



MRF

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

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071/SH/SE/POSTAL BALLOT/MARCH-2026/KGG/1

30th March, 2026

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 26th February, 2026 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 Special Resolution/Ordinary Resolutions relating to the following:

- Revision in the terms of Remuneration of Mr. K M Mammen (DIN:00020202), Chairman and Managing Director of the Company - Special Resolution
- Revision in the terms of Remuneration of Mr. Arun Mammen (DIN:00018558), Vice Chairman and Managing Director of the Company - Ordinary Resolution
- Revision in the terms of Remuneration of Mr. Rahul Mammen Mappillai (DIN:03325290), Managing Director of the Company - Ordinary Resolution
- Revision in the terms of Remuneration of Mr. Samir Thariyan Mappillai (DIN:07803982), Whole-time Director of the Company - Ordinary Resolution
- Revision in the terms of Remuneration of Mr. Varun Mammen (DIN:07804025), Whole-time Director of the Company - Ordinary Resolution

The aforesaid Special Resolution/Ordinary Resolutions have been passed by members with requisite majority on Saturday, 28th March, 2026 which was the last date of remote E-voting provided for Postal Ballot.

Kindly take the same on record.

Thanking you,
Yours faithfully

For MRF LIMITED

S DHANVANTH KUMAR
COMPANY SECRETARY

MRF LIMITED
Format for Voting Results
Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the Postal Ballot		28th March, 2026
Total number of shareholders on record date		51710
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	Revision in the terms of Remuneration of Mr. K M Mammen (DIN: 00020202), Chairman and Managing 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	1175961	1152408	98.00	1152408	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1152408	98.00	1152408	0	100.00	0.00
Public - Institutions	E-Voting	1295051	1143902	88.33	713108	430794	62.34	37.66
	Poll							
	Postal Ballot (if applicable)							
	Total		1143902	88.33	713108	430794	62.34	37.66
Public - Non Institutions	E-Voting	1770131	1136900	64.23	1136734	166	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		1136900	64.23	1136734	166	99.99	0.01
Total		4241143	3433210	80.95	3002250	430960	87.45	12.55



Resolution No. 2	Ordinary Resolution	Revision in the terms of Remuneration of Mr. Arun Mammen (DIN: 00018558), Vice Chairman and Managing 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	1175961	1152408	98.00	1152408	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1152408	98.00	1152408	0	100.00	0.00
Public - Institutions	E-Voting	1295051	1143902	88.33	727717	416185	63.62	36.38
	Poll							
	Postal Ballot (if applicable)							
	Total		1143902	88.33	727717	416185	63.62	36.38
Public - Non Institutions	E-Voting	1770131	1136897	64.23	1136724	173	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total		1136897	64.23	1136724	173	99.98	0.02
Total		4241143	3433207	80.95	3016849	416358	87.87	12.13

Resolution No. 3	Ordinary Resolution	Revision in the terms of Remuneration of Mr. Rahul Mammen Mappillai (DIN: 03325290), Managing 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	1175961	1152408	98.00	1152408	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1152408	98.00	1152408	0	100.00	0.00
Public - Institutions	E-Voting	1295051	1143902	88.33	722349	421553	63.15	36.85
	Poll							
	Postal Ballot (if applicable)							
	Total		1143902	88.33	722349	421553	63.15	36.85
Public - Non Institutions	E-Voting	1770131	1136897	64.23	1136728	169	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		1136897	64.23	1136728	169	99.99	0.01
Total		4241143	3433207	80.95	3011485	421722	87.72	12.28



Resolution No. 4	Ordinary Resolution	Revision in the terms of 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	1175961	1152408	98.00	1152408	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1152408	98.00	1152408	0	100.00	0.00
Public - Institutions	E-Voting	1295051	1143902	88.33	722349	421553	63.15	36.85
	Poll							
	Postal Ballot (if applicable)							
	Total		1143902	88.33	722349	421553	63.15	36.85
Public - Non Institutions	E-Voting	1770131	1136895	64.23	1136721	174	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total		1136895	64.23	1136721	174	99.98	0.02
Total		4241143	3433205	80.95	3011478	421727	87.72	12.28

Resolution No. 5	Ordinary Resolution	Revision in the terms of 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	1175961	1152408	98.00	1152408	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1152408	98.00	1152408	0	100.00	0.00
Public - Institutions	E-Voting	1295051	1143902	88.33	722349	421553	63.15	36.85
	Poll							
	Postal Ballot (if applicable)							
	Total		1143902	88.33	722349	421553	63.15	36.85
Public - Non Institutions	E-Voting	1770131	1136897	64.23	1136731	166	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		1136897	64.23	1136731	166	99.99	0.01
Total		4241143	3433207	80.95	3011488	421719	87.72	12.28

There were no invalid votes cast in the remote voting at the Postal Ballot of the above resolution numbers 1 to 5.



