



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/7
28th 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
--	--

Dear Sir,

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

The 62nd Annual General Meeting of the Members of the Company was held on Thursday, the 27th July, 2023 through Video Conferencing (VC) facility.

All the resolutions contained in the notice of the Annual General Meeting were passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I).

Further, the Scrutinizer's Report on the combined voting results is also attached herewith.

Kindly take the same on record.

Thanking you,

Yours faithfully

For MRF Limited

**S DHANVANTH KUMAR
COMPANY SECRETARY**

MRF LIMITED
AGM Voting Results

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

Annexure I

Date of the AGM	27/07/2023 ✓
Total number of shareholders on record date	37213 ✓
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	64 ✓✓
Promoters and Promoter Group:	21 ✓✓
Public:	43 ✓

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	Ordinary Resolution	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 ✓						
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		1139338	96.75	1139338	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177557	1139338	96.75	1139338	0	100.00	0.00
Public - Institutions	E-Voting		1050842	80.92	1048458	2384	99.77	0.23
	Poll							
	Postal Ballot (if applicable)							
	Total	1298556	1050842	80.92	1048458	2384	99.77	0.23
Public - Non Institutions	E-Voting		1136432	64.39	1136409	23	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1765030	1136432	64.39	1136409	23	100.00	0.00
Total		4241143	3326612	78.44	3324205	2407	99.93	0.07



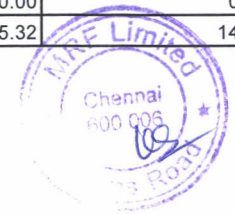
Resolution No. 2	Ordinary Resolution	Declaration of a final dividend of Rs. 169/- (1690%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March, 2023						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. 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		1139338	96.75	1139338	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177557	1139338	96.75	1139338	0	100.00	0.00
Public - Institutions	E-Voting		1053815	81.15	1053815	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1298556	1053815	81.15	1053815	0	100.00	0.00
Public - Non Institutions	E-Voting		1136432	64.39	1136424	8	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1765030	1136432	64.39	1136424	8	100.00	0.00
Total		4241143	3329585	78.51	3329577	8	100.00	0.00

Resolution No. 3	Ordinary Resolution	Re-appointment of Mr Varun Mammen (DIN: 07804025), as director of the Company, liable to retire by rotation						
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		1139338	96.75	1139338	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177557	1139338	96.75	1139338	0	100.00	0.00
Public - Institutions	E-Voting		1053815	81.15	923903	129912	87.67	12.33
	Poll							
	Postal Ballot (if applicable)							
	Total	1298556	1053815	81.15	923903	129912	87.67	12.33
Public - Non Institutions	E-Voting		1136432	64.39	1136356	76	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	1765030	1136432	64.39	1136356	76	99.99	0.01
Total		4241143	3329585	78.51	3199597	129988	96.10	3.90



Resolution No. 4	Ordinary Resolution	Re-appointment of Mrs. Ambika Mammen (DIN: 00287074), as director of the Company, liable to retire by rotation						
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		1139338	96.75	1139338	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177557	1139338	96.75	1139338	0	100.00	0.00
Public - Institutions	E-Voting		1053815	81.15	792830	260985	75.23	24.77
	Poll							
	Postal Ballot (if applicable)							
	Total	1298556	1053815	81.15	792830	260985	75.23	24.77
Public - Non Institutions	E-Voting		1136432	64.39	1136356	76	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total	1765030	1136432	64.39	1136356	76	99.99	0.01
Total		4241143	3329585	78.51	3068524	261061	92.16	7.84

Resolution No. 5	Special Resolution	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						
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		1139338	96.75	1139338	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177557	1139338	96.75	1139338	0	100.00	0.00
Public - Institutions	E-Voting		1053815	81.15	565031	488784	53.62	46.38
	Poll							
	Postal Ballot (if applicable)							
	Total	1298556	1053815	81.15	565031	488784	53.62	46.38
Public - Non Institutions	E-Voting		1136432	64.39	1136410	22	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1765030	1136432	64.39	1136410	22	100.00	0.00
Total		4241143	3329585	78.51	2840779	488806	85.32	14.68



Resolution No. 6	Ordinary Resolution	Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March, 2024						
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		1139338	96.75	1139338	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1177557	1139338	96.75	1139338	0	100.00	0.00
Public - Institutions	E-Voting		1053815	81.15	1053815	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1298556	1053815	81.15	1053815	0	100.00	0.00
Public - Non Institutions	E-Voting		1136432	64.39	1136413	19	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	1765030	1136432	64.39	1136413	19	100.00	0.00
Total		4241143	3329585	78.51	3329566	19	100.00	0.00

There were no invalid votes cast in the Remote E-voting at the AGM on the above Resolution No.1 to 6.



COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING AT THE AGM

To
The Chairman & Managing Director
MRF Limited
114, Greams Road
Chennai - 600 006

62nd Annual General Meeting of the Equity Shareholders of MRF Limited held on at 11.00 a.m.
on Thursday, the 27th July, 2023 through Video Conferencing (VC) facility

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 scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") for all the resolutions contained in the notice of the Annual General Meeting ("AGM") and scrutinizing the e-voting process conducted at the AGM for all the resolutions contained in the notice of the AGM.

I submit my report as under:

1. In accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and General Circular dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022 and 28th December, 2022, issued by the Ministry of Corporate Affairs read with relevant circulars issued by the Securities and Exchange Board of India, from time to time, permits to hold AGM via Video Conferencing (VC) / Other Audio Visual Means (OAVM). The Notice convening the AGM was sent to the shareholders in respect of the resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the above mentioned circulars.
2. The Company has appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform to the members of the Company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said meeting.



3. The Company had also provided e-voting facility to those members who attended the AGM through VC facility and who had not cast their vote through remote e-voting earlier.
4. 20th July,2023 was fixed as the cut-off date for the purpose of determining the eligibility to participate in the said remote e-voting and e-voting at the AGM.
5. The remote e-voting facility commenced on 22nd July, 2023 (9.00 A.M.) and ended on 26th July, 2023 (5.00 P.M).
6. The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in compliance with Ministry of Corporate Affairs circular No.20/2020 dated 5th May,2020 were published in "Business Standard" in English language and in "Makkal Kural" in vernacular language both on 1st July,2023 and on 05th July,2023.
7. The votes cast through e-voting were unblocked after the conclusion of e-voting at AGM held on 27th July, 20223 in the presence of two witnesses not in the employment of the Company.

The result of remote e-Voting at the AGM together with that of the e-Voting is as under:

Resolution No.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 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	684
Number of votes cast by them	3324205
% of total number of valid votes cast	99.93
Votes against the resolution	
Number of members	8
Number of votes cast by them	2407
% of total number of valid votes cast	0.07
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 Item no.1 as set out in the Notice of the AGM is passed with requisite majority.



Resolution No.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 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	689
Number of votes cast by them	3329577
% of total number of valid votes cast	100.00
Votes against the resolution	
Number of members	4
Number of votes cast by them	8
% of total number of valid votes cast	0.00
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 Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.3

Re-appointment of Mr Varun Mammen (DIN: 07804025), as director of the Company, liable to retire by rotation - Ordinary Resolution

Votes in favour of the resolution	
Number of members	499
Number of votes cast by them	3199597
% of total number of valid votes cast	96.10
Votes against the resolution	
Number of members	202
Number of votes cast by them	129988
% of total number of valid votes cast	3.90
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 Item no.3 as set out in the Notice of the AGM is passed with requisite majority.

✓



Resolution No.4

Re-appointment of Mrs. Ambika Mammen (DIN: 00287074), as director of the Company, liable to retire by rotation - Ordinary Resolution

Votes in favour of the resolution	
Number of members	425
Number of votes cast by them	3068524
% of total number of valid votes cast	92.16
Votes against the resolution	
Number of members	273
Number of votes cast by them	261061
% of total number of valid votes cast	7.84
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 Item no.4 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No. 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 - Special Resolution

Votes in favour of the resolution	
Number of members	313
Number of votes cast by them	2840779
% of total number of valid votes cast	85.32
Votes against the resolution	
Number of members	383
Number of votes cast by them	488806
% of total number of valid votes cast	14.68
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 Item no.5 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No. 6

Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March, 2024 - Ordinary Resolution



Votes in favour of the resolution	
Number of members	687
Number of votes cast by them	3329566
% of total number of valid votes cast	100.00
Votes against the resolution	
Number of members	6
Number of votes cast by them	19
% of total number of valid votes cast	0.00
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 Item no.6 as set out in the Notice of the AGM is passed with requisite majority.

Yours faithfully,

For Jagannathan & Sarabeswaran
Chartered Accountants
FRN No: 001204S



N.C. Sarabeswaran
(N.C.Sarabeswaran)
Partner
M.No: 009861

Date: 28-07-2023

Cc to: COMPANY SECRETARY, MRF Limited

A handwritten signature in blue ink, appearing to be a stylized name or initials.