

**MRF LIMITED**

CIN:L25111TN1960PLC004306

Registered Office : No. 114, Greams Road, Chennai 600 006

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NOTICE OF POSTAL BALLOT

To

The Members of MRF Limited,

Notice is hereby given pursuant to provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

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

The Board vide its Resolution passed on 9th August, 2021 appointed Mr. N C Sarabeswaran (Membership No: 009861) Senior Partner, Messrs. Jagannathan & Sarabeswaran, Chartered Accountants, as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

In compliance with the MCA Circulars, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their votes electronically. **The voting period will commence on Thursday, 9th September, 2021 at 9.00 a.m. and end on Friday, 8th October, 2021 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.**

SPECIAL BUSINESS**Resolution 1:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Approval to continue payment of remuneration as per terms currently in force to Mr. K M Mammen, in his capacity as Managing Director of the Company in terms of Regulation 17(6)(e)(i) of Listing Regulations, 2015

RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), and the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and the Rules made thereunder and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded to continue with payment of remuneration as per terms and conditions approved by the Shareholders on 5th January 2019 by Postal Ballot, to Mr. K M Mammen (DIN:00020202) in his capacity as Managing Director, notwithstanding the fact that the annual remuneration payable to Mr. K M Mammen may exceed 2.5% of the net profit of the Company as prescribed in Regulation 17(6)(e)(i) of the Listing Regulations, for the financial years ending 31st March 2022 and 31st March, 2023, subject however to the maximum overall ceilings prescribed under Section 197 of the Companies Act, 2013.

Resolution 2:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Approval to continue payment of remuneration as per terms currently in force to Mr. Arun Mammen, in his capacity as Managing Director of the Company in terms of Regulation 17(6)(e)(i) of Listing Regulations, 2015

RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), and the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and the Rules made thereunder and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded to continue with payment of remuneration as per terms and conditions approved by the Shareholders at the Annual General Meeting held on 9th August, 2018, to Mr. Arun Mammen (DIN: 00018558) in his capacity as Managing Director, notwithstanding the fact that the annual remuneration payable to Mr. Arun Mammen may exceed 2.5% of the net profit of the Company as prescribed in Regulation 17(6)(e)(i) of the Listing Regulations, for the financial years ending 31st March 2022 and 31st March, 2023, subject however to the maximum overall ceilings prescribed under Section 197 of the Companies Act, 2013.

Resolution 3:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Approval to continue payment of remuneration as per terms currently in force to Mr Rahul Mammen Mappillai, in his capacity as Managing Director of the Company in terms of Regulation 17(6)(e)(i) of Listing Regulations, 2015

RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), and the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and the Rules made thereunder and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded to continue with payment of remuneration as per terms and conditions approved by the Shareholders at the Annual General Meeting held on 4th August, 2017, to Mr Rahul Mammen Mappillai, (DIN : 03325290) in his capacity as Managing Director, notwithstanding the fact that the annual remuneration payable to Mr Rahul Mammen Mappillai may exceed 2.5% of the net profit of the Company as prescribed in Regulation 17(6)(e)(i) of the Listing Regulations, for the financial years ending 31st March 2022 and 31st March 2023, subject however to the maximum overall ceilings prescribed under Section 197 of the Companies Act, 2013.

Resolution 4:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Approval to continue payment of Remuneration as per terms currently in force to the Managing Directors/Whole-time Directors of the Company in terms of Regulation 17(6)(e)(ii) of Listing Regulations, 2015

RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), and the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and the Rules made thereunder and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded to continue with payment of remuneration as per terms and conditions approved by the Shareholders on 5th January 2019 to Mr. K M Mammen (DIN:00020202), 9th August, 2018 to Mr Arun Mammen (DIN:00018558), and on 4th August, 2017 to Mr Rahul Mammen Mappillai (DIN:03325290), Mr Samir Thariyan Mappillai (DIN:07803982) and Mr Varun Mammen (DIN:07804025) in their capacity as Managing Director(s) / Whole-time Director(s) of the Company, notwithstanding the fact that the annual remuneration payable in aggregate to all of them may exceed the limit of 5% of net profit of the company as prescribed in Regulation 17(6)(e)(ii) of the Listing Regulations, for the financial years ending 31st March 2022 and 31st March, 2023, subject however to the maximum overall ceilings prescribed under Section 197 of the Companies Act, 2013.

