



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/AGM/2023/KGG/6

27th July, 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,

Proceedings of the 62nd Annual General Meeting held on 27th July, 2023

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 62nd Annual General Meeting of the Members of the Company was held at 11.00 a.m. on Thursday, the 27th July, 2023 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, 28th December, 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 the 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, 2023 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, 2023 and the Reports of the Auditors thereon.
2. Declaration of a final dividend of Rs. 169/- (1690%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March, 2023.
3. Re-appointment of Mr Varun Mammen (DIN: 07804025), as director of the Company, liable to retire by rotation.
4. Re-appointment of Mrs. Ambika Mammen (DIN: 00287074), as director of the Company, liable to retire by rotation.

5. Approval for payment of remuneration as per terms currently in force to the Promoter Executive Directors of the Company in terms of Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March, 2024.

In compliance with the provisions of Section 108 of the Act, read with 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 22nd July, 2023 (9.00 A.M.) to 26th July, 2023 (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 same on record.

Thanking you,

Yours faithfully

For MRF Limited

**S DHANVANTH KUMAR
COMPANY SECRETARY**