



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 /November-2022/KGG/1
18th November, 2022

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,

NOTICE OF POSTAL BALLOT

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated 8th November, 2022 seeking approval of the Members of the Company on the following resolutions, being Special Resolution(s), through Postal Ballot.

- Appointment of Mr.Vikram Taranath Hosangady (DIN:09757469) as an Independent Director of the Company.
- Appointment of Mr.Ramesh Rangarajan (DIN:00141701) as an Independent Director of the Company.
- Appointment of Mr.Dinshaw Keku Parakh (DIN:00238735) as an Independent Director of the Company.

The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/Depositories as on Friday, 11th November, 2022.

The voting period will commence from Tuesday, 22nd November, 2022 at 9.00 a.m. and end on Wednesday, 21st December, 2022 at 5.00 p.m.

The above notice is also available on the website of the Company viz., www.mrftyres.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For MRF LIMITED

S DHANVANTH KUMAR
COMPANY SECRETARY



MRF LIMITED

CIN:L25111TN1960PLC004306

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

Tele: 044-28292777, Fax: 91-44-28295087 Email: mrfshare@mrfmail.com, Website: www.mrftyres.com

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 the 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, 10/2021, dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 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 modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Special Resolutions as set out in this Notice is proposed for consideration by the members of the Company for passing by means of Postal Ballot by voting through electronic means('remote-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 are annexed hereto along with the notice of the postal ballot for your consideration.

The Board of Directors vide its Resolution passed on 8th November, 2022 appointed Mr. N C Sarabeswaran (Membership No:009861) Senior Partner, Messrs. Jagannathan & Sarabeswaran, Chartered Accountants, as the Scrutinizer for conducting the postal ballot through 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 Tuesday, 22nd November, 2022 at 9.00 a.m. and end on Wednesday, 21st December, 2022 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.**

SPECIAL BUSINESS

Resolution No :1

Appointment of Mr.VikramTaranath Hosangady (DIN:09757469) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act,2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to requisite clearances as may be required pursuant to applicable law, Mr. Vikram Taranath Hosangady (DIN:09757469), being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, to hold office for a term of 5 (five) consecutive years commencing from the date of receipt of approval of the shareholders and requisite statutory clearances under applicable law, whichever is later.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution."

Resolution No :2

Appointment of Mr.Ramesh Rangarajan (DIN: 00141701) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act,2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to requisite clearances as may be required pursuant to applicable law, Mr.Ramesh Rangarajan (DIN: 00141701), being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, to hold office for a term of 5 (five) consecutive years commencing from the date of receipt of approval of the shareholders and requisite statutory clearances under applicable law, whichever is later.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

Resolution No :3

Appointment of Mr.Dinshaw Keku Parakh (DIN: 00238735) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act,2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to requisite clearances as may be required pursuant to applicable law, Mr.Dinshaw Keku Parakh (DIN: 00238735), being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, to hold office for a term of 5 (five) consecutive years commencing from the date of receipt of approval of the shareholders and requisite statutory clearances under applicable law, whichever is later.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution.”

Place: Chennai
Date : 08.11.2022

By Order of the Board

S DHANVANTH KUMAR
Company Secretary

EXPLANATORY STATEMENT

Resolution No. 1

Currently the Board comprises of 7 independent directors. 6 of these independent directors are due to retire in September 2024. Since these independent directors are currently serving their second term, they will not be eligible for re-appointment upon their retirement. Therefore, as part of the plan for orderly succession to the Board of Directors, it is proposed to induct new Independent Directors.

Accordingly, the Board of Directors of the Company at their meeting held on 8th November, 2022, based on the recommendations of the Nomination & Remuneration Committee, have decided to recommend the appointment of Mr. Vikram Taranath Hosangady (DIN : 09757469) as an Independent Director in terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) to hold office for a period of 5 (five) consecutive years, with effect from the date of receipt of approval of the shareholders and requisite statutory clearances under applicable law, whichever is later.

The brief profile of Mr. Vikram Taranath Hosangady is given below:-

Mr. Vikram Taranath Hosangady, aged about 49 years, is a seasoned business leader and finance professional with over 25 years of experience in being a strategic partner to global PEs and corporations, in their value creation journey. He has a progressive history of working with several founders of emerging corporates, in their journey of increased professionalism, governance, listing in local/global markets, guiding, hiring of board members and mentoring of next generation leaders.