By Order of the Board

Place : Chennai
Date : 9th August, 2021

S DHANVANTH KUMAR
Company Secretary

EXPLANATORY STATEMENT

Resolution No: 1

Mr. K M Mammen was re-appointed as the Managing Director of the Company by a Special Resolution of shareholders passed on 5th January 2019 through Postal Ballot, for a period of 5 years commencing from 8th February 2019. The terms of remuneration, as approved by the above resolution are summarised below:

- a. Monthly Salary Rs.31,31,250/- (with an annual increment of Rs.1,00,000/-).
- b. Furnished Residential Accommodation.
- c. Perquisites and allowances restricted to two times his annual salary.
- d. Commission at 1% of net profits, computed in the manner mentioned in Section 198 of the Companies Act, 2013, subject to a ceiling of 36 months' salary.
- e. Other benefits like contribution to provident and superannuation funds, gratuity, annual leave with pay / leave encashment, reimbursement of medical expenses, provision of car, medical / personal accident / travel insurance, Club fees, Telephone etc.

Based on the above, the remuneration of Mr. K M Mammen as applicable during the financial year 2021-2022, comprises of salary of Rs. 33,31,250/- per month apart from residential accommodation, perquisites, allowances, commission and other benefits as mentioned above.

As per Regulation 17(6)(e)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which is effective from 1st April 2019, the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution if the annual remuneration payable to such executive director exceeds Rs.5 Crores or 2.5% of the net profits of the Company, whichever is higher. Considering the huge challenges posed by the COVID-19 pandemic which has ushered in a period of uncertainty in demand conditions, restriction on production because of lockdowns, availability and volatility in raw material prices, the remuneration of Mr. K M Mammen, in his capacity as Managing Director of the Company, may exceed 2.5% of the net profit of the Company, being the higher of the limits prescribed in Regulation 17(6)(e)(i).

In view of the above, the Board on the recommendation of the Nomination and Remuneration Committee, taking into consideration, the valuable contribution of Mr. K M Mammen to steer the Company in these challenging times, have approved continuation of payment of remuneration to Mr. K M Mammen as per existing terms and conditions already in force, pursuant to the approval of

members accorded by Special Resolution passed by Postal Ballot on 5th January 2019 notwithstanding the same exceeding the limits prescribed in Regulation 17(6)(e)(i) as mentioned above, for the financial years ending 31st March 2022 and 31st March 2023.

The total remuneration paid to Mr. K M Mammen would not exceed the ceilings prescribed under Section 197 of the Companies Act 2013 which prescribes a limit of 5% of net profit computed as per Section 198 of the Companies Act 2013 for one Managing Director / Whole-time Director and 10% of net profit for all the Managing Directors / Whole-time Directors in aggregate.

Brief Profile and other particulars of Mr. K M Mammen

Mr. K M Mammen, aged about 72 years is on the Board of the Company since 20.02.1981. Mr. K M Mammen is a graduate from the Madras Christian College, Chennai. After graduation, he went to USA for training with MRF's erstwhile collaborators viz., The Mansfield Tire & Rubber Co. He joined the Board in 1981 and was later appointed as Whole-time Director of the Company and subsequently became its Managing Director in 1986 and Chairman & Managing Director in 2003.

Mr. K M Mammen holds directorships in MRF Corp Ltd, MRF International Limited, Stable Investments and Finance Co. Ltd, Badra Estates and Industries Ltd, MRF SG PTE. LIMITED and Madras Christian College. He is associated with several Chambers of Commerce and is a sponsor and promoter of sports. His personal attention resulted in the success of MRF Pace Foundation which imparts training in fast bowling, not only to Indian bowlers but also to players of other cricket playing countries. He has taken keen interest in motor racing and rallies in which he has carved out a place for India on the world map. Mr K M Mammen is also a past Chairman of Automotive Tyre Manufacturers' Association (ATMA).

