



MRF

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

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CIN : L25111TN1960PLC004306 Website: www.mrftyres.com

071/SH/SE/Postal Ballot/April-2023/KGG/1
01st April, 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 28th February 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 Resolution/Special Resolutions relating to the following:

- Re-appointment of Mr. Arun Mammen (DIN: 00018558) as Managing Director of the Company (with the designation "Vice Chairman and Managing Director" or such other designation as approved by the Board from time to time).
- Appointment of Mr. Arun Vasu (DIN: 00174675) as an Independent Director of the Company.
- Appointment of Mr. Vikram Chesetty (DIN: 01799153) as an Independent Director of the Company.
- Appointment of Mr. Prasad Oommen (DIN: 00385082) as an Independent Director of the Company.

The aforesaid Ordinary Resolution/Special Resolutions have been passed by Members with requisite majority, through postal ballot by remote e-voting process.

Please note that the appointments of Mr. Arun Vasu, Mr. Vikram Chesetty and Mr. Prasad Oommen, as Independent Directors of the Company will take effect from the date of receipt of requisite regulatory approvals. We shall keep you posted of the effective date of appointments upon receipt of the regulatory approvals.

Please find attached the brief profile and other disclosures as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the aforementioned Directors, given in Annexure A to this letter.

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		31/03/2023 ✓
Total number of shareholders on record date		41209 ✓
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	Re-appointment of Mr. Arun Mammen (DIN: 00018558) as Managing Director of the Company (with the designation "Vice Chairman and Managing Director" or such other designation as approved by the Board from time to time) ✓						
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	1182151 ✓	1151516 ✓	97.41 ✓	1151516 ✓	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		1151516 ✓	97.41 ✓	1151516 ✓	0 ✓	100.00 ✓	0.00 ✓
Public - Institutions	E-Voting	1269512 ✓	1106502 ✓	87.16 ✓	717139 ✓	389363 ✓	64.81 ✓	35.19 ✓
	Poll		0 ✓	0.00 ✓	0 ✓	0 ✓	0.00 ✓	0.00 ✓
	Postal Ballot (if applicable)		0 ✓	0.00 ✓	0 ✓	0 ✓	0.00 ✓	0.00 ✓
	Total		1106502 ✓	87.16 ✓	717139 ✓	389363 ✓	64.81 ✓	35.19 ✓
Public - Non Institutions	E-Voting	1789480/ ✓	1027164 ✓	57.40 ✓	1027029 ✓	135 ✓	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		1027164 ✓	57.40 ✓	1027029 ✓	135 ✓	99.99 ✓	0.01 ✓
Total		4241143	3285182	77.46	2895684	389498	88.14	11.86



Resolution No. 2	Special Resolution	Appointment of Mr. Arun Vasu (DIN: 00174675) as an Independent 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	1182151 ✓	1151516	97.41	1151516	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		1151516	97.41	1151516	0	100.00	0.00
Public - Institutions	E-Voting	1269512 ✓	1106502	87.16	1105388	1114	99.90	0.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1106502	87.16	1105388	1114	99.90	0.10
Public - Non Institutions	E-Voting	1789480 ✓	1027160	57.40	1027037	123	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		1027160	57.40	1027037	123	99.99	0.01
Total		4241143	3285178	77.46	3283941	1237	99.96	0.04

Resolution No. 3	Special Resolution	Appointment of Mr. Vikram Chesetty (DIN: 01799153) as an Independent 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	1182151 ✓	1151516	97.41	1151516	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		1151516	97.41	1151516	0	100.00	0.00
Public - Institutions	E-Voting	1269512 ✓	1106502	87.16	1105388	1114	99.90	0.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1106502	87.16	1105388	1114	99.90	0.10
Public - Non Institutions	E-Voting	1789480 ✓	1027135	57.40	1027016	119	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		1027135	57.40	1027016	119	99.99	0.01
Total		4241143	3285153	77.46	3283920	1233	99.96	0.04



