MRF Limited, Regd. Office: 114, Greams Road, Chennai 600 006

E-mail: mrfshare@mrfmail.com; Tel.: 044-28292777; Fax: 91-44-28295087

CIN: L25111TN1960PLC004306; Website: www.mrftyres.com

071/SH/SE/AGM-2022/KGG/2 5<sup>th</sup> August,2022

National Stock Exchange of India Ltd Exchange Plaza 5<sup>th</sup> Floor Plot No.C/1G Block Bandra-Kurla complex Bandra(E) Mumbai 400 051

Bombay Stock Exchange Ltd Floor 24 P J Towers Dalal Street Mumbai 400 001

Dear Sir,

Results of the 61st Annual General Meeting held on 4th August, 2022

The 61<sup>st</sup> Annual General Meeting of the Members of the Company was held on Thursday, the 4<sup>th</sup> August, 2022 through Video Conferencing (VC) facility.

All the resolutions contained in the notice of the Annual General Meeting were passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure - I).

Further, the Scrutinizer's Report on the combined voting results is also attached herewith.

Please also find attached brief profile and other disclosures as required under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Messrs. Sastri & Shah, Chartered Accountants, Chennai, new joint statutory auditors of the Company (Annexure - II)

Kindly take the above on record.

Thanking you,

Yours faithfully, For MRF LIMITED

S DHANVANTH KUMAR COMPANY SECRETARY Annexure I

MRF LIMITED
AGM Voting Results
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM	04-08-2022 /
Total number of shareholders on record date	50954
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	77
Promoters and Promoter Group:	24
Public.	53 /

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Kesolution No. 1	Ordinary Resolution	Adoption of the audited and Auditors thereon a of the Auditors thereon	audited financial sta reon and the audite rereon	ted financial statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors I and the audited consolidated financial statements of the Company for the financial year ended 31st March,2022 and the Report on	or the financial yea atements of the Co	r ended 31st Marc mpany for the fina	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2022 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, 2022 and the Reports of the Auditors thereon	oth, 2022 and the Reports
Whether promoter/ promoter group are interested in the agenda/resolution?	roup are interested in the	Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in No. of Votes- favour against	No. of Votes- against	% of votes in favour on % of votes against on votes polled	% of votes against on votes polled
		Ξ	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		1162273	98.10	1162273	0 ,	100.00	00.00
	Poll	1104015	0	0.00	0 0	0	0.00	0.00
	Postal Ballot (if applicable)	7104017	0	00'0	0 0	0	00:0	00:00
The state of the s	Total		1162273	01:88	1162273	0	00.001	00.00
Public - Institutions	E-Voting		951701	98'22	948308	3393	99.64	0.36
	Poll	1000000	0	00'0	0	0	00'0	0.00
	Postal Ballot (if applicable)	0262221	0	00.0	0 0	0	00:0	0.00
	Total		951701	98.77	948308	3393	99.64	0.36
Public - Non Institutions	E-Voting		1028052	90'99	1027739	313	76.66	0.03
	Poll	1004000	0	00:0	0 0	0	00'0	0.00
	Postal Ballot (if applicable)	1034002	0	0.00	0 0	0	00.00	00:00
	Total	8	1028052	90'99	1027739	313	78.82	0.03
Total		4241143	3142028	74.08	3138320	3706	88.88	0.12



