019, on the remuneration and other terms and conditions of appointment as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the terms of remuneration of Mr. K M Mammen, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

#### **Resolution 2:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act,2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to requisite clearances as may be required pursuant to applicable law, Mrs. Vimla Abraham (DIN: 05244949), being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, to hold office for a term of 5 (five) consecutive years commencing from the date of passing of this resolution by the shareholders or date of receipt of requisite clearances as may be required under applicable law for such appointment, whichever is later.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

By Order of the Board

Place : Chennai

Date : 8<sup>th</sup> November,2018

S DHANVANTH KUMAR  
Company Secretary

#### **EXPLANATORY STATEMENT**

##### **Resolution No: 1**

By an Ordinary Resolution passed on 12th February,2015, members had approved the re-appointment of Mr. K M Mammen as Managing Director of the Company for a period of five years. In view of the requirements of the proviso to Section 196(3)(a) of the Companies Act, 2013, fresh approval of shareholders is being sought by way of a Special Resolution for re-appointment of Mr. K M Mammen as Managing Director of the Company for a period of five years commencing from 8th February, 2019 and also his terms of remuneration.

Mr. K M Mammen has been on the Board and management of the Company for nearly four decades and has rich experience in various areas of operation of the Company. Under his leadership, the Company continues to consolidate its fourth decade of leadership in the Indian Tyre Industry. During the years under Mr. K M Mammen's stellar leadership, considerable value has been added to the Company. As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 8<sup>th</sup> November,2018 after taking into consideration the above and his leadership skills, performance of business, various strategic and growth initiatives contemplated and being pursued, and other criteria, decided that his continued association with the Company will be of immense benefit to the Company and approved the re-appointment of Mr. K M Mammen as Managing Director of the Company, for a further period of 5 years, with effect from 8<sup>th</sup> February,2019, subject to requisite approval of shareholders.

As recommended by the Nomination and Remuneration Committee, the Board of Directors also approved his terms of remuneration subject to requisite approval of shareholders after taking into consideration the complexities of the responsibilities handled by him and industry remuneration benchmarks.

The detailed terms of remuneration are given below:

- A) Salary: Rs. 31,31,250 per month with annual increment of Rs.1,00,000/-.
- B) Residential accommodation: Shall be provided free furnished residential accommodation.
- C) Perquisites and allowances: In addition to the above salary and residential accommodation, he shall be entitled to the following perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year:
  - i) Gas, electricity, water, furnishing and other amenities, repairs, house maintenance expenses, servant(s), cook(s), security guard(s), etc., at his residence;
  - ii) Leave travel concession: For self and family once in a year incurred in accordance with the rules of the Company;
  - iii) Facility of car with driver;
  - iv) Allowances and other perquisites: Special allowance and/ or any other allowances or perquisites as determined by the Nomination and Remuneration Committee.

The above perquisites and allowances shall be evaluated as per income-tax rules, wherever applicable. In the absence of any such rules, these shall be evaluated at actual cost.

D) Other Benefits:

- i) Contribution to provident fund, pension/superannuation/ gratuity fund schemes in accordance with the Company's rules and regulations in force from time to time;
- ii) One month's leave with full salary for every 11 months of service. Leave accumulated but not availed will be allowed to be encashed. Leave encashment at the end of the tenure will be as per the rules of the Company;
- iii) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/lodging, travel, etc., for self and family and attendant;
- iv) Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self & family;
- v) Telephone: Free telephone facility at residence including mobile phone and other suitable communication facilities;
- vi) Club Fees: Actual fees of clubs will be reimbursed.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

- E) Commission: In addition to the above, an amount by way of commission calculated at a rate not exceeding 1% of the net profits of the Company, subject to a ceiling of 36 months' salary and subject also to the overall ceilings laid down in section 197 read with section 198 of the Companies Act, 2013.
- F) Minimum remuneration: Notwithstanding anything to the contrary contained herein, where, in any financial year during the currency of the tenure of Mr. K M Mammen as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to the maximum in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, as minimum remuneration.