Mr. Vikram Taranath Hosangady is a gold medallist in Commerce from Loyola College, Chennai and is a member of the Institute of Chartered Accountants of India and The Institute of Cost Accountants of India.

Mr. Vikram Taranath Hosangady worked with KPMG in various positions from 2005 to 2022. He last held the position of head of Clients and Markets and Member of the India Leadership Team. Prior to KPMG, he worked with EY in Deal Advisory wing from 2002 to 2004 and Arthur Andersen's, Audit wing from 1996 to 2001.

The Nomination and Remuneration Committee assessed his suitability with reference to the core skills, competencies and expertise identified by the Board in the context of the Company's business and sector (viz. General Business / Industry awareness, Functional knowledge / General Management / Administration and Communication and collaborative approach) and also taking into consideration the skills, knowledge and experience already available on the Board. The Committee is of the opinion that Mr. Vikram Taranath Hosangady by virtue of his proficiency in financial management and business leadership experience has the required expertise, skills and attributes to be an Independent Director of the Company and will be able to lend objectivity and independent view to the Board / Committees proceedings.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Vikram Taranath Hosangady for the office of Independent Director of the Company.

Mr. Vikram Taranath Hosangady will be eligible for remuneration as paid to other Non-Executive Directors (viz., sitting fees for attending Board/Committee Meetings and reimbursement of expenses for attending the meetings). The draft letter of appointment will be available for inspection at the registered office of the Company during working hours upto the date of closing of the Postal Ballot.

Mr. Vikram Taranath Hosangady is not holding any directorship/committee membership/chairmanship in any other Company. Mr. Vikram Taranath Hosangady does not hold any shares of MRF Limited. He has not resigned from the Board of any listed entity in the past three years.

The Company has received a declaration from Mr. Vikram Taranath Hosangady confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority.

In the opinion of the Board, Mr. Vikram Taranath Hosangady fulfills the conditions specified in Sections 149,152 and Schedule IV of the Companies Act, 2013, Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management of the Company.

None of the Directors and key managerial personnel are related to Mr. Vikram Taranath Hosangady. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

The Board believes that Mr. Vikram Taranath Hosangady possesses suitable experience and will be able to enrich the Board's deliberations. Accordingly, the Board recommends this special resolution for the approval of the shareholders.

Resolution No. 2

As mentioned earlier, currently the Board comprises of 7 independent directors. 6 of these independent directors are due to retire in September 2024. Since these independent directors are currently serving their second term, they will not be eligible for re-appointment upon their retirement. Therefore, as part of the plan for orderly succession to the Board of Directors, it is proposed to induct new Independent Directors.

Accordingly, the Board of Directors of the Company at their meeting held on 8th November,2022, based on the recommendations of the Nomination & Remuneration Committee, have decided to recommend the appointment of Mr. Ramesh Rangarajan (DIN : 00141701) as an Independent Director in terms of Sections 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to hold office for a period of 5 (five) consecutive years, with effect from the date of receipt of approval of the shareholders and requisite statutory clearances under applicable law, whichever is later.

The brief profile of Mr. Ramesh Rangarajan is given below:-

Mr. Ramesh Rangarajan, aged about 63 years, is a family member of THE HINDU group of publications. He is the son of Late Shri S. Rangarajan, who was the Chairman of Kasturi & Sons Limited (Publishers of THE HINDU, one of the India's leading Newspapers since 1878).

Mr. Ramesh Rangarajan is a graduate in Economics from Loyola College, Chennai and has wide and rich experience in the field of Advertising and Marketing. He was on the Board of Kasturi & Sons Limited for 25 years and served in THE HINDU for over 30 years. During his tenure with THE HINDU, he was spearheading the Advertising and Circulation Departments and brought in many innovations which helped boost revenue growth of the newspaper.

