



MRF

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071/SH/SE/AGM-2022/KGG/1

4th August, 2022

National Stock Exchange of India Ltd
Exchange Plaza 5th 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,

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 61st Annual General Meeting of the Members of the Company was held at 11.00 a.m. on Thursday, the 4th August, 2022 through Video Conferencing (VC) facility in compliance with all applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Ministry of Corporate Affairs General Circular dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022 and relevant circulars issued by the Securities and Exchange Board of India, from time to time. Chairman addressed the members. On conclusion of the address, Chairman invited the members who had registered to speak. After these shareholders spoke, Chairman gave his replies on questions.

The following items of business as set out in the Notice convening the Annual General Meeting have been transacted at the said Meeting:

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.
2. 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.
3. Re-appointment of Mr. Rahul Mammen Mappillai (DIN: 03325290), as director of the Company, liable to retire by rotation.



4. Re-appointment of Dr (Mrs) Cibi Mammen (DIN: 00287146) as director of the Company, liable to retire by rotation.
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.
6. 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.
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.
8. Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March,2023.

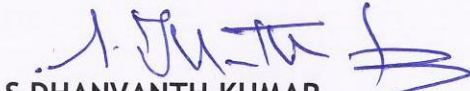
In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided members the facility to cast vote electronically from 30th July,2022 (9.00 A.M.) to 3rd August,2022 (5.00 P.M). The Members present at the meeting, who had not done remote e-Voting, were allowed to cast their votes using e-Voting platform of National Securities Depository Ltd. Mr. N C Sarabeswaran (Membership No: 009861) Senior Partner, Messrs. Jagannathan & Sarabeswaran, Chartered Accountants had been appointed as Scrutinizer for e-voting process.

The Chairman informed members that the detailed Voting Results of the Annual General Meeting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted to the Stock Exchanges within the prescribed time limit and also posted on the Company's Website.

Kindly take the above on record.

Thanking you,

Yours faithfully,
For MRF LIMITED


S DHANVANTH KUMAR
COMPANY SECRETARY