Resolution No. 4	Special Resolution	Appointment of Mr. Prasad Oommen (DIN: 00385082) as an Independent 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	1182151 ✓	1151516	97.41	1151516	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		1151516 ←	97.41	1151516	0	100.00 ✓	0.00 ✓
Public - Institutions	E-Voting	1269512 ✓	1106502	87.16	1105388	1114	99.90	0.10
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1106502 ✓	87.16	1105388	1114	99.90 ←	0.10 ←
Public - Non Institutions	E-Voting	1789480 ✓	1027160	57.40	1027039	121	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		1027160 ✓	57.40	1027039	121	99.99 ←	0.01 ←
Total		4241143 ←	3285178 ✓	77.46 ✓	3283943 ✓	1235 ✓	99.96 ✓	0.04 ✓

There were no invalid votes cast in the remote voting at the Postal Ballot of the above resolution numbers 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 - 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 Resolution/Special Resolutions mentioned in the Notice of Postal Ballot dated 24th February,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 and 11/2022 dated 28th December, 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, the Company has sent the Postal Ballot Notice dated 24th February,2023 on Tuesday, 28th February,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 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, 17th February, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 24th February,2023, through remote e- voting only.



4. The Company has published an advertisement on Thursday, 2nd March, 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 24th February, 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 Thursday, 2nd March, 2023 (9.00 AM) to Friday, 31st March, 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 Friday, 31st March, 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 Thursday, 2nd March, 2023 (9.00 AM) to Friday, 31st March, 2023 (5.00 P M), 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 resolution is as under:

Resolution No:1

Re-appointment of Mr. Arun Mammen (DIN: 00018558) as Managing Director of the Company (with the designation "Vice Chairman and Managing Director" or such other designation as approved by the Board from time to time) – Ordinary Resolution

Votes in favour of the resolution	
Number of members	431
Number of votes cast by them	2895684
% of total number of valid votes cast	88.14
Votes against the resolution	
Number of members	321
Number of votes cast by them	389498
% of total number of valid votes cast	11.86
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 24th February, 2023 is passed with requisite majority.



Resolution No:2

Appointment of Mr. Arun Vasu (DIN: 00174675) as an Independent Director of the Company. – Special Resolution

Votes in favour of the resolution	
Number of members	719
Number of votes cast by them	3283941
% of total number of valid votes cast	99.96
Votes against the resolution	
Number of members	26
Number of votes cast by them	1237
% of total number of valid votes cast	0.04
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 24th February,2023 is passed with requisite majority.

Resolution No:3

Appointment of Mr. Vikram Chesetty (DIN: 01799153) as an Independent Director of the Company – Special Resolution

Votes in favour of the resolution	
Number of members	720
Number of votes cast by them	3283920
% of total number of valid votes cast	99.96
Votes against the resolution	
Number of members	24
Number of votes cast by them	1233
% of total number of valid votes cast	0.04
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 24th February,2023 is passed with requisite majority.



Resolution No:4

Appointment of Mr. Prasad Oommen (DIN: 00385082) as an Independent Director of the Company – Special Resolution

Votes in favour of the resolution	
Number of members	719
Number of votes cast by them	3283943
% of total number of valid votes cast	99.96
Votes against the resolution	
Number of members	26
Number of votes cast by them	1235
% of total number of valid votes cast	0.04
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 24th February,2023 is passed with requisite majority.

