

Date: 29.09.2014

To,

Mr K M Mammen  
Chairman & Managing Director  
MRF Limited  
114 Greams Road  
Chennai 600006

**POSTAL BALLOT – PHYSICAL & ELECTRONIC MODE - SCRUTINIZER'S REPORT**

I, N C Sarabeswaran, Chartered Accountant, the Scrutinizer appointed for the Postal Ballot process of your Company pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, hereby report the results of the Postal Ballot exercised by the Shareholders through Physical & Electronic mode in respect of the Resolutions mentioned in the notice to the Postal Ballot dated 23.07.2014.

**Ordinary Resolution under Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013.**

**Resolution I**

Appointment of Mr. Vijay R Kirlosker as an Independent Director

Sl No	Description	No. of Votes
1	Total Number of Votes	4241143
2	Number of Votes not cast	1626130
3	Number of Postal Ballots received	800
4	Total Number of Votes covered by the Postal ballots received	2615013
5	Number of Invalid Postal Ballots	27
6	Number of Invalid votes	29377
7	Total number of valid Postal Ballot	773
8	Total Number of Valid Votes	2585636
9	Votes cast in favour of the Resolution	2282227
10	Votes cast Against the Resolution	303409



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**N.C. SARABESWARAN**  
Chartered Accountant

**Resolution II**


**Appointment of Mr. V Sridhar as an Independent Director**

SI No	Description	No. of Votes
1	Total Number of Votes	4241143
2	Number of Votes not cast	1626101
3	Number of Postal Ballots received	800
4	Total Number of Votes covered by the Postal ballots received	2615042
5	Number of Invalid Postal Ballots	27
6	Number of Invalid votes	29377
7	Total number of valid Postal Ballot	773
8	Total Number of Valid Votes	2585665
9	Votes cast in favour of the Resolution	2503547
10	Votes cast Against the Resolution	82118

**Resolution III**

**Appointment of Mr. N Kumar as an Independent Director**

SI No	Description	No. of Votes
1	Total Number of Votes	4241143
2	Number of Votes not cast	1626096
3	Number of Postal Ballots received	800
4	Total Number of Votes covered by the Postal ballots received	2615047
5	Number of Invalid Postal Ballots	27
6	Number of Invalid votes	29377
7	Total number of valid Postal Ballot	773
8	Total Number of Valid Votes	2585670
9	Votes cast in favour of the Resolution	2494548
10	Votes cast Against the Resolution	91122

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N.C. SARABESWARAN  
Chartered Accountant

**Resolution IV**


Appointment of Mr.Ranjit I Jesudasan as an Independent Director

SI No	Description	No. of Votes
1	Total Number of Votes	4241143
2	Number of Votes not cast	1626105
3	Number of Postal Ballots received	800
4	Total Number of Votes covered by the Postal ballots received	2615038
5	Number of Invalid Postal Ballots	27
6	Number of Invalid votes	29377
7	Total number of valid Postal Ballot	773
8	Total Number of Valid Votes	2585661
9	Votes cast in favour of the Resolution	2503544
10	Votes cast Against the Resolution	82117

**Resolution V**

Appointment of Mr. Ashok Jacob as an Independent Director

SI No	Description	No. of Votes
1	Total Number of Votes	4241143
2	Number of Votes not cast	1626126
3	Number of Postal Ballots received	800
4	Total Number of Votes covered by the Postal ballots received	2615017
5	Number of Invalid Postal Ballots	27
6	Number of Invalid votes	29377
7	Total number of valid Postal Ballot	773
8	Total Number of Valid Votes	2585640
9	Votes cast in favour of the Resolution	2282099
10	Votes cast Against the Resolution	303541

  
N.C. SARABESWARAN 4  
Chartered Accountant

**Resolution VI**


Appointment of Mr. Salim Joseph Thomas as an Independent Director

SI No	Description	No. of Votes
1	Total Number of Votes	4241143
2	Number of Votes not cast	1625859
3	Number of Postal Ballots received	800
4	Total Number of Votes covered by the Postal ballots received	2615284
5	Number of Invalid Postal Ballots	27
6	Number of Invalid votes	29377
7	Total number of valid Postal Ballot	773
8	Total Number of Valid Votes	2585907
9	Votes cast in favour of the Resolution	2585729
10	Votes cast Against the Resolution	178

**Resolution VII**

Appointment of Mr. Jacob Kurian as an Independent Director

SI No	Description	No. of Votes
1	Total Number of Votes	4241143
2	Number of Votes not cast	1625849
3	Number of Postal Ballots received	800
4	Total Number of Votes covered by the Postal ballots received	2615294
5	Number of Invalid Postal Ballots	27
6	Number of Invalid votes	29377
7	Total number of valid Postal Ballot	773
8	Total Number of Valid Votes	2585917
9	Votes cast in favour of the Resolution	2585736
10	Votes cast Against the Resolution	181

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**Resolution VIII**

Appointment of Mr. M Meyyappan as an Independent Director

SI No	Description	No. of Votes
1	Total Number of Votes	4241143
2	Number of Votes not cast	1625860
3	Number of Postal Ballots received	800
4	Total Number of Votes covered by the Postal ballots received	2615283
5	Number of Invalid Postal Ballots	27
6	Number of Invalid votes	29377
7	Total number of valid Postal Ballot	773
8	Total Number of Valid Votes	2585906
9	Votes cast in favour of the Resolution	2585567
10	Votes cast Against the Resolution	339

You may accordingly declare the results of the voting by Postal Ballot.



N C Sarabeswaran  
Chartered Accountant  
Scrutinizer

N.C. SARABESWARAN  
Chartered Accountant