Mr. K M Mammen is the President of Madras Christian College Alumni Association. He was a member, executive committee of FICCI. He held the Chairmanship of the CII National Committee on sports and was a member in the CII National Council.

Mr. K M Mammen holds 16048 shares of the Company. Other than MRF Ltd, he is not a member / chairman of any committee of the Board in which he is a Director. During the financial year 2020-2021, Mr. K M Mammen has attended all the 4 board meetings and during the current financial year, he has attended the two board meetings held till date.

Interest of Directors

Mr. K M Mammen and his spouse Mrs Ambika Mammen, Mr. Arun Mammen, (Brother), Mr. Rahul Mammen Mappillai, (Son) and Mr. Samir Thariyan Mappillai, (Son) and their relatives may be deemed to be concerned or interested in the above resolution.

None of the other Directors and key managerial personnel are related to Mr. K M Mammen as envisaged under the Companies Act, 2013. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Accordingly, approval of the Shareholders by way of Special Resolution is sought for the above proposal.

The Board recommends the Special Resolution as set out in Resolution no. 1 of this notice for the approval of the Shareholders.

Resolution No: 2

Mr. Arun Mammen was re-appointed as the Managing Director of the Company by an Ordinary Resolution of shareholders passed at the Annual General Meeting held on 9th August, 2018 for a period of 5 years commencing from 1st April, 2018. The terms of remuneration, as approved by the above resolution are summarised below:

- a. Monthly Salary Rs.29,00,750/- (with an annual increment of Rs.1,00,000/-).
- b. Furnished Residential Accommodation.
- c. Perquisites and allowances restricted to two times his annual salary.
- d. Commission at 1% of net profits, computed in the manner mentioned in Section 198 of the Companies Act, 2013, subject to a ceiling of 36 months' salary.
- e. Other benefits like contribution to provident and superannuation funds, gratuity, annual leave with pay / leave encashment, reimbursement of medical expenses, provision of car, medical / personal accident / travel insurance, Club fees, Telephone etc.

Based on the above, the remuneration of Mr. Arun Mammen as applicable during the financial year 2021-2022, comprises of salary of Rs. 31,00,750/- per month apart from residential accommodation, perquisites, allowances, commission and other benefits as mentioned above.

As per Regulation 17(6)(e)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which is effective from 1st April 2019, the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution, if the annual remuneration payable to such executive director exceeds Rs.5 Crores or 2.5% of the net profits of the Company whichever is higher. Considering the huge challenges posed by the COVID-19 pandemic which has ushered in a period of uncertainty in demand conditions, restriction on production because of lockdowns, availability and volatility in raw material prices, the remuneration of Mr. Arun Mammen in his capacity as Managing Director of the Company may exceed 2.5% of the net profit of the Company, being the higher of the limits prescribed in Regulation 17(6)(e)(i).

In view of the above, the Board on the recommendation of the Nomination and Remuneration Committee, taking into consideration the valuable contribution of Mr. Arun Mammen to steer the Company in these challenging times, have approved continuation of payment of remuneration to Mr. Arun Mammen as per terms and conditions, in force, pursuant to the approval of members accorded by Ordinary Resolution passed by shareholders at the Annual General Meeting held on 9th August, 2018 notwithstanding the same exceeding the limits prescribed in Regulation 17(6)(e)(i) as mentioned above, for the financial years ending 31st March 2022 and 31st March 2023.

The total remuneration paid to Mr. Arun Mammen would not exceed the ceilings prescribed under Section 197 of the Companies Act 2013 which prescribes a limit of 5% of net profit computed as per Section 198 of the Companies Act 2013 for one Managing Director / Whole-time Director and 10% of net profit for all the Managing Directors / Whole-time Directors in aggregate.

