



MRF

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

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CIN : L25111TN1960PLC004306; Website: www.mrftyres.com

071/SH/SE/BOARD/POSTAL BALLOT/2021/KGG/3

9th October, 2021

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,

Postal Ballot Result

Further to our letter dated 8th August, 2021 and in accordance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results and Scrutinizer's Report for the special resolutions relating to the following:

- 1) 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.
- 2) 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.
- 3) 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.
- 4) 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.

The aforesaid resolutions have been passed by Members with requisite majority, through postal ballot by remote e-voting process.

Kindly take the same on your record.

Thanking you.

Yours faithfully,

For MRF LIMITED


S DHANYANTH KUMAR
COMPANY SECRETARY

MRF Limited

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

Date of the Postal Ballot	08.10.2021
Total number of shareholders on record date	56435
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

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

Resolution No. 1	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.						
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	1181454	1176443	99.58	1176443	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1176443	99.58	1176443	0	100.00	0.00
Public - Institutions	E-Voting	1152406	864770	75.04	472057	392713	54.59	45.41
	Poll							
	Postal Ballot (if applicable)							
	Total		864770	75.04	472057	392713	54.59	45.41
Public - Non Institutions	E-Voting	1907283	1031923	54.10	1031095	828	99.92	0.08
	Poll							
	Postal Ballot (if applicable)							
	Total		1031923	54.10	1031095	828	99.92	0.08
Total		4241143	3073136	72.46	2679595	393541	87.19	12.81



Resolution No. 2	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.						
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	1181454	1176443	99.58	1176443	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1176443	99.58	1176443	0	100.00	0.00
Public - Institutions	E-Voting	1152406	864770	75.04	472174	392596	54.60	45.40
	Poll							
	Postal Ballot (if applicable)							
	Total		864770	75.04	472174	392596	54.60	45.40
Public - Non Institutions	E-Voting	1907283	1031925	54.10	1031087	838	99.92	0.08
	Poll							
	Postal Ballot (if applicable)							
	Total		1031925	54.10	1031087	838	99.92	0.08
Total		4241143	3073138	72.46	2679704	393434	87.20	12.80

Resolution No. 3	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.						
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	1181454	1176443	99.58	1176443	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1176443	99.58	1176443	0	100.00	0.00
Public - Institutions	E-Voting	1152406	864770	75.04	472174	392596	54.60	45.40
	Poll							
	Postal Ballot (if applicable)							
	Total		864770	75.04	472174	392596	54.60	45.40
Public - Non Institutions	E-Voting	1907283	1031923	54.10	1031084	839	99.92	0.08
	Poll							
	Postal Ballot (if applicable)							
	Total		1031923	54.10	1031084	839	99.92	0.08
Total		4241143	3073136	72.46	2679701	393435	87.20	12.80



Resolution No. 4	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.						
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	1181454	1176443	99.58	1176443	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1176443	99.58	1176443	0	100.00	0.00
Public - Institutions	E-Voting	1152406	864770	75.04	472174	392596	54.60	45.40
	Poll							
	Postal Ballot (if applicable)							
	Total		864770	75.04	472174	392596	54.60	45.40
Public - Non Institutions	E-Voting	1907283	1031916	54.10	1031110	806	99.92	0.08
	Poll							
	Postal Ballot (if applicable)							
	Total		1031916	54.10	1031110	806	99.92	0.08
Total		4241143	3073129	72.46	2679727	393402	87.20	12.80

There were no invalid votes cast in the Remote E-voting on the above Resolution Nos. 1 to 4.

For MRF LIMITED


S DHANVANTH KUMAR
COMPANY SECRETARY

SCRUTINIZER'S REPORT

To
The Chairman & Managing Director
MRF Limited
No.114,Greams Road
Chennai -600006

Scrutinizer's Report on Postal Ballot process conducted through electronic voting system in accordance with the provisions of Section 108 and Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014

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 conducting the postal ballot in respect of the SpecialResolutions mentioned in the Notice of Postal Ballot dated 9th August,2021.

