



**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**  
**[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013]**

To,

**The Members of MRF Limited,**

**NOTICE** is hereby given pursuant to Section 110 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 other applicable laws and Regulations as amended from time to time, the Company is seeking the approval of the Members for the matter as considered in the resolution appended below, through Postal Ballot ie; voting by post or voting by electronic means, as the case may be.

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

The Board vide its Resolution passed on 3<sup>rd</sup> February, 2017 appointed Mr. N C Sarabeswaran, 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 on the Register of Members and / list of Beneficial Owners as received from National Securities Depository Ltd (NSDL)/Central Depository Services (India) Ltd (CDSL) on 03<sup>rd</sup> February, 2017. The voting rights shall be reckoned in proportion to the paid-up equity share capital held by the Member(s) as on 3<sup>rd</sup> February, 2017.

Further, the Company in compliance with the provisions of Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is pleased to provide members facility to exercise their right to vote on the resolution proposed in the Postal Ballot by electronic means i.e., through remote e-voting services provided by National Securities Depository Limited(NSDL). The remote e-voting commences on 13<sup>th</sup> February, 2017 (9.00 a.m) and ends on 14<sup>th</sup> March, 2017 (5.00 p.m).

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form, attached herewith.

The members are requested to carefully read the instructions printed on 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 the close of working hours (5.00 p.m) on 14<sup>th</sup> March, 2017. 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 Chairman & Managing Director or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and remote e-voting). The results will be announced by the Chairman & Managing Director of the Company or in his absence, any person authorised by him, on or before close of business hours on 16<sup>th</sup> March, 2017 at the Registered Office of the Company at No.114, Greams Road, Chennai 600006. The results of the Postal Ballot will be posted on the Company's website [www.mrf tyres.com](http://www.mrf tyres.com) & NSDL e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) besides communicating to the Stock Exchanges where the Company's shares are listed.

**ISSUE OF NON CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

To consider and if though fit, to pass with or without modification, the following resolution as a Special Resolution:-

RESOLVED THAT in accordance with the provisions of Section 42,71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the rules made thereunder, the SEBI (Issue & Listing of Debt Securities) Regulations, 2008, other applicable SEBI Regulations and guidelines, including any amendment, modification or re-enactment thereof, the provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, consent of the Company be and is hereby accorded to raise funds not exceeding Rs. 500 Crores through private placement of Secured / Unsecured Redeemable Non-Convertible Debentures within the overall borrowing limits of the Company, in one or more series/ tranches, to such eligible investors, as the Board of Directors of the Company [the "Board"] or any duly constituted Committee of the Board, may in its sole discretion decide and on such terms and conditions as may be finalized by the Board or any duly constituted committee of the Board.

RESOLVED FURTHER THAT for the purpose giving effect to the private placement of Unsecured/Secured Non-Convertible Debentures, the Board or any duly constituted committee of the Board, be and is hereby authorised to determine the terms of the issue, including the class of investors to whom the debentures are to be allotted, the number of Debentures to be allotted in each series/tranches, issue price, tenor, interest rate, Listing, creation of security, appointment of debenture trustee (s) and to do all other acts, deeds, documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of the Board, Director(s) and / or officer(s) of the Company.

RESOLVED FURTHER THAT the above resolution shall be valid for a period of one year from the date of passing the resolution.

By order of the Board  
FOR MRF LIMITED

Place : Chennai  
Date : 3<sup>rd</sup> February, 2017

RAVI MANNATH  
COMPANY SECRETARY

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors of the Company at its Meeting held on 3<sup>rd</sup> February, 2017, has approved the proposal to issue Non- Convertible Debentures for a sum not exceeding Rs. 500 Crores in one or more series/ tranches on a private placement basis, inter alia, to augment the long term finance for future capital expenditure on such terms and conditions as may be determined by the Board. The above issue of Rs. 500 Crores will be within the borrowing limits prescribed under Section 180 of the Companies Act, 2013.

As per the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the shareholders of the Company by way of a Special Resolution. The Special Resolution shall be valid for a period of one year from the date of passing of the resolution.

Approval of the shareholders is therefore sought for the proposed issue of Non- Convertible Debentures on a private placement basis, in one or more series/ tranches, during a period of one year from the date of passing of the resolution, within the overall borrowing limits of the Company and for authorising the Board to issue Non- Convertible Debentures, on the terms and conditions as may be deemed appropriate by it.

The Board recommends the resolution for approval of the shareholders of the Company as a Special Resolution through Postal Ballot.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in passing of the said Special Resolution.

By order of the Board  
FOR MRF LIMITED

Place : Chennai

Date : 3<sup>rd</sup> February, 2017

RAVI MANNATH  
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.

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

1. In case a Member receiving an e-mail from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open e-mail and open PDF file viz; "MRF LIMITED remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended that you take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "MRF Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [jandsca@gmail.com](mailto:jandsca@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **2. In case of members receiving Postal Ballot Form by post:**

- (i) Initial password is provided below the Postal Ballot Form. Please check in the Postal Ballot Form.
  - (ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xii) of item No. 1 above to cast vote.
3. In case of any queries, members may refer to the "Frequently Asked Questions (FAQs) for Members" and "e-voting user manual for Members" available at the "Download" section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following Telephone No: 1800-222-990.
4. If members are already registered with NSDL for remote e-voting, then they can use their existing user ID and password for casting the vote.
5. Members can also update their mobile number and e-mail id in the user profile details which may be used for sending communication(s) regarding NSDL e-voting system in future.



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## 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 the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 03<sup>rd</sup> February, 2017 by sending my/our assent or dissent to the said Resolution by placing tick(✓)mark at the appropriate box below:

Description	No. of shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution under Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies ( Prospectus and Allotment of Securities) Rules, 2014 for approval to issue Secured / Unsecured Redeemable Non Convertible debentures for an amount not exceeding Rs.500 Crores on a private placement basis.			

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 14<sup>th</sup> March,2017 (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) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other Form or photo copy of the form is permitted. 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) In case the shares are held by body corporates, trusts, etc., duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution/Authorisation together with the attested specimen signature of the Authorised signatories.
- (vii) Members are requested not to send any other paper (other than Board Resolution / Authorisation as mentioned in the Sl. No.(vi)above) along with the postal ballot form in the enclosed self-addressed business reply envelope addressed to the scrutinizer. If any extraneous paper is found in such envelope, it would be discarded by the scrutinizer.
- (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 the close of working hours (5.00 p.m) on 14<sup>th</sup> March,2017. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such member has not been received.**
- (x) Votes in a postal ballot cannot be exercised by a proxy.