Mr. Ramesh Rangarajan presently is on the Board of KSL Media Limited (Publishers of THE HINDU TAMIL THIZAI), Kasturi Estates Private Limited, Sporting Pastime India Limited (a wholly owned subsidiary of Kasturi & Sons Limited), a tourism and leisure sports company formed for the purpose of establishing a golf course of International standards with world class facilities in Mudaliyarkuppam Village, Cheyyur Taluk, Chengleput District, Tamil Nadu and Hindcorp Resorts Private Limited (a subsidiary of Sporting Pastime India Limited). Mr. Ramesh Rangarajan is currently in the Management Committee of Madras Race Club and served as Chairman (Board of Appeals). Mr. Ramesh Rangarajan is also part of the Turf Authorities of India in the GST Council Committee. He has served as Vice President of Kennel Club of India.

The Nomination and Remuneration Committee assessed his suitability with reference to the core skills, competencies and expertise identified by the Board in the context of the Company's business and sector (viz. General Business / Industry awareness, Functional knowledge / General Management / Administration and Communication and collaborative approach) and also taking into consideration the skills, knowledge and experience already available on the Board. The Committee is of the opinion that Mr. Ramesh Rangarajan by virtue of his proficiency in economics, advertising and marketing and business leadership experience and also insight gained through serving on other Company Boards/Governing Bodies, has the required expertise, skills and attributes to be an Independent Director of the Company and will be able to lend objectivity and independent view to the Board / Committees proceedings.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Ramesh Rangarajan for the office of Independent Director of the Company. Mr. Ramesh Rangarajan will be eligible for remuneration as paid to other Non-Executive Directors (viz., sitting fees for attending Board/Committee Meetings and reimbursement of expenses for attending the meetings). The draft letter of appointment will be available for inspection at the registered office of the Company during working hours upto the date of closing of the Postal Ballot.

Mr. Ramesh Rangarajan is a director of Kasturi Estates Private Ltd, Hindcorp Resorts Private Ltd, KSL Media Limited, Sporting Pastime India Ltd and Madras Race Club. Mr. Ramesh Rangarajan is not holding any committee membership/chairmanship in any other Company. Mr. Ramesh Rangarajan does not hold any shares of MRF Limited. He has not resigned from the Board of any listed entity in the past three years.

The Company has received a declaration from Mr. Ramesh Rangarajan confirming that he meets the criteria of independence as prescribed under the Companies Act,2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act,2013 and has given his consent to act as a Director. He is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority.

In the opinion of the Board, Mr. Ramesh Rangarajan fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013, Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and is independent of the management of the Company.

None of the Directors and key managerial personnel are related to Mr. Ramesh Rangarajan. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

The Board believes that Mr. Ramesh Rangarajan possesses suitable experience and will be able to enrich the Board's deliberations. Accordingly, the Board recommends this special resolution for the approval of the shareholders.

Resolution No. 3

As mentioned earlier, currently the Board comprises of 7 independent directors. 6 of these independent directors are due to retire in September 2024. Since these independent directors are currently serving their second term, they will not be eligible for re-appointment upon their retirement. Therefore, as part of the plan for orderly succession to the Board of Directors, it is proposed to induct new Independent Directors.

Accordingly, the Board of Directors of the Company at their meeting held on 8th November, 2022, based on the recommendations of the Nomination & Remuneration Committee, have decided to recommend the appointment of Mr. Dinshaw Keku Parakh (DIN :00238735) as an Independent Director in terms of Sections 149,152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Companies Act,2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) to hold office for a period of 5 (five) consecutive years, with effect from the date of receipt of approval of the shareholders and requisite statutory clearances under applicable law, whichever is later.

The brief profile of Mr. Dinshaw Keku Parakh is given below:-

Mr.Dinshaw Keku Parakh, aged about 50 years, is the Managing Partner of Tarapore and Company, a firm involved in the construction and engineering business. Tarapore and Company has undertaken many projects all over the Country in its 9 decades of existence so far and are one of the main contractors for Prestige Builders in executing numerous projects for them in and around Bangalore. Other than contracting, the Company operates in the hospitality segment. Mr.Dinshaw Keku Parakh has over 25 years of experience in business and currently manages the day-to-day operations and finances of the firm.

Mr. Dinshaw Keku Parakh holds a Bachelor's degree in Arts from D.G Vaishnav College, Chennai and a Masters degree in Business Administration from Clarks University, USA.