I submit my report as under:

1. As per the General Circular General Circular Nos. 14/2020 dated 8thApril,2020, 17/2020 dated 13thApril,2020, 22/2020 dated 15thJune,2020, 33/2020 dated 28thSeptember,2020, 39/2020 dated 31stDecember, 2020 and 10/2021 dated 23rdJune,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, and on account of threat posed by COVID- 19 pandemic situation, the Company has sent the Postal Ballot Notice dated 9th August,2021 on Wednesday, 8th September,2021 by email only to the members who have registered their e-mail address with the Company / Depositories.
2. 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 were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Thursady, 2nd September,2021 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 9th August,2021, through remote e- voting only.

4. The Company has published an advertisement on 10th September, 2021 in "Business Standard" an English Newspaper and in "Makkalkural" a vernacular (Tamil) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 9th August, 2021 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
5. The Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. The remote e-Voting facility was kept open from Thursday, 9th September, 2021 (9.00 AM) to Friday, 8th October, 2021 (5:00 PM). The e-Voting facility was blocked forthwith thereafter.
6. The votes cast by the members electronically were unblocked after 5.00 PM on 8th October, 2021 in the presence of two witnesses not in the employment of the Company. The report of the members' e-voting was downloaded thereafter.
7. The electronic votes recorded from Thursday, 9th September, 2021 (9.00 AM) to Friday, 8th October, 2021 (5:00 PM), being the last date and time fixed by the Company for remote e-Voting as available in the NSDL website have been considered in my scrutiny.
8. The summary of remote e-Voting received for the following resolutions are as under:

Resolution- 1:

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 – Special Resolution

Votes in favour of the resolution	
Number of members	694
Number of votes cast by them	2679595
% of total number of valid votes cast	87.19
Votes against the resolution	
Number of members	391
Number of votes cast by them	393541
% of total number of valid votes cast	12.81
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Resolution No.1 as set out in the Postal Ballot Notice dated 9th August, 2021 is passed with requisite majority.



Resolution- 2:

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 – Special Resolution

Votes in favour of the resolution	
Number of members	691
Number of votes cast by them	2679704
% of total number of valid votes cast	87.20
Votes against the resolution	
Number of members	395
Number of votes cast by them	393434
% of total number of valid votes cast	12.80
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Resolution No.2 as set out in the Postal Ballot Notice dated 9th August,2021 is passed with requisite majority.

Resolution- 3:

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 – Special Resolution

Votes in favour of the resolution	
Number of members	689
Number of votes cast by them	2679701
% of total number of valid votes cast	87.20
Votes against the resolution	
Number of members	396
Number of votes cast by them	393435
% of total number of valid votes cast	12.80
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Resolution No.3 as set out in the Postal Ballot Notice dated 9th August,2021 is passed with requisite majority.



Resolution- 4:

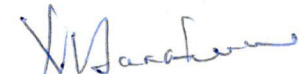
Approval to continue payment of Remuneration as per terms currently in force to the Managing Directors/Whole-time Directors of the Company in terms of Regulation 17(6)(e)(ii) of Listing Regulations, 2015 - Special Resolution

Votes in favour of the resolution	
Number of members	690
Number of votes cast by them	2679727
% of total number of valid votes cast	87.20
Votes against the resolution	
Number of members	393
Number of votes cast by them	393402
% of total number of valid votes cast	12.80
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Resolution No.4 as set out in the Postal Ballot Notice dated 9th August, 2021 is passed with requisite majority.

Yours faithfully,

**For JAGANNATHAN AND SARABESWARAN
Chartered Accountants
Firm Registration No : 001204S**



**N C SARABESWARAN
Partner
Membership No:009861**

Dated: 09.10.2021

Cc to: COMPANY SECRETARY, MRF Limited

For MRF LIMITED



**S DHANYANTH KUMAR
COMPANY SECRETARY**