The last drawn remuneration of Mr.K M Mammen (i.e., during the financial year 2018-2019) comprises of salary of Rs. 31,31,250 per month apart from residential accommodation, perquisites, allowances, other benefits and commission as mentioned above. Further, the above terms of remuneration of Mr. K M Mammen are similar to those that were last approved by the members on 4<sup>th</sup> August, 2017 (except salary which has increased from Rs. 30,31,250/- per month to Rs. 31,31,250/- per month as a result of the annual increment for the financial year 2018-2019). The remuneration of Mr. K M Mammen is subject to the limits prescribed under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the terms of re-appointment and the remuneration proposed of Mr.K M Mammen are in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act, approval of Central Government is not required for his re-appointment and remuneration.

Mr. K M Mammen holds 16048 shares of the Company. Other than MRF Ltd, he is not a member/chairman of any committee of the Board in which he is a Director. During the financial year 2017-2018, Mr. K M Mammen has attended all the 4 board meetings and during the current financial year, he has attended all the 3 Board meetings till date.

Mr. K M Mammen and his spouse Mrs Ambika Mammen, Director, Mr. Arun Mammen, Vice Chairman and Managing Director (Brother), Mr. Rahul Mammen Mappillai, Managing Director (Son) and Mr. Samir Thariyan Mappillai, Whole-time Director (Son) may be deemed to be concerned or interested in the above resolution.

None of the other Directors and key managerial personnel are related to Mr. K M Mammen as envisaged under the Companies Act, 2013. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Brief Profile of Mr. K M Mammen

Mr. K M Mammen, aged sixty nine, is on the Board of the Company since 20.02.1981. Mr.K M Mammen is a graduate from the Madras Christian College, Chennai. After graduation, he went to USA for training with MRF's erstwhile Collaborators viz., The Mansfield Tire & Rubber Co. He joined the Board in 1981 and was later appointed as Whole-time Director of the Company and subsequently became its Vice-Chairman & Managing Director in 1986 and Chairman & Managing Director in 2003.

Mr. K M Mammen holds directorships in MRF Corp Ltd, MRF International Limited, Stable Investments and Finance Co. Ltd, Badra Estates and Industries Ltd, MRF SG Pte Limited and Madras Christian College. He is associated with several Chambers of Commerce and is a sponsor and promoter of sports. His personal attention resulted in the success of MRF Pace Foundation which imparts training in fast bowling, not only to Indian bowlers but also to players of other cricket playing countries. He has taken keen interest in motor racing and rallies in which he has carved out a place for India on the world map. Mr K M Mammen is also a past Chairman of Automotive Tyre Manufacturers' Association (ATMA).

Mr. K M Mammen is the President of Madras Christian College Alumni Association. He is a member, executive committee, FICCI. He held the Chairmanship of the CII National Committee on sports and was a member in the CII National Council.

Since Mr. K M Mammen will be completing seventy years of age in February 2019, it is necessary in terms of the proviso to Section 196(3)(a) of Companies Act, 2013 to seek fresh approval of shareholders, by way of a special resolution, for his re-appointment as Managing Director and accordingly the Board of Directors recommend this special resolution for approval.

## **Resolution No: 2**

As per the recent amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Top 500 Listed Companies by market capitalisation are required to have a woman Independent Director by 1st April, 2019.

Accordingly, the Board of Directors of the Company at their meeting held on 8<sup>th</sup> November, 2018, based on the recommendations of the Nomination & Remuneration Committee, recommended the appointment of Mrs. Vimla Abraham as an Independent Director in terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) to hold office for a period of five consecutive years, subject to the receipt of requisite clearances as may be required under applicable law.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Vimla Abraham for the office of Independent Director of the Company. Mrs. Vimla Abraham will be eligible for remuneration as paid to other Non-Executive Directors (viz., sitting fees for attending Board/Committee Meetings and reimbursement of expenses for attending the meetings). The draft letter of appointment will be available for inspection at the registered office of the Company during working hours upto the date of closing of the Postal Ballot.

Mrs. Vimla Abraham is a Director in The Padinjarekara Agencies Private Limited. Mrs. Vimla Abraham is not a member/chairman of any committees of the Board in which she is a Director. Mrs. Vimla Abraham is not holding any shares of MRF Limited.

The Company has received a declaration from Mrs. Vimla Abraham confirming that she meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

In the opinion of the Board, Mrs. Vimla Abraham fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013, Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management of the Company.

None of the Directors and key managerial personnel are related to Mrs. Vimla Abraham. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

### **Brief Profile of Mrs. Vimla Abraham**

Mrs. Vimla Abraham, aged 67, has a Bachelors degree in Arts from Jyothi Nivas College, Bangalore. She has been a very active member of various NGOs. She has been the President of Inner Wheel of Kottayam and the President of YWCA, Kottayam for three years each.

