



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/2025/KGG/8

8th August, 2025

National Stock Exchange of India Ltd Exchange Plaza 5 th 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 64th Annual General Meeting held on 7th August, 2025

The 64th Annual General Meeting of the Members of the Company was held on Thursday, the 7th August, 2025 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

Format for Voting Results

Annexure I

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM	07/08/2025
Total number of shareholders on record date	47815 ✓
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	63 ✓
Promoters and Promoter Group:	14 ✓
Public:	49 ✓

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, 2025 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, 2025 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	1178301	1140971	96.83	1140971	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1140971	96.83	1140971	0	100.00	0.00
Public - Institutions	E-Voting	1296149	1112909	85.86	1110349	2560	99.77	0.23
	Poll							
	Postal Ballot (if applicable)							
	Total		1112909	85.86	1110349	2560	99.77	0.23
Public - Non Institutions	E-Voting	1766693	1027194	58.14	1027190	4	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1027194	58.14	1027190	4	100.00	0.00
Total		4241143	3281074	77.36	3278510	2564	99.92	0.08



Resolution No. 2	Ordinary Resolution	Declaration of a final dividend of Rs. 229/- (2290%) per equity share of Rs. 10 each of the Company for the financial year ended 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	1178301	1140971	96.83	1140971	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1140971	96.83	1140971	0	100.00	0.00
Public - Institutions	E-Voting	1296149	1114981	86.02	1114126	855	99.92	0.08
	Poll							
	Postal Ballot (if applicable)							
	Total		1114981	86.02	1114126	855	99.92	0.08
Public - Non Institutions	E-Voting	1766693	1027194	58.14	1027190	4	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1027194	58.14	1027190	4	100.00	0.00
Total		4241143	3283146	77.41	3282287	859	99.97	0.03

Resolution No. 3	Ordinary Resolution	Re-appointment of Mr. Rahul Mammen Mappillai (DIN: 03325290), 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	1178301	1140971	96.83	1140971	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1140971	96.83	1140971	0	100.00	0.00
Public - Institutions	E-Voting	1296149	1114682	86.00	1096319	18363	98.35	1.65
	Poll							
	Postal Ballot (if applicable)							
	Total		1114682	86.00	1096319	18363	98.35	1.65
Public - Non Institutions	E-Voting	1766693	1027194	58.14	1027125	69	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		1027194	58.14	1027125	69	99.99	0.01
Total		4241143	3282847	77.40	3264415	18432	99.44	0.56



Resolution No. 4	Ordinary Resolution	Re-appointment of Mrs. Ambika Mammen (DIN: 00287074), 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	1178301	1140971	96.83	1140971	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1140971	96.83	1140971	0	100.00	0.00
Public - Institutions	E-Voting	1296149	1114682	86.00	1102175	12507	98.88	1.12
	Poll							
	Postal Ballot (if applicable)							
	Total		1114682	86.00	1102175	12507	98.88	1.12
Public - Non Institutions	E-Voting	1766693	1027194	58.14	1027126	68	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		1027194	58.14	1027126	68	99.99	0.01
Total		4241143	3282847	77.40	3270272	12575	99.62	0.38

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, 2026						
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	1178301	1140971	96.83	1140971	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1140971	96.83	1140971	0	100.00	0.00
Public - Institutions	E-Voting	1296149	1114175	85.96	1114175	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1114175	85.96	1114175	0	100.00	0.00
Public - Non Institutions	E-Voting	1766693	1027193	58.14	1027081	112	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		1027193	58.14	1027081	112	99.99	0.01
Total		4241143	3282339	77.39	3282227	112	100.00	0.00