Brief Profile and other particulars of Mr Arun Mammen

Mr Arun Mammen aged about 56 years is on the Board of the Company since 29.03.1990. He is a graduate from the Madras Christian College. After graduation, he went to USA and obtained his Master's Degree in Business Administration (MBA) from the Ashland University. During his stay in USA, he underwent training from M/s. B F Goodrich Tire & Co., and Uniroyal Goodrich Tire & Co., who were the leading manufacturers in the world. He became the Whole-time Director of the Company in the year 1990 and subsequently became its Managing Director in 2004 and Vice Chairman and Managing Director in 2017. Mr. Arun Mammen has great passion towards cricket and motorsports.

Apart from MRF, Mr. Arun Mammen also holds directorship in other Companies, including Funskool (India) Limited, leading toy Company in India offering wide range of brands, MRF Corp Limited, manufacturers of speciality coating and polyurethane finishes, finding use in decorative and industrial applications, MRF International Limited, M.M. Housing Private Limited, MRF Lanka Pvt Limited, Chennai Willingdon Corporate Foundation and MRF SG PTE. LTD, Singapore.

Mr. Arun Mammen holds 27560 shares of the Company. He is the Chairman of Audit Committee of Funskool (India) Limited. During the financial year 2020-2021, Mr. Arun Mammen has attended all the 4 board meetings and during the current financial year, he has attended the two board meetings held till date.

Interest of Directors

Mr. Arun Mammen and his spouse Dr.(Mrs) Cibi Mammen and Mr. K M Mammen, (Brother) and their relatives may be deemed to be concerned or interested in the above resolution.

None of the other Directors and key managerial personnel are related to Mr. Arun Mammen as envisaged under the Companies Act, 2013. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Accordingly, approval of the Shareholders by way of Special Resolution is sought for the above proposal.

The Board recommends the Special Resolution as set out in Resolution no. 2 of this notice for the approval of the Shareholders.

Resolution No: 3

Mr Rahul Mammen Mappillai was appointed as the Managing Director of the Company by an Ordinary Resolution of shareholders passed at the Annual General Meeting held on 4th August, 2017 for a period of 5 years commencing from 4th May,2017. The terms of remuneration, as approved by the above resolution are summarised below:

- a. Monthly Salary Rs.24,21,400/- (with an annual increment of Rs.1,00,000/-).
- b. Furnished Residential Accommodation.
- c. Perquisites and allowances restricted to two times his annual salary.
- d. Commission at 1% of net profits, computed in the manner mentioned in Section 198 of the Companies Act, 2013, subject to a ceiling of 36 months' salary.
- e. Other benefits like contribution to provident and superannuation funds, gratuity, annual leave with pay / leave encashment, reimbursement of medical expenses, provision of car, medical / personal accident / travel insurance, Club fees, Telephone etc.

Based on the above, the remuneration of Mr Rahul Mammen Mappillai as applicable during the financial year 2021-2022, comprises of salary of Rs. 27,21,400/- per month apart from residential accommodation, perquisites, allowances, commission and other benefits as mentioned above.

As per Regulation 17(6)(e)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which is effective from 1st April 2019, the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution, if the annual remuneration payable to such executive director exceeds Rs.5 Crores or 2.5% of the net profit of the Company whichever is higher. Considering the huge challenges posed by the COVID-19 pandemic which has ushered in a period of uncertainty in demand conditions, restriction on production because of lockdowns, availability and volatility in raw material prices, the remuneration of Mr Rahul Mammen Mappillai in his capacity as Managing Director of the Company may exceed 2.5% of the net profit of the Company, being the higher of the limits prescribed in Regulation 17(6)(e)(i).

In view of the above, the Board on the recommendation of the Nomination and Remuneration Committee, taking into consideration the valuable contribution of Mr. Rahul Mammen Mappillai to steer the Company in these challenging times, have approved continuation of payment of remuneration to Mr Rahul Mammen Mappillai as per terms and conditions, in force, pursuant to the approval of members accorded by Ordinary Resolution passed by shareholders at the Annual General Meeting held on 4th August, 2017 notwithstanding the same exceeding the limits prescribed in Regulation 17(6)(e)(i) as mentioned above, for the financial years ending 31st March 2022 and 31st March,2023.