Resolution No. 2	Ordinary Resolution	Declaration of a	final dividend of Ks	Declaration of a final dividend of NS. 1447- (1440 %) per equity share of NS. 10 each of the Company for the littandary year ended 31st March, 2022				
Whether promoter/ promoter group are interested in the agenda/resolution?	i iroup are interested in the	Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes- against	% of votes in favour on % of votes against on votes polled	% of votes against on votes polled
*		[1]	[2]	[3]=([2]/[1])*100	[4]	[6]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		1162273				100:00	
	Poll	2707077	0	0.00	0		0.00	
	Postal Ballot (if applicable)	104013	0		0		0.00	0.00
	Total		1162273	98.10	1162273	18	0 100.00	
Public - Institutions	E-Voting		954860	78,12	954860		0 100.00	0.00
	Poll	1000000	0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)	070777	0	0.00	0		0.00	0.00
	Total		954860	78.12	954860		0 100.00	0.00
Public - Non Institutions	E-Voting		1028042	56.05	1028038		4 100.00	0.00
	Poll	1834002	0	0.00	0		0.00	0.00
	Postal Ballot (if applicable)	7001001	0	0.00	0		0.00	0.00
	Total		1028042	56.05	1028038		4 100.00	00'0
Total		4241143	3145175		3145171		4 100.00	00'0
Resolution No. 3	Ordinary Resolution	Re-appointment of		Mr. Rahul Mammen Mappillai (DIN: 03325290), as director of the Company. liable to retire by rotation	90), as director of	the Company. lia	ble to retire by rotation	
Whether promoter/ promoter group are interested in the agenda/resolution?	roup are interested in the	Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on  % of votes against on votes polled	% of votes against on votes polled
		(1)	[2]	[3]=([2]/[1])*100	[4]	[2]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		1157180	97.67	1157180		0 100.00	0.00
	Poll	1184815	0	0.00	0		00'0	0.00
	Postal Ballot (if applicable)	200	0	0.00	0		0.00	0.00
	Total		1157180	97.67	1157180		100.00	0.00
Public - Institutions	E-Voting		954539	78.09	809502	145037	7 84.81	15.19

15.19

99.98

145037

809502 1027985

954539

1222326

Poli Postal Ballot (if applicable) Total

E-Voting Poll

Public - Non Institutions

0.00 78.09 56.06 0.00 0.00 56.06

0.00

99.98

174

145211

1027985

3139878

4241143

1834002

Postal Ballot (if applicable) Total

Total

0.00

0.02

0.00

Whether promoter group are interested in the agendal resolution?  Category  Promoter and Promoter Group  Postal Ballot (if applicable applicable and Promoter Group)	iterested in the							
and Promoter Group		Not Applicable						
	Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on % of votes against on votes polled votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[9]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Poll Postal Ba			1162273	98.10	1162273		0 100.00	0.00
Postal Ba		1184815	0	00'0	0		00:00	0.00
	Postal Ballot (if applicable)	2000	0	00:00	0		0.00	0.00
Total			1162273	98.10	1162273		100:00	0.00
Public - Institutions E-Voting			954539	78.09	679038	275501	1 71.14	28.86
Poll		1999998	0	00'0	0		00:00	00.00
Postal Ba	Postal Ballot (if applicable)	030333	0	00'0	0		00:00	0.00
Total	7		954539	78.09	679038	275501	71.14	28.86
Public - Non Institutions E-Vating			1028156	56.06	1027987	169	86'66	0.02
Poll		1834002	0	0.00	0		00'0	0.00
Postal Ba	Postal Ballot (if applicable)	100000	0	0.00	0		00'0	0.00
Total			1028156	56.06	1027987	169	86'66	0.02
Total		4241143	3144968	74.15	2889298	275670	91.23	8.77

Resolution No. 5	Ordinary Resolution	Appointment of M period of 5 (Five) Annual General M	Aessrs. Sastri & Sh consecutive finance Meeting of the Com	Appointment of Messrs. Sastri & Shah, Chartered Accountants (Firm Regn No. 003643S) as Joint Statutory Auditor of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 61st Annual General Meeting of the Company until the conclusion of the 66th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration	Firm Regn No. 00: on of the 61st Ann. bard of Directors o	3643S) as Joint Sial General Meeting Ithe Company to	statutory Auditor of the Comi ing of the Company until the fix their remuneration	pany, to hold office for a conclusion of the 66th
Whether promoter/ promoter group are interested in the agenda/resolution?	roup are interested in the	Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on % of votes against on votes polled	% of votes against on votes polled
		Ξ	[2]	[3]=([2]/[1])*100	[4]	[2]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		1162273	98.10	1162273		0 100.00	00.00
	Poll	1104045	0	00:00	0		0.00	00:00
	Postal Ballot (if applicable)	200	0	0:00	0		0.00	00:00
	Total		1162273	98.10	1162273		0 100.00	00:00
Public - Institutions	E-Voting		954539	78.09	954539		0 100.00	00:00
	Poll	499999	0	00'0	0		0.00	00:00
	Postal Ballot (if applicable)	0267771	0	00'0	0		0.00	00:00
	Total		954539	78.09	954539		0 100.00	00:00
Public - Non Institutions	E-Voting		1028073	56.06	1028055	1	100.00	00:00
	Poll	1834002	0	00:00	0		0.00	00:0
	Postal Ballot (if applicable)	7001001	0	00'0	0		0.00	00:00
	Total		1028073	90'99	1028055		18 100.00	00:00
Total		4241143	3144885	74.15	3144867		18 100.00	0.00 0.00

