



MRF

MRF Limited, Regd. Office: 114, Greams Road, Chennai - 600 006.
E-mail: mrfshare@mrfmail.com; Tel.: 044-28292777; Fax: 91-44-28295087
CIN : L25111TN1960PLC004306 Website: www.mrftyres.com

071 /SH/SE/POSTAL BALLOT/DECEMBER -2023/KGG/1
21st December, 2023

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,

RESULT OF POSTAL BALLOT

Further to our letter dated 17th November, 2023 and in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the voting results and Scrutinizer's Report for the Ordinary Resolutions relating to the following:

- Revision in Remuneration of Mr. Samir Thariyan Mappillai (DIN:07803982), Whole-time Director of the Company and
- Revision in Remuneration of Mr Varun Mammen (DIN: 07804025), Whole-time Director of the Company.

The aforesaid Ordinary Resolutions have been passed by Members with requisite majority, through Postal Ballot by remote e-voting process.

Kindly take the same on record.

Thanking you.

Yours faithfully
For MRF LIMITED

S DHANVANTH KUMAR
COMPANY SECRETARY

MRF LIMITED

Voting Results

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

Date of the Postal Ballot	20.12.2023
Total number of shareholders on record date	39358
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	Ordinary Resolution	Revision in Remuneration of Mr. Samir Thariyan Mappillai (DIN:07803982), Whole-time Director of the Company						
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	1176502	1151955	97.91	1151955	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1151955	97.91	1151955	0	100.00	0.00
Public - Institutions	E-Voting	1301696	1086802	83.49	673230	413572	61.95	38.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1086802	83.49	673230	413572	61.95	38.05
Public - Non Institutions	E-Voting	1762945	1137904	64.55	1137742	162	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1137904	64.55	1137742	162	99.99	0.01
Total		4241143	3376661	79.62	2962927	413734	87.75	12.25



[Handwritten Signature]

Resolution No. 2	Ordinary Resolution	Revision in Remuneration of Mr Varun Mammen (DIN: 07804025), Whole-time Director of the Company						
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	1176502	1151955	97.91	1151955	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1151955	97.91	1151955	0	100.00	0.00
Public - Institutions	E-Voting	1301696	1086802	83.49	673230	413572	61.95	38.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1086802	83.49	673230	413572	61.95	38.05
Public - Non Institutions	E-Voting	1762945	1137875	64.54	1137659	216	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1137875	64.54	1137659	216	99.98	0.02
Total		4241143	3376632	79.62	2962844	413788	87.75	12.25

There were no invalid votes cast in the remote voting at the Postal Ballot of the above resolution numbers 1 to 2.

For MRF LIMITED


S DHANVANTH KUMAR
COMPANY SECRETARY

SCRUTINIZER'S REPORT

To
The Chairman & Managing Director
MRF Limited
No.114, Greams Road
Chennai - 600 006

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 Ordinary Resolutions mentioned in the Notice of Postal Ballot dated 3rd November,2023.

I submit my report as under:

1. As per 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, 10/2021, dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September,2023 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, the Company has sent the Postal Ballot Notice dated 3rd November,2023 on Monday, 20th November, 2023 by email only to the members who have registered their e-mail address with the Company / Depositories.
2. As per the MCA Circulars physical copies of the Notice, postal ballot forms and prepaid 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. Tuesday, 14th November, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 3rd November,2023, through remote e-voting only.



4. The Company has published an advertisement on Tuesday, 21st November, 2023 in "Business Standard" an English Newspaper and in "Makkal Kural" a vernacular (Tamil) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 3rd November, 2023 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 Tuesday, 21st November, 2023 (9.00 AM) to Wednesday, 20th December, 2023 (5:00 PM). The e-Voting facility was blocked forthwith thereafter.
6. The votes cast by the members electronically were unblocked after 5.00 P M on Wednesday, 20th December, 2023 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 Tuesday, 21st November, 2023 (9.00 AM) to Wednesday, 20th December, 2023 (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 is as under:

Resolution No:1

Revision in Remuneration of Mr. Samir Thariyan Mappillai (DIN:07803982), Whole-time Director of the Company – Ordinary Resolution

Votes in favour of the resolution	
Number of members	494
Number of votes cast by them	2962927
% of total number of valid votes cast	87.75%
Votes against the resolution	
Number of members	357
Number of votes cast by them	413734
% of total number of valid votes cast	12.25
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 Resolution No.1 as set out in the Postal Ballot Notice dated 3rd November, 2023 is passed with requisite majority.

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Resolution No:2

Revision in Remuneration of Mr Varun Mammen (DIN: 07804025), Whole-time Director of the Company. – Ordinary Resolution

Votes in favour of the resolution	
Number of members	490
Number of votes cast by them	2962844
% of total number of valid votes cast	87.75%
Votes against the resolution	
Number of members	359
Number of votes cast by them	413788
% of total number of valid votes cast	12.25%
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 Resolution No.2 as set out in the Postal Ballot Notice dated 3rd November,2023 is passed with requisite majority.

Yours faithfully,

For JAGANNATHAN AND SARABESWARAN
Chartered Accountants
FRN No: 0012045



N.C.Sarabeswaran
Partner
M.No 009861

Dated: 21.12.2023

Cc to: COMPANY SECRETARY, MRF Limited

