



# MRF

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

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CIN : L25111TN1960PLC004306 Website: www.mrftyres.com

071/SH/SE/AGM/2024/KGG/7

02<sup>nd</sup> August, 2024

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
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Dear Sir,

**Results of the 63<sup>rd</sup> Annual General Meeting held on 01<sup>st</sup> August, 2024**

The 63<sup>rd</sup> Annual General Meeting of the Members of the Company was held on Thursday, the 01<sup>st</sup> August, 2024 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.

Kindly take the same on record.

Thanking you,

Yours faithfully

For MRF Limited

 S DHANVANTH KUMAR  
COMPANY SECRETARY

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

Annexure I

Date of the AGM	01/08/2024 ✓
Total number of shareholders on record date	52080 ✓
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	65 ✓
Promoters and Promoter Group:	18 ✓
Public:	47 ✓

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

Resolution No. 1	Ordinary Resolution ✓	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2024 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, 2024 and the Reports of the Auditors thereon. ✓							
Whether promoter/ promoter group are interested in the agenda/resolution?	No ✓								
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 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		1143175	97.05 ✓	1143175	0	100.00	0.00	
	Poll								
	Postal Ballot (if applicable)								
	Total	1177910	1143175	97.05 ✓	1143175	0	100.00 ✓	0.00	
Public - Institutions	E-Voting		1132287	88.52	1128290	3997	99.65	0.35	
	Poll								
	Postal Ballot (if applicable)								
	Total	1279089	1132287	88.52 ✓	1128290	3997	99.65 ✓	0.35 ✓	
Public - Non Institutions	E-Voting		1026520	57.54	1026515	5	100.00	0.00	
	Poll								
	Postal Ballot (if applicable)								
	Total	1784144	1026520	57.54 ✓	1026515	5 ✓	100.00 ✓	0.00 ✓	
<b>Total</b>		4241143	3301982	77.86 ✓	3297980	4002 ✓	99.88 ✓	0.12 ✓	



Resolution No. 2	Ordinary Resolution	Declaration of a final dividend of Rs. 194/- (1940%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March, 2024.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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 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		1143175	97.05	1143175	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177910	1143175	97.05	1143175	0	100.00	0.00
Public - Institutions	E-Voting		1134776	88.72	1128592	6184	99.46	0.54
	Poll							
	Postal Ballot (if applicable)							
	Total	1279089	1134776	88.72	1128592	6184	99.46	0.54
Public - Non Institutions	E-Voting		1026520	57.54	1026517	3	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1784144	1026520	57.54	1026517	3	100.00	0.00
<b>Total</b>		4241143	3304471	77.91	3298284	6187	99.81	0.19

Resolution No. 3	Ordinary Resolution	Re-appointment of Mr. Samir Thariyan Mappillai (DIN:07803982), as director of the Company, liable to retire by rotation.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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 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		1143175	97.05	1143175	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177910	1143175	97.05	1143175	0	100.00	0.00
Public - Institutions	E-Voting		1134430	88.69	1069536	64894	94.28	5.72
	Poll							
	Postal Ballot (if applicable)							
	Total	1279089	1134430	88.69	1069536	64894	94.28	5.72
Public - Non Institutions	E-Voting		1026519	57.54	1026473	46	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1784144	1026519	57.54	1026473	46	100.00	0.00
<b>Total</b>		4241143	3304124	77.91	3239184	64940	98.03	1.97



Resolution No. 4	Ordinary Resolution ✓	Re-appointment of Dr (Mrs) Cibi Mammen (DIN: 00287146), as director of the Company, liable to retire by rotation.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No ✓							
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 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		1143175	97.05	1143175	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177910	1143175	97.05	1143175	0	100.00	0.00
Public - Institutions	E-Voting		1134430	88.69	1070068	64362	94.33	5.67
	Poll							
	Postal Ballot (if applicable)							
	Total	1279089	1134430	88.69	1070068	64362	94.33	5.67
Public - Non Institutions	E-Voting		1026519	57.54	1026470	49	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1784144	1026519	57.54	1026470	49	100.00	0.00
<b>Total</b>		4241143	3304124	77.91	3239713	64411	98.05	1.95