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Resolution No. 6	Ordinary Resolution	Re-appointment of 04.08.2022		Mr. Samir Thariyan Mappillai (DIN: 07803982) as Whole-time Director of the Company, for a period of 5 years commencing from	2) as Whole-time	Director of the Co	ompany, for a period of 5 y	ears commencing from
Whether promoter/ promoter group are interested in the agenda/resolution?	roup are interested in the	Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on % of votes against on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		1162273	98.10	1162273	0	100.00	00:00
	Poll	1197016	0	0.00	0	0	00:00	00:00
	Postal Ballot (if applicable)	0	0	0.00	0	0	00:00	00:00
	Total		1162273	98.10	1162273	0	100.00	00:00
Public - Institutions	E-Voting		954539	4 78.09	593063	361476	5 62.13	37.87
	Poll	4000000	0	00'0	0	0	0.00	00'0
	Postal Ballot (if applicable)	0262221	0	00.00	0	0	00'0	00:0
	Total		954539	78.09	593063	361476	5 62.13	37.87
Public - Non Institutions	E-Voting		1028141	56.06	1027998	143	99.99	0.01
	Poll	1834000	0	0,00	0	0	0.00	00:00
	Postal Ballot (if applicable)	700100	0	00:00	0	0	00:0	00'0
	Total		1028141	56.06	1027998	143	99.99	10.0
Total		4241143	3144953	74.15	2783334	361619	98.50	11.50

Resolution No. 7	Ordinary Resolution	Re-appointment of 04.08.2022		men (DIN: 07804025) as V	Vhale - time Directo	or of the Company.	Mr. Varun Mammen (DIN: 07804025) as Whole - time Director of the Company, for a period of 5 years commencing from	mmencing from
Whether promoter/ promoter group are interested in the agenda/resolution?	roup are interested in the	Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in No. of Votes- favour against	No. of Votes- against	% of votes in favour on % of votes against on votes polled	% of votes against on votes polled
The state of the s		[1]	[2]	[3]=([2]/[1])*100	[4]	<u>[0</u>	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		1162273	98.10	0 1162273	2000	100.00	00'0
	Poll	1104016	0	00:0	0	0	00:00	00'0
	Postal Ballot (if applicable)	0.000	0	00:00	0	0	00:00	00:00
	Total		1162273	98.10	1162273		100:00	0.00
Public - Institutions	E-Voting		954539	78.09	9 593063	361476	5 62.13	37.87
	Poll	1999998	0	00:0	0 0	0	0.00	00:0
	Postal Ballot (if applicable)	0262221	0	0.00	0	0	0.00	00.00
	Total		954539	78.09	9 593063	361476	5 62.13	37.87
Public - Non Institutions	E-Voting		1028157	56.06	1028006	151	66'66	0.01
	Poll	4034000	0	0.00	0 0	0	00'0	00'0
	Postal Ballot (if applicable)	2004007	0	0.00	0 0	0	00'0	00'0
	Total		1028157	56.06	1028006	151	66'66	0.01
Total		4241143	3144969	74.15	5 2783342	361627	7 88.50	11.50

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Nesoundly No. o	Ordinary Resolution	Katilication of th	ie remuneration pay	Ratification of the remuneration payable to Mr. C. Govindan Kutty, Cost Auditor of the Company for the tinancial year ending 31st March, 2023	ity, cost Auditor of	the Company tor	the imancial year ending s	TSUMBICH, ZUZS
Whether promoter/ promoter group are interested in the agenda/resolution?	group are interested in the	Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes- against	% of votes in favour on % of votes against on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[6]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		1162273	98.10	1162273	0	100.00	0.00
	Poll	1184815	0	00'0	0	0	00'0	0.00
	Postal Ballot (if applicable)	Cloto	0	0.00	0	0	0.00	0.00
	Total		1162273	98,10	1162273	0	100.00	00:0
Public - Institutions	E-Voting		954539	78.09	948215	6324	99.34	0.66
	Poll	1222228	0	00:00	0	0	0.00	0.00
	Postal Ballot (if applicable)	1252220	0	0.00	0	0	0.00	00'0
	Total		954539	78,09	948215	6324	99.34	0.66
Public - Non Institutions	E-Voting		1028157	90'99	1028099	58	66.68	10.0
	Poll	1834002	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	7001001	0	00'0	0	0	00:00	0.00
	Total		1028157	56.06	1028099	85	88.88	0.01
Total		4241143	3144969	74.15	3138587	6382	99.80	0.20

There were no invalid votes cast in the Remote E-voting and E-voting at the AGM on the above Resolution Nos.1 to 8.