The total remuneration paid to Mr Rahul Mammen Mappillai would not exceed the ceilings prescribed under Section 197 of the Companies Act 2013 which prescribes a limit of 5% of net profit computed as per Section 198 of the Companies Act 2013 for one Managing Director / Whole-time Director and 10% of net profit for all the Managing Directors / Whole-time Directors in aggregate.

Brief Profile and other particulars of Mr Rahul Mammen Mappillai

Mr Rahul Mammen Mappillai aged about 43 years, is on the Board of the Company since 25.11.2010. He holds a B.A. (Hons.) Economics degree from St Stephen's College, Delhi and a Masters degree in Business Administration (MBA) from the University of Michigan Ross School of Business, Ann Arbor, USA. He joined the Company as Corporate Manager- Planning and Development in 2003 and rose to the position of Vice President - Planning and Development. In 2010, he was appointed as Whole- time Director and in 2017 he was appointed as Managing Director of the Company.

Mr Rahul Mammen Mappillai holds directorships in MRF SG PTE. LIMITED, Singapore and Chennai International Centre. He has varied experience in all major departments such as Corporate Planning, Manufacturing, Finance, Logistics, Research and Development and Engineering.

Mr Rahul Mammen Mappillai holds 4538 shares of the Company. He is not a member/chairman of any committee of the Board in which he is a Director other than MRF Ltd.

During the financial year 2020-2021, Mr Rahul Mammen Mappillai has attended all the 4 board meetings and during the current financial year, he has attended the two board meetings held till date.

Interest of Directors

Mr Rahul Mammen Mappillai, Mr K M Mammen, (Father), Mrs. Ambika Mammen, (Mother) and Mr Samir Thariyan Mappillai, (Brother) and their relatives may be deemed to be concerned or interested in the above resolution.

None of the other Directors and key managerial personnel are related to Mr Rahul Mammen Mappillai as envisaged under the Companies Act, 2013. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Accordingly, approval of the Shareholders by way of Special Resolution is sought for the above proposal.

The Board recommends the Special Resolution as set out in Resolution no. 3 of this notice for the approval of the Shareholders.

Resolution No: 4

Mr. K M Mammen, Mr Arun Mammen, Mr Rahul Mammen Mappillai, Mr Samir Thariyan Mappillai and Mr Varun Mammen were re-appointed/appointed as the Managing Directors/ Whole-time Directors of the Company by resolutions of shareholders passed on 5th January 2019, 9th August, 2018 and 4th August, 2017 for a period of 5 years. The terms of remuneration, as approved by the above resolutions in respect of Mr. K M Mammen, Mr Arun Mammen and Mr Rahul Mammen Mappillai are given in the Explanatory Statement pertaining to Resolutions 1, 2 and 3 of the Notice.

The terms of remuneration of Mr. Samir Thariyan Mappillai, Whole-time Director and Mr. Varun Mammen, Whole-time Director as approved by the above mentioned resolutions are summarised below:

- a. Monthly Salary Rs.3,00,000/- (with an annual increment of Rs.1,00,000/-).
- b. Furnished Residential Accommodation.
- c. Perquisites and allowances restricted to two times his annual salary.
- d. Commission at 1% of net profits, computed in the manner mentioned in Section 198 of the Companies Act, 2013, subject to a ceiling of 36 months' salary.
- e. Other benefits like contribution to provident and superannuation funds, gratuity, annual leave with pay / leave encashment, reimbursement of medical expenses, provision of car, medical / personal accident / travel insurance, Club fees, Telephone etc.

Based on the above, the remuneration of Mr. Samir Thariyan Mappillai and Mr. Varun Mammen as applicable during the financial year 2021-2022, comprises of salary of Rs. 6,00,000/- per month apart from residential accommodation, perquisites, allowances, commission and other benefits as mentioned above.