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 S Vivek (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 conducting the Postal Ballot in respect of the Special Resolution/Ordinary Resolutions mentioned in the Notice of Postal Ballot dated 6th February, 2026.

I submit my report as under:

1. As per the General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ('MCA Circulars'), 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 6th February, 2026 on Thursday, 26th February, 2026 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 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. Friday, 20th February, 2026 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 6th February, 2026, through remote e-voting only.



4. The Company has published an advertisement on 27th February, 2026 in "Business Standard" an English Newspaper and in "Makkal Kural" a vernacular (Tamil) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 6th February, 2026 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 Friday, 27th February, 2026 (9.00 AM) to Saturday, 28th March, 2026 (5:00 PM).
6. The votes cast by the members electronically were unblocked after 5.00 P M on Saturday, 28th March,2026. The report of the members' e-voting was downloaded thereafter.
7. The electronic votes recorded from Friday, 27th February, 2026 (9.00 AM) to Saturday, 28th March, 2026 (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 Special/Ordinary resolutions is as under:

Resolution No:1

Revision in the terms of Remuneration of Mr. K M Mammen (DIN: 00020202), Chairman and Managing Director of the Company - Special Resolution

Votes in favour of the resolution	
Number of members	507
Number of votes cast by them	3002250
% of total number of valid votes cast	87.45%
Votes against the resolution	
Number of members	453
Number of votes cast by them	430960
% of total number of valid votes cast	12.55%
Invalid Votes	0

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 6th February, 2026 is passed with requisite majority.





Resolution No:2

Revision in the terms of Remuneration of Mr. Arun Mammen (DIN: 00018558), Vice Chairman and Managing Director of the Company - Ordinary Resolution

Votes in favour of the resolution	
Number of members	547
Number of votes cast by them	3016849
% of total number of valid votes cast	87.87%
Votes against the resolution	
Number of members	411
Number of votes cast by them	416358
% of total number of valid votes cast	12.13%
Invalid Votes	0

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 6th February, 2026 is passed with requisite majority.

Resolution No:3

Revision in the terms of Remuneration of Mr. Rahul Mammen Mappillai (DIN: 03325290), Managing Director of the Company - Ordinary Resolution

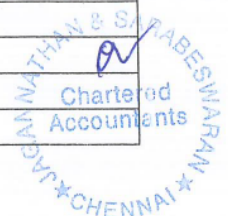
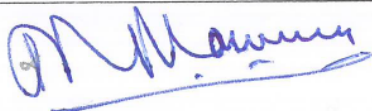
Votes in favour of the resolution	
Number of members	540
Number of votes cast by them	3011485
% of total number of valid votes cast	87.72%
Votes against the resolution	
Number of members	418
Number of votes cast by them	421722
% of total number of valid votes cast	12.28%
Invalid Votes	0

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.3 as set out in the Postal Ballot Notice dated 6th February, 2026 is passed with requisite majority.

Resolution No:4

Revision in the terms of 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	537
Number of votes cast by them	3011478
% of total number of valid votes cast	87.72%
Votes against the resolution	
Number of members	420
Number of votes cast by them	421727
% of total number of valid votes cast	12.28%
Invalid Votes	0



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.4 as set out in the Postal Ballot Notice dated 6th February, 2026 is passed with requisite majority.

Resolution No:5

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

Votes in favour of the resolution	
Number of members	540
Number of votes cast by them	3011488
% of total number of valid votes cast	87.72%
Votes against the resolution	
Number of members	418
Number of votes cast by them	421719
% of total number of valid votes cast	12.28%
Invalid Votes	0

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.5 as set out in the Postal Ballot Notice dated 6th February, 2026 is passed with requisite majority.

FOR JAGANNATHAN AND SARABESWARAN
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO: 001204S



N S VIVEK
PARTNER
MEMBERSHIP NO: 206383

UDIN NO: 26206383BMNAAA6251

PLACE: CHENNAI
Dated: 30.03.2026

Cc to: COMPANY SECRETARY, MRF Limited