Yours faithfully,

For MRF LIMITED


S DHANVANTH KUMAR
COMPANY SECRETARY

For JAGANNATHAN & SARABESWARAN
CHARTERED ACCOUNTANTS
FIRM REGISTRATION No : 001204S


N C SARABESWARAN
PARTNER - M.No : 009861

Dated: 31.03.2023

Cc to: COMPANY SECRETARY, MRF Limited



ANNEXURE A

Mr. Arun Mammen (DIN: 00018558)	
Brief Profile:	<p>Mr Arun Mammen aged about 57 years is on the Board of the Company since 29.03.1990. He is a graduate from the Madras Christian College. After graduation, he went to USA and obtained his Master's Degree in Business Administration (MBA) from the Ashland University. During his stay in USA, he underwent training with M/s. B F Goodrich Tire & Co., and Uniroyal Goodrich Tire & Co., who were the leading manufacturers of tyres in the world. He became the Whole-time Director of the Company in the year 1990 and subsequently became its Managing Director in 2004 and Vice Chairman and Managing Director in 2017. Mr. Arun Mammen has great passion towards cricket and motorsports.</p> <p>Apart from MRF, Mr. Arun Mammen also holds directorship in other Companies, including Funkskool (India) Limited, leading toy Company in India offering wide range of brands, MRF Corp Limited, manufacturers of speciality coating and polyurethane finishes, finding use in decorative and industrial applications, MRF International Limited, M.M. Housing Private Limited, MRF Lanka Pvt Limited, Chennai Willingdon Corporate Foundation, Kodaikanal International School and MRF SG PTE. LTD, Singapore.</p>
Disclosure of relationships between directors:	Mr. Arun Mammen is the spouse of Dr.(Mrs) Cibi Mammen, Director and brother of Mr. K M Mammen, Chairman and Managing Director.
Information as required pursuant to BSE and NSE Circulars dated 20th June, 2018:	Mr. Arun Mammen is not debarred from holding the office of director on account of any order of SEBI or any other such authority.
Mr. Arun Vasu (DIN: 00174675)	
Brief Profile:	<p>Mr. Arun Vasu, aged about 54 years, is a third generation business scion of the TT Krishnamachari family. He graduated in commerce in the year 1989 and is an alumnus of Loyola College, Chennai.</p> <p>Mr. Arun Vasu, as Chairman & Managing Director, currently heads TT Group of Companies which has presence in Air Cargo, Logistics, Supply Chain Solution, Transportation of Goods by Road, Insurance Brokering, Hospitality, Logistics skills and Water Sports Training and Development.</p> <p>His journey as an entrepreneur started two decades ago. His maiden business, TT Services was formed in the year 2000 for Visa Outsourcing Services for various Diplomatic Missions. Starting with US Consulate, Chennai and then expanded on to service various diplomatic missions across the globe. He exited from the business in 2012.</p> <p>Mr. Arun Vasu is a water sports enthusiast, and his passion made him instrumental in bringing Wind Surfing, Surfing and Stand up Paddling to the fishing village of Covelong, near</p>