As per Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which is effective from 1st April 2019, the remuneration payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by way of a Special Resolution, if the aggregate annual remuneration to all such promoter executive directors exceeds 5% of the net profits of the Company computed as per Section 198 of the Companies Act, 2013. Considering the huge challenges posed by the COVID-19 pandemic which has ushered in a period of uncertainty in demand conditions, restriction on production because of lockdowns, availability and volatility in raw material prices, the aggregate remuneration payable to Mr. K M Mammen, Mr Arun Mammen, Mr Rahul Mammen Mappillai, Mr Samir Thariyan Mappillai and Mr Varun Mammen may exceed the aggregate limit of 5% of the net profits prescribed in Regulation 17(6)(e)(ii) as mentioned above.

In view of the above, the Board on the recommendation of the Nomination and Remuneration Committee, taking into consideration the valuable contribution being made by the Managing Directors / Whole-time Directors to steer the Company in these challenging times, have approved continuation of payment of remuneration to all the above Managing Directors/Whole-time Directors as per existing terms and conditions already in force, pursuant to the approval of members accorded by the respective Shareholders' Resolutions appointing/reappointing them, notwithstanding the same exceeding the aggregate limit of 5% of net profit prescribed in Regulation 17(6)(e)(ii) which is mentioned above, for the financial year ending 31st March, 2022 and 31st March, 2023.

The total remuneration paid to all the Managing Directors/Whole-time Directors would not exceed the ceiling of 10% of net profits as prescribed under Section 197 of the Companies Act 2013.

Brief Profile and other particulars of the Managing Directors/Whole-time Directors

The brief profile and other particulars of Mr. K M Mammen, Mr Arun Mammen and Mr Rahul Mammen Mappillai are given in the Explanatory Statement pertaining to Resolutions 1,2 and 3. The brief profile and other particulars of Mr Samir Thariyan Mappillai and Mr Varun Mammen are given below:

Brief Profile and other particulars of Mr Samir Thariyan Mappillai

Mr Samir Thariyan Mappillai aged about 39 years, is on the Board of the Company since 4th August, 2017. Mr Samir Thariyan Mappillai has completed his B.A., Economics from St. Stephen's College, Delhi and M.A.,(Economics) from the University of Madras. Thereafter, he did his Masters Degree in Business Administration (M.B.A.), from Kellogg School of Management, North-Western University, Illinois, USA. Mr Samir Thariyan Mappillai joined the Company as Corporate Manager in the Marketing

department in 2010 and was later promoted as Deputy General Manager – Marketing in 2011 and General Manager – Marketing in 2014 in the Company. He has varied experience in all major functions in marketing and product development. In 2017, he was appointed as Whole- time Director of the Company.

Mr Samir Thariyan Mappillai is not holding any Directorship in other Companies.

Mr Samir Thariyan Mappillai holds 4470 shares of the Company. He is not a member / chairmen of any committee of the Board in which he is a Director. During the financial year 2020-2021, Mr Samir Thariyan Mappillai has attended all the 4 board meetings and during the current financial year, he has attended the two board meetings held till date.

Brief Profile and other particulars of Mr. Varun Mammen

Mr. Varun Mammen aged about 39 years is on the Board of the Company from 4th August, 2017. He is a graduate in Chemical Engineering from the University of Madras, Chennai. He holds a Masters degree (MSc) in Polymer Materials Science and Engineering from The University of Manchester, UK. He has also obtained a Masters degree in Business Administration (MBA) from The Wharton School, University of Pennsylvania, USA. He joined the Company as Deputy General Manager in the Manufacturing Division in 2011 and was later promoted as General Manager-Manufacturing in the Company. He has undertaken many projects with in Manufacturing to make improvements to the existing processes, resulting in greater efficiency, smoother operations and significant cost savings across all factories. In 2017, he was appointed as Whole-time Director of the Company.

Mr. Varun Mammen is not holding any Directorship in other Companies.

Mr Varun Mammen holds 8706 shares of the Company. He is not a member / chairmen of any committee of the Board in which he is a Director. During the financial year 2020-2021, Mr Varun Mammen has attended all the 4 board meetings and during the current financial year, he has attended the two board meetings held till date.

Interest of Directors

Mr. K M Mammen, Mr. Arun Mammen, Mr. Rahul Mammen Mappillai, Mr. Samir Thariyan Mappillai, Mr. Varun Mammen, Mrs Ambika Mammen, (spouse of Mr. K M Mammen) and Dr. (Mrs.) Cibi Mammen, (spouse of Mr. Arun Mammen) and their relatives may be deemed to be concerned or interested in the above resolution.