FOR MIRF LIMITED

# JAGANNATHAN & SARABESWARAN CHARTERED ACCOUNTANTS

# COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING AT THE AGM

To
The Chairman & Managing Director
MRF Limited
114, Greams Road
Chennai - 600 006

61st Annual General Meeting of the Equity Shareholders of MRF Limited held on at 11.00 a.m. on Thursday, the 4th August, 2022 through Video Conferencing (VC) facility

Dear Sir,

I, N C SARABESWARAN, (Membership No: 009861), Senior Partner, Messrs. Jagannathan & Sarabeswaran, Chartered Accountants have been appointed by the Board of Directors of MRF Limited as the Scrutiniser for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") for all the resolutions contained in the notice of the Annual General Meeting ("AGM") and scrutinizing the e-voting process conducted at the AGM for all the resolutions contained in the notice of the AGM.

### I submit my report as under:

- 1. In accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and General Circular dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021 and 5th May, 2022, issued by the Ministry of Corporate Affairs read with relevant circulars issued by the Securities and Exchange Board of India, from time to time, permits to hold AGM via Video Conferencing (VC) / Other Audio Visual Means (OAVM). The Notice convening the AGM was sent to the shareholders in respect of the resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the above mentioned circulars.
- The Company has appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform to the members of the Company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said meeting.

- The Company had also provided e-voting facility to those members who attended the AGM through VC facility and who had not cast their vote through remote e-voting earlier.
  - 28<sup>th</sup> July,2022 was fixed as the cut-off date for the purpose of determining the eligibility to participate in the said remote e-voting and e-voting at the AGM.
  - The remote e-voting facility commenced on 30<sup>th</sup> July,2022 (9.00 A.M.) and ended on 3<sup>rd</sup> August,2022(5.00 P.M).
  - 6. The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in compliance with Ministry of Corporate Affairs circular No.20/2020 dated 5<sup>th</sup> May,2020 were published in "Business Standard" in English language and in "Makkal Kural" in vernacular language both on 7<sup>th</sup> July,2022 and on 13<sup>th</sup> July,2022.
- The votes cast through e-voting were unblocked after the conclusion of e-voting at AGM held on 4<sup>th</sup> August,2022 in the presence of two witnesses not in the employment of the Company.

The result of remote e-Voting at the AGM together with that of the e-Voting is as under:-:-

# Resolution No.1

Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2022 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, 2022 and the Reports of the Auditors thereon - Ordinary Resolution

Votes in favour of the resolution	
Number of members	761
Number of votes cast by them	3138320
% of total number of valid votes cast	99.88
Votes against the resolution	
Number of members	7
Number of votes cast by them	3706
% of total number of valid votes cast	0.12
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed with requisite majority.

Declaration of a final dividend of Rs. 144/- (1440%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March,2022 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	762
Number of votes cast by them	3145171
% of total number of valid votes cast	100.00
Votes against the resolution	
Number of members	4
Number of votes cast by them	4
% of total number of valid votes cast	0.00
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

# Resolution No.3

Re-appointment of Mr. Rahul Mammen Mappillai (DIN: 03325290), as director of the Company, liable to retire by rotation - Ordinary Resolution

Votes in favour of the resolution	
Number of members	668
Number of votes cast by them	2994667
% of total number of valid votes cast	95.38
Votes against the resolution	and the second s
Number of members	104
Number of votes cast by them	145211
% of total number of valid votes cast	4.62
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the AGM is passed with requisite majority.



Re-appointment of Dr (Mrs) Cibi Mammen (DIN: 00287146) as director of the Company, liable to retire by rotation - Ordinary Resolution

Number of members	481
Number of votes cast by them	2869298
% of total number of valid votes cast	91.23
Votes against the resolution	
Number of members	287
Number of votes cast by them	275670
% of total number of valid votes cast	8.77
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the AGM is passed with requisite majority.