	<p>Chennai. This incentive garnered enough attention to make Government Agencies look at supporting these sports to take them to a National and International Level.</p> <p>Mr. Arun Vasu is the Honorary Consul, Consulate of Sweden, South India, Pondicherry and Andaman & Nicobar Islands and President of Surfing Federation of India ("SFI"). He, through SFI, selected the Indian national surfing team and is facilitating their training for them to compete in the World Surfing Games and also getting them to the Olympics. He is also a member of the National Sports Skill Council.</p>
	<p>Mr. Arun Vasu is a director of Tamil Nadu Infrastructure Fund Management Corporation Limited, which has been set up by the Government of Tamil Nadu to attract private capital for commercially viable enterprises in priority areas. In addition, he is on the Board of TT Logistics and Cargo Private Limited (GSA of IAG cargo PAN INDIA for around four decades), AVS Cargo Management Services Private Limited (GSA- Etihad Cargo- PAN INDIA for more than a decade), TT Insurance and Broking Services Private Limited, VTZ Logistics Private Limited, AMZ Logistics Solutions Private Limited, Taylor Logistics Private Limited, TT Skill Development Private Limited, Covelong Surfing Point Private Limited, Covelong Arun Vasu Foundation, Alampara Hotels and Resorts Private Limited, QTT Adventure Sports Academy Private Limited, and T T Aviation Handling Services Private Limited. He is also the trustee in Balamandir Kamaraj Trust, Chennai, Worth Trust, Vellore and Tamil Nadu Sailing Association. He is the founder of Covelong Point Surf School, Surf Turf, Kovalam, Quest Academy, Rameswaram.</p>
Disclosure of relationships between directors:	Mr. Arun Vasu is not related to any of the Directors of the Company
Information as required pursuant to BSE and NSE Circulars dated 20th June, 2018:	Mr. Arun Vasu is not debarred from holding the office of director on account of any order of SEBI or any other such authority.
Mr. Vikram Chesetty (DIN: 01799153)	
Brief Profile:	<p>Mr. Vikram Chesetty, aged about 57 years, comes from an entrepreneurial family of three generations.</p> <p>He got his Bachelor's degree in Mechanical Engineering from R. V. College of Engineering, Bangalore and went on to do his post graduation in Management Engineering from the University of Bridgeport, Connecticut, USA specialising in quantitative and qualitative approaches to Management of Engineering and Technology.</p> <p>After post-graduation, Mr. Vikram Chesetty joined Pepsi Cola Company USA as a project manager working in multiple and simultaneous projects to get the state-of-the-art Somers facility on line. Returning back to India Mr. Vikram Chesetty took up marketing of Terry Towels in the European market which were made in a recently established family owned textile plant with Swiss looms.</p>



	<p>Simultaneously, Mr. Vikram Chesetty started R&D (since commercialised) at The Premier Mica Company (PMC) to develop an import replacement speciality mineral - Wet Ground Mica Powder, used in the Tyre industry as a mould release agent, brake linings, paints and cosmetics. He continues as a partner of PMC.PMC is now well reputed, amongst global companies in this niche sector, complying with quality and ESG norms.</p> <p>Mr. Vikram Chesetty keeps abreast of the latest in manufacturing and business practices including sustainability, by attending, trade fairs and networking. He is an active Member of Rotary Club of Madras, the oldest Rotary in South and served on the board as director. He is a life member of Madras Motor Sports Club and is exposed to the organisation of motor sports in various formats.</p>
Disclosure of relationships between directors:	Mr. Vikram Chesetty is not related to any of the Directors of the Company
Information as required pursuant to BSE and NSE Circulars dated 20th June, 2018:	Mr. Vikram Chesetty is not debarred from holding the office of director on account of any order of SEBI or any other such authority.
Mr. Prasad Oommen (DIN: 00385082)	
Brief Profile:	<p>Mr. Prasad Oommen aged about 76 years did his schooling in MCC School, Chennai, graduated in Economics from Loyola College, Chennai and in Law from Law College, Chennai. He has experience of more than 55 years in the field of agricultural plantations such as Tea, Coffee, Cardamom, Rubber & Pepper.</p> <p>Mr. Prasad Oommen is currently the Managing Director of The Bhavani Tea and Produce Co. Ltd. from 01.01.1968 onwards. The Company has four Divisions under the name of Siruvani Group Estates at Attappady, Sholayur in Palakkad Dist. Kerala cultivating multi-crop such as Tea, Coffee, Cardamom and Pepper. Mr. Prasad Oommen is also the Director of The Be Be Rubber Estates Ltd from 21.08.1965 which has rubber estates at Punalur and Coffee and Cardamom estates at Attappady, Sholayur in Palakkad Dist.,Kerala.</p> <p>Mr. Prasad Oommen is a member of the Coimbatore Club, Ootacamund Club, Coimbatore Golf Club and the Kerala Club. He was the member of Round Table India and was Chairman of Coimbatore Round Table No.9.</p>
Disclosure of relationships between directors:	Mr. Prasad Oommen is not related to any of the Directors of the Company
Information as required pursuant to BSE and NSE Circulars dated 20th June, 2018:	Mr. Prasad Oommen is not debarred from holding the office of director on account of any order of SEBI or any other such authority.