Resolution No. 6	Ordinary Resolution	Appointment of M/s. Elangovan & Associates, Practising Company Secretaries as Secretarial Auditors of the Company for a term of 5 (five) consecutive years from 01st April, 2025 to 31st March, 2030 ✓						
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	1178301	1140971	96.83	1140971	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1140971	96.83	1140971	0	100.00	0.00
Public - Institutions	E-Voting	1296149	1114606	85.99	1107278	7328	99.34	0.66
	Poll							
	Postal Ballot (if applicable)							
	Total		1114606	85.99	1107278	7328	99.34	0.66
Public - Non Institutions	E-Voting	1766693	1027193	58.14	1027179	14	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1027193	58.14	1027179	14	100.00	0.00
Total		4241143	3282770	77.40	3275428	7342	99.78	0.22

There were no invalid votes cast in the Remote E-voting at the AGM on the above Resolution No.1 to 6 ✓



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

64th Annual General Meeting of the Equity Shareholders of MRF Limited held on Thursday, the 7th August, 2025 at 11.a.m through Video Conferencing (VC) facility

Dear Sir,

I, Vivek NS (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, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 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.





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. 31st July, 2025 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 2nd August, 2025 (9.00 A.M.) and ended on 6th August, 2025 (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 10th July, 2025 and on 16th July, 2025.
7. The votes cast through e-voting were unblocked after the conclusion of e-voting at AGM held on 7th August, 2025 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, 2025 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, 2025 and the Reports of the Auditors thereon - Ordinary Resolution

Votes in favour of the resolution	
Number of members	814
Number of votes cast by them	3278510
% of total number of valid votes cast	99.92
Votes against the resolution	
Number of members	10
Number of votes cast by them	2564
% of total number of valid votes cast	0.08
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.

[Handwritten signature]



Resolution No.2

Declaration of a final dividend of Rs. 229/- (2290%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March, 2025 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	816
Number of votes cast by them	3282287
% of total number of valid votes cast	99.97
Votes against the resolution	
Number of members	10
Number of votes cast by them	859
% of total number of valid votes cast	0.03
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

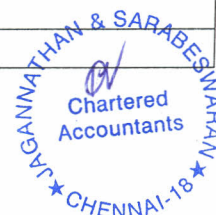
Votes in favour of the resolution	
Number of members	786
Number of votes cast by them	3264415
% of total number of valid votes cast	99.44
Votes against the resolution	
Number of members	47
Number of votes cast by them	18432
% of total number of valid votes cast	0.56
Invalid Votes	NIL

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.

Resolution No.4

Re-appointment of Mrs. Ambika Mammen (DIN: 00287074), as director of the Company, liable to retire by rotation - Ordinary Resolution

Votes in favour of the resolution	
Number of members	779
Number of votes cast by them	3270272
% of total number of valid votes cast	99.62



Votes against the resolution	
Number of members	55
Number of votes cast by them	12575
% of total number of valid votes cast	0.38
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

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, 2026 - Ordinary Resolution

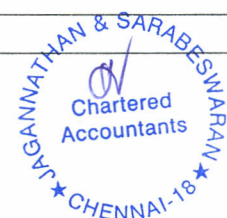
Votes in favour of the resolution	
Number of members	815
Number of votes cast by them	3282227
% of total number of valid votes cast	100.00
Votes against the resolution	
Number of members	8
Number of votes cast by them	112
% of total number of valid votes cast	0.00
Invalid Votes	NIL

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.

Resolution No. 6

Appointment of M/s. Elangovan & Associates, Practising Company Secretaries as Secretarial Auditors of the Company for a term of 5 (five) consecutive years from 01st April, 2025 to 31st March, 2030.

Votes in favour of the resolution	
Number of members	787
Number of votes cast by them	3275428
% of total number of valid votes cast	99.78
Votes against the resolution	
Number of members	35
Number of votes cast by them	7342
% of total number of valid votes cast	0.22
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.

FOR JAGANNATHAN & SARABESWARAN
CHARTERED ACCOUNTANTS
FRN: 001204S



CA VIVEK N S
PARTNER
MEMBERSHIP NO :206383

UDIN : 25206383BMUNTQ7052

Dated: 08/08/2025
Place: Chennai

Cc to: COMPANY SECRETARY, MRF Limited