Resolution No. 5	Ordinary Resolution ✓	Ratification of the remuneration payable to Mr. J. Karthikeyan of M/s. J. Karthikeyan & Associates, Cost Auditor of the Company for the financial year ending 31st March, 2025.						
Whether promoter/ promoter group are interested in the agenda/resolution?	No ✓							
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 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		1143175	97.05	1143175	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177910	1143175	97.05	1143175	0	100.00	0.00
Public - Institutions	E-Voting		1133857	88.65	1133857	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1279089	1133857	88.65	1133857	0	100.00	0.00
Public - Non Institutions	E-Voting		1026519	57.54	1026490	29	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1784144	1026519	57.54	1026490	29	100.00	0.00
<b>Total</b>		4241143	3303551	77.89	3303522	29	100.00	0.00



**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

**63<sup>rd</sup> Annual General Meeting of the Equity Shareholders of MRF Limited held on at 11.00 a.m. on Thursday, the 1<sup>st</sup> August,2024 through Video Conferencing (VC) facility**

Dear Sir,

I N S Vivek (Membership No. 206383) 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, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022 and 25<sup>th</sup> September, 2023 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.
2. 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.

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3. 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.
4. 25<sup>th</sup> July,2024 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.
5. The remote e-voting facility commenced on 27<sup>th</sup> July,2024 (9.00 A.M.) and ended on 31<sup>st</sup> July,2024 (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 5th May,2020 were published in "Business Standard" in English language and in "Makkal Kural" in vernacular language both on 5<sup>th</sup> July,2024 and on 9<sup>th</sup> July,2024.
7. The votes cast through e-voting were unblocked after the conclusion of e-voting at AGM held on 1<sup>st</sup> August,2024 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 31<sup>st</sup> March, 2024 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 31<sup>st</sup> March, 2024 and the Reports of the Auditors thereon - Ordinary Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	758
Number of votes cast by them	3297980
% of total number of valid votes cast	99.88
<b>Votes against the resolution</b>	
Number of members	9
Number of votes cast by them	4002
% of total number of valid votes cast	0.12
<b>Invalid Votes</b>	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.**




## Resolution No.2

**Declaration of a final dividend of Rs. 194/- (1940%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March, 2024 - Ordinary Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	752
Number of votes cast by them	3298284
% of total number of valid votes cast	99.81
<b>Votes against the resolution</b>	
Number of members	17
Number of votes cast by them	6187
% of total number of valid votes cast	0.19
<b>Invalid Votes</b>	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. Samir Thariyan Mappillai (DIN:07803982), as director of the Company, liable to retire by rotation - Ordinary Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	665
Number of votes cast by them	3239184
% of total number of valid votes cast	98.03
<b>Votes against the resolution</b>	
Number of members	111
Number of votes cast by them	64940
% of total number of valid votes cast	1.97
<b>Invalid Votes</b>	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.



#### Resolution No.4

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

<b>Votes in favour of the resolution</b>	
Number of members	662
Number of votes cast by them	3239713
% of total number of valid votes cast	98.05
<b>Votes against the resolution</b>	
Number of members	113
Number of votes cast by them	64411
% of total number of valid votes cast	1.95
<b>Invalid Votes</b>	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

Ratification of the remuneration payable to Mr. J. Karthikeyan of M/s. J. Karthikeyan & Associates, Cost Auditor of the Company for the financial year ending 31st March, 2025 - Ordinary Resolution

<b>Votes in favour of the resolution</b>	
Number of members	759
Number of votes cast by them	3303522
% of total number of valid votes cast	100.00
<b>Votes against the resolution</b>	
Number of members	7
Number of votes cast by them	29
% of total number of valid votes cast	0.00
<b>Invalid Votes</b>	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.



FOR JAGANNATHAN & SARABESWARAN  
CHARTERED ACCOUNTANTS  
FRN: 001204S



**CA N S VIVEK**  
MEMBERSHIP NO :206383  
UDIN : 24206383BKFDGD8818

Dated: 01/08/2024

Cc to: COMPANY SECRETARY, MRF Limited