Mr. Dinshaw Keku Parakh currently serves on the Board of Directors of SICGIL India Limited, one of the India's largest Industrial Gas manufacturing firms and as Joint Managing Director of Narbod Constructions Private Limited, which runs the slag operations at Tata Steel, Jamshedpur.

Apart from the involvement in his core business, Mr.Dinshaw Keku Parakh is also a trustee of family charitable trusts, which supports underprivileged sections of the society in education and healthcare. Mr.Dinshaw Keku Parakh is also the President of the Venkatesapuram Tarapore Educational Trust which runs several schools from Nursery up to the High School level in Chennai.

The Nomination and Remuneration Committee assessed his suitability with reference to the core skills, competencies and expertise identified by the Board in the context of the Company's business and sector (viz. General Business / Industry awareness, Functional knowledge / General Management / Administration and Communication and collaborative approach) and also taking into consideration the skills, knowledge and experience already available on the Board. The Committee is of the opinion that Mr.Dinshaw Keku Parakh by virtue of his proficiency in business administration and finance and also insight gained through serving on other Company Boards, he has the required expertise, skills and attributes to be an Independent Director of the Company and will be able to lend objectivity and independent view to the Board / Committee proceedings.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr.Dinshaw Keku Parakh for the office of Independent Director of the Company. Mr.Dinshaw Keku Parakh will be eligible for remuneration as paid to other Non-Executive Directors (viz., sitting fees for attending Board/Committee Meetings and reimbursement of expenses for attending the meetings). The draft letter of appointment will be available for inspection at the registered office of the Company during working hours upto the date of closing of the Postal Ballot.

Mr.Dinshaw Keku Parakh is a director of SICGIL India Limited, Narbod Constructions Private Limited, Tarapore Constructions Private Limited, SICGIL Industrial Gases Limited and VRK Colour Film Laboratory Private Limited. Mr.Dinshaw Keku Parakh is a member of the CSR Committee of SICGIL India Limited and SICGIL Industrial Gases Limited. He is not a chairman of any committee of the Board in which he is a director. Mr. Dinshaw Keku Parakh holds 150 shares in MRF Limited. He has not resigned from the Board of any listed entity in the past three years.

The Company has received a declaration from Mr.Dinshaw Keku Parakh confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority.

In the opinion of the Board, Mr. Dinshaw Keku Parakh fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013, Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and is independent of the management of the Company.

None of the Directors and key managerial personnel are related to Mr. Dinshaw Keku Parakh. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

The Board believes that Mr. Dinshaw Keku Parakh possesses suitable experience and will be able to enrich the Board's deliberations. Accordingly, the Board recommends this special resolution for the approval of the shareholders.

Place: Chennai
Date : 08.11.2022

By Order of the Board

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 of Directors vide its Resolution passed on 8th November,2022 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 Friday, 11th November,2022 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.mrftyres.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://nsdl.co.in/>.
5. In view of the MCA Circulars 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 Companies (Management and Administration) Rules, 2014, 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 mrshare@mrffmail.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 to enable the Company to register the e-mail address and for receiving the Notice of Postal Ballot and E-Voting instructions. 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 mrshare@mrffmail.com. Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/Company to enable servicing of notices/ documents/Annual Reports electronically to their email address.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members on Friday, 11th November,2022 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. Relevant documents referred to in the accompanying notice and the explanatory statement are available for inspection. Members are requested to write to the company at mrshare@mrffmail.com for inspection of said documents.
10. The voting rights of Members shall be reckoned in proportion to their shares in the paid-up equity share capital of the Company as on Friday, 11th November,2022, being the cut-off date fixed for the purpose.
11. The voting period will commence Tuesday, 22nd November,2022 at 9.00 a.m. and end on Wednesday, 21st December,2022 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.
12. 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 5.30 p.m. on Friday, 23rd December,2022 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 <https://www.mrftyres.com/investor-relations/postal-ballot> & 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.
13. 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. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>iii. 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 also be 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 above mentioned 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 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 122873 then user ID is 122873001

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.nsd.com.
- b) "**Physical User Reset Password**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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 NSDL e-Voting system.

How to cast your vote electronically on NSDL e 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: 122873) 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 prompted.
- 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 resolutions, 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 evoting 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.