On the national level, she was the National President of Association of Inner Wheel Clubs of India in 1994 - 95. She was also International Board Director of International Inner Wheel. She was also the National Constitution Committee Chairman of Inner Wheel. In the YWCA, she was the National Nominating Committee Chairman and at present a member of the National Arbitration Committee.

Being a keen sportsperson, she served as the President of the United Planters Association of Southern India, Sports Club and the only lady to have served as its President.

The Board believes that Mrs. Vimla Abraham possesses suitable experience and will be able to enrich the Board's deliberations. Accordingly, the Board recommends this ordinary resolution for the approval of the shareholders.

By Order of the Board

Place : Chennai

Date : 8<sup>th</sup> November, 2018

S DHANVANTH KUMAR  
Company Secretary

### **INSTRUCTIONS**

Member(s) can opt only for one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for remote e-voting, then do not vote by Physical Ballot and vice versa. In case a Member votes through remote e-voting facility as well as sends his/her vote through physical ballot, the vote cast through remote e-voting shall only be considered and the voting through physical ballot shall be treated as invalid.

Electronic copy of the Postal Ballot Notice inter-alia indicating the process and manner of remote e-voting along with Postal Ballot Form is being sent to all the members whose email ID's are registered with the Company/Depository Participant for the communication purpose, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the postal ballot inter-alia indicating the process and manner of remote e-voting along with Postal Ballot Form is being sent in the permitted mode. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may indicate their option to receive the physical form from the Company by clicking on the box provided in the e-mail or alternatively download the form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Investor relations' section on the Company's website [www.mrfyres.com](http://www.mrfyres.com).

## THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a Mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under the 'shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your Used ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN 300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company.  For example if folio number is 001*** and EVEN is 110264 then user ID is 110264000***

5. Your password details are given below:
  - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account/ folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of the Company, which is 110264.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to jandsca@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievance connected with the facility for voting by electronic means, Members can directly contact Ms.Pallavi Mhatre, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. Email id: evoting@nsdl.co.in or pallavid@nsdl.co.in, Toll free no.: 1800-222-990. Members may also write to the Company Secretary at the Email id: mrfshare@mrfmail.com.



# MRF LIMITED

CIN:L25111TN1960PLC004306  
Registered Office : No. 114, Greams Road, Chennai 600 006  
Tele: 044-28292777, Fax: 91-44-28295087 Email: mrfshare@mrfmail.com, Website: www.mrftyres.com

## POSTAL BALLOT FORM

SI No.:

1. Name and Registered address of the :  
sole / first named member

2. Name(s) of the Joint holder(s), if any :

3. Registered Folio No./DP ID-Client ID\*:  
(\*Applicable to members holding  
Shares in dematerialised form)

4. No. of Shares held :

I/We hereby exercise my/our votes in respect of following resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 8<sup>th</sup> November, 2018 issued by the Company by sending my/our assent or dissent to the said resolution(s) by placing tick (✓) mark at the appropriate box below:

SI No.	Description	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Re-appointment of Mr K M Mammen (DIN: 00020202) as Managing Director of the Company for a further period of 5 years commencing from 8 <sup>th</sup> February, 2019.			
2.	Appointment of Mrs. Vimla Abraham (DIN: 05244949) as an Independent Director of the Company.			

Place :

Date :

**Signature of the Member**

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

## **PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING**

- (i) A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5<sup>th</sup> January, 2019 (5.00 P.M.). The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
- (ii) The self-addressed business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
- (iii) The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified in Sl. No.(i) above.
- (iv) This Postal ballot form should be completed and signed by the first named member and in his/her absence, by the next named member as per the specimen signature registered with the Company/ Depository Participant.
- (v) Incomplete, unsigned and incorrect postal ballot form will be rejected. The scrutinizer's decision on the validity of the postal ballot shall be final and binding.
- (vi) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
- (vii) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.
- (viii) In case holders of Power of Attorney sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form. If the Power of Attorney has not been registered with the Company, the holders should enclose a certified copy of the Power of Attorney with the postal ballot.
- (ix) Duly completed postal ballot forms should reach the Scrutiniser not later than 5.00 p.m on 5th January, 2019. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.