# Resolution No. 5

Appointment of Messrs. Sastri & Shah, Chartered Accountants (Firm Regn No. 003643S) as Joint Statutory Auditor of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 61st Annual General Meeting of the Company until the conclusion of the 66th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration - Ordinary Resolution

Votes in favour of the resolution	<u> </u>
Number of members	760
Number of votes cast by them	3144867
% of total number of valid votes cast	100.00
Votes against the resolution	
Number of members	8
Number of votes cast by them	18
% of total number of valid votes cast	0.00
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.5 as set out in the Notice of the AGM is passed with requisite majority.



Re-appointment of Mr. Samir Thariyan Mappillai (DIN: 07803982) as Whole-time Director of the Company, for a period of 5 years commencing from 04.08.2022 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	478
Number of votes cast by them	2783334
% of total number of valid votes cast	88.50
Votes against the resolution	
Number of members	289
Number of votes cast by them	361619
% of total number of valid votes cast	11.50
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.6 as set out in the Notice of the AGM is passed with requisite majority.

# Resolution No. 7

Re-appointment of Mr. Varun Mammen (DIN: 07804025) as Whole - time Director of the Company, for a period of 5 years commencing from 04.08.2022 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	474
Number of votes cast by them	2783342
% of total number of valid votes cast	88.50
Votes against the resolution	
Number of members	294
Number of votes cast by them	361627
% of total number of valid votes cast	11.50
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.7 as set out in the Notice of the AGM is passed with requisite majority.



Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March, 2023 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	752
Number of votes cast by them	3138587
% of total number of valid votes cast	99.80
Votes against the resolution	
Number of members	16
Number of votes cast by them	6382
% of total number of valid votes cast	0.20
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.8 as set out in the Notice of the AGM is passed with requisite majority.

Yours faithfully,
For JAGANNATHAN AND SARABESWARAN
Chartered Accountants
Firm Registration No: 001204S

N C SARABESWARAN M NO: 009861

Marahen

Cc to: COMPANY SECRETARY, MRF Limited

Dated: 05/08/2022

S DHANVANTH KUMAR COMPANY SECRETARY Chartered NA Accountants AA



MRF Limited, Regd. Office: 114, Greams Road, Chennal 600 006

E-mail: mrfshare@mrfmail.com; Tel.: 044-28292777; Fax: 91-44-28295087

CIN: L25111TN1960PLC004306; Website: www.mrftyres.com

Annexure - II

# Change in Statutory Auditors of the Company

Reason for change	The existing Joint Statutory Auditor, Messrs. Mahesh, Virender & Sriram, Chartered Accountants (Firm Regn. No. 001939S), Hyderabad have expressed their intention not to seek re-appointment as Joint Statutory Auditor of the Company on conclusion of the present term vide their letter dated 25 <sup>th</sup> April, 2022 addressed to the Audit Committee and to the Board of Directors of the Company. The Audit Committee and the Board of Directors at their meeting held on 10th May, 2022 took note of the above and accepted their request to retire on conclusion of the 61 <sup>st</sup> AGM of the Company.
	The Board of Directors of the Company at its meeting held on 10 <sup>th</sup> May,2022, on the basis of the recommendations of the Audit Committee, recommended for the approval of the Members, the appointment of Messrs. Sastri & Shah, Chartered Accountants (Firm Regn No: 003643S), Chennai as the Joint Statutory Auditor of the Company for a period of 5 (five) consecutive financial years from the conclusion of the 61st AGM till the conclusion of the 66th AGM on remuneration, terms and conditions as may be approved by the Board.
Date of appointment	4 <sup>th</sup> August,2022
Brief Profile	Messrs. Sastri & Shah, Chartered Accountants was formed in the year 1931. There are 6 partners in the firm having experience in corporate audits, direct and indirect taxation and internal audit. The firm specializes in conducting statutory audit, tax audit, GST audit, concurrent audit, compliance audit, HR audit, GST and Income Tax consulting and compliance etc. The firm has clientele in companies spread across several industries, Government companies including banking, hotels, plantation, travel and tourism etc. Messrs. Sastri & Shah, Chartered Accountants were earlier Joint statutory Auditors of the Company till August, 2017.
Disclosure of relationships between directors	Nil Market