None of the other Directors and key managerial personnel are related to the Managing Directors/ Whole-time Directors as envisaged under the Companies Act, 2013. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Accordingly, approval of the Shareholders by way of Special Resolution is sought for the above proposal.

The Board recommends the Special Resolution as set out in Resolution no. 4 of this notice for the approval of the Shareholders.

By Order of the Board

Place : Chennai

Date : 9th August,2021

S DHANVANTH KUMAR
Company Secretary

NOTES:

1. The explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015,pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the notice of the postal ballot for your consideration.
2. The Board vide its Resolution passed on 9th August,2021 appointed Mr. N C Sarabeswaran (Membership No: 009861) Senior Partner, Messrs. Jagannathan & Sarabeswaran, Chartered Accountants,as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice along with instructions regarding E-Voting is being sent only by electronic mode to e-mail IDs registered with the Company / Depositories whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Ltd., (NSDL) / Central Depository Services (India) Ltd., (CDSL) on Thursady, 2nd September,2021 being the cut-off date.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.mrfityres.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://nssl.co.in/>.
5. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
7. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at mrfshare@mrfmail.com along with the copy of the signed request letter mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialised mode are requested to register/update their email addresses with relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, members may write to mrfshare@mrfmail.com.

8. The Notice is being sent to all the Members, whose names appear in the Register of Members on Thursday, 2nd September, 2021 being the cut-off date and are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice of postal ballot for information purpose only.
9. The voting rights of Members shall be reckoned in proportion to their shares of the paid-up equity share capital of the Company as on Thursday, 2nd September, 2021 being the cut-off date fixed for the purpose.
10. The voting period will commence on Thursday, 9th September, 2021 at 9.00 a.m. and end on Friday, 8th October, 2021 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.
11. The Scrutiniser will be submitting his report to the Company after the completion of the scrutiny and the results of the e-voting by postal Ballot. The results of the Postal Ballot will be announced by the Chairman and Managing Director or in his absence, any other person authorised by him, on or before Sunday, 10th October, 2021 at the Registered Office of the Company at No.114, Greams Road, Chennai-600006. The results of the Postal Ballot will be displayed at the Registered Office of the Company and also posted on the Company's website www.mrfityres.com & NSDL e-voting website www.evoting.nsdl.com besides being communicated to the National Stock Exchange of India Limited and BSE Limited where the Company's shares are listed.
12. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode is allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat Accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<p>i. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. On the e-Services Home Page, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/.</p> <p>iii. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>iv. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in Demat mode with CDSL	<p>i. Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System - Myeasi.</p> <p>ii. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>iv. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login is complete, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the abovementioned websites.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue to login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue to login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at +91 22 2305 8738 or +91 22 2305 8542-43

B) Login Method for e-Voting and for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 117674 then user ID is 117674001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - (c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your Demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digit of client ID for CDSL account or folio number for shares held in physical form.
 - (ii) The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (iii) If your email ID is not registered with the Company/ Depositories, please follow steps for registering email ID’s.
6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.,
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and on NSDLe-Voting system.

How to cast your vote electronically on NSDLe-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the Companies ‘EVEN’ in which you are holding shares and whose voting cycle is in active status.
3. Select ‘EVEN’ of Company (EVEN No: 117674) for which you wish to cast your vote.
4. Now you are ready for e-voting as the voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when promoted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing below mentioned documents.

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card).
2. In case shares are held in demat mode, please provide DP ID-Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) Login method for e-Voting for Individual shareholders holding securities in Demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for shareholders:

1. 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 and ID proof of the person who is authorised to vote to the Scrutinizer by e-mail to jandsca@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No.: 1800-222-990 or send a request at evoting@nsdl.co.in. Any query or grievance connected with the remote e-voting may be addressed to Ms. Soni Singh, Assistant Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in, 1800 1020 990 /1800 224 430.