



# 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/AUGUST-2023/KGG/3  
20<sup>th</sup> September, 2023

National Stock Exchange of India Ltd Exchange Plaza 5 <sup>th</sup> 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 18<sup>th</sup> August 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 Special Resolutions relating to the following:

- Re-appointment of Mr. K M Mammen (DIN: 00020202) as Managing Director of the Company (with the designation "Chairman and Managing Director" or such other designation as approved by the Board from time to time) for a period of 5 years with effect from 08.02.2024.
- Re-appointment of Mrs. Vimla Abraham (DIN: 05244949) as an Independent Woman Director of the Company for a second term of 5 years commencing from 05.02.2024.

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

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

<b>Date of the Postal Ballot</b>	19.09.2023 ✓
<b>Total number of shareholders on record date</b>	37496 ✓
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	Not Applicable
Promoters and Promoter Group:	
Public:	
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not Applicable ✓
Promoters and Promoter Group:	
Public:	

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

<b>Resolution No. 1</b>	<b>Special Resolution</b> ✓	Re-appointment of Mr. K M Mammen (DIN: 00020202) as Managing Director of the Company (with the designation "Chairman and Managing Director" or such other designation as approved by the Board from time to time). ✓						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	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	1177557	1147591	97.46	1147591	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		1147591	97.46	1147591	0	100.00	0.00
Public - Institutions	E-Voting	1299690 ✓	1064927	81.94	854331	210596	80.22	19.78
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1064927	81.94	854331	210596	80.22	19.78
Public - Non Institutions	E-Voting	1763896	1138402	64.54	1138222	180	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1138402	64.54	1138222	180	99.98	0.02
<b>Total</b>		<b>4241143</b>	<b>3350920</b>	<b>79.01</b>	<b>3140144</b>	<b>210776</b>	<b>93.71</b>	<b>6.29</b>



Resolution No. 2	Special Resolution ✓	Re-appointment of Mrs. Vimla Abraham (DIN: 05244949) as an Independent Woman 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	1177557	1147591	97.46	1147591	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		1147591	97.46	1147591 ✓	0	100.00 ✓	0.00
Public - Institutions	E-Voting	1299690	1064927	81.94	1063567	1360	99.87	0.13
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1064927	81.94	1063567 ✓	1360	99.87 ✓	0.13
Public - Non Institutions	E-Voting	1763896	1138395	64.54	1138155	240	99.98	0.02
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1138395	64.54	1138155 ✓	240	99.98 ✓	0.02
<b>Total</b>		<b>4241143</b>	<b>3350913</b>	<b>79.01</b>	<b>3349313</b> ✓	<b>1600</b>	<b>99.95</b> ✓	<b>0.05</b> ✓

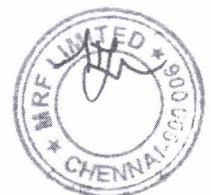
There were no invalid votes cast in the remote evoting at the Postal Ballot of the above resolution numbers 1 to 2. ✓

For MRF LIMITED

  
S DHANVANTH KUMAR  
COMPANY SECRETARY

ANNEXURE A

Mr. K M Mammen (DIN: 00020202)	
Brief Profile	<p>Mr. K M Mammen has been on the Board and management of the Company for over four decades and has rich experience in various areas of operation of the Company. Under his leadership, the Company continues to consolidate its fourth decade of leadership in the Indian Tyre Industry. Since 2003, when he took over as the Chairman and Managing Director of the Company he has been the driving force behind the growth of the Company. Since 2003, the Company's total income has increased from Rs.2608 crores to Rs.22826 crores. His stellar leadership has resulted in the Company being ranked as the 2<sup>nd</sup> Strongest Tyre Brand in the World by Brand Finance, the world's leading brand valuation consultancy, in its Automotive Industry 2023 study.</p> <p>The Automotive Tyre Manufacturers Association has conferred the Lifetime Achievement Award upon Mr. K M Mammen in recognition of his distinctive and outstanding leadership qualities, invaluable contribution to the Indian tyre industry and for leading the industry from the front for over 20 years.</p> <p>Mr.K M Mammen is a graduate from the Madras Christian College, Chennai. After graduation, he went to USA for training with MRF's erstwhile Collaborators viz., The Mansfield Tire &amp; Rubber Co. He joined the Board in 1981 and was later appointed as Whole-time Director of the Company. In 1986, he was appointed as the Vice-Chairman &amp; Managing Director and in 2003, he took over as Chairman &amp; Managing Director.</p> <p>Mr. K M Mammen is on the Board of MRF Corp Ltd, MRF International Limited, Stable Investments and Finance Co. Ltd, Badra Estates and Industries Ltd, MRF SG Pte Limited and Madras Christian College. He is associated with several Chambers of Commerce and is a sponsor and promoter of sports. His personal attention resulted in the success of MRF Pace Foundation which imparts training in fast bowling, not only to Indian bowlers but also to players of other cricket playing countries. He has taken keen interest in motor racing and rallies in which he has carved out a place for India on the world map. Mr K M Mammen has held several terms as Chairman of Automotive Tyre Manufacturers' Association (ATMA).</p> <p>Mr. K M Mammen was a member, Executive Committee, FICCI. He held the Chairmanship of the CII National Committee on sports and was a member in the CII National Council.</p>
Disclosure of relationships between directors	Mr. K M Mammen, Mrs.Ambika Mammen(Director) his spouse, Mr. Rahul Mammen Mappillai (Managing Director), Mr.Samir Thariyan Mappillai (Whole time Director), sons of Mr.K M Mammen and Mr. Arun Mammen, (Vice Chairman and Managing Director) brother of Mr. K M Mammen are interested
Information as required pursuant to BSE and NSE Circulars dated 20th June, 2018	Mr. K M Mammen is not debarred from holding the office of director on account of any order of SEBI or any other such authority.



Mrs. Vimla Abraham (DIN: 05244949)	
Brief Profile	<p>Mrs. Vimla Abraham has a Bachelors degree in Arts from Jyothi Nivas College, Bangalore. She has been a very active member of various NGOs. She has been the President of Inner Wheel of Kottayam and the President of YWCA, Kottayam for three years each.</p> <p>On the national level, she was the National President of Association of Inner Wheel Clubs of India in 1994 - 95. She was also International Board Director of International Inner Wheel.</p> <p>Being a keen sportsperson, she served as the President of the United Planters Association of Southern India, Sports Club and the only lady to have served as its President.</p>
Disclosure of relationships between directors	Nil
Information as required pursuant to BSE and NSE Circulars dated 20th June, 2018	Mrs. Vimla Abraham is not debarred from holding the office of director on account of any order of SEBI or any other such authority.



**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 Special Resolutions mentioned in the Notice of Postal Ballot dated 3<sup>rd</sup> August, 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 3<sup>rd</sup> August, 2023 on Saturday, 19<sup>th</sup> August, 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, 11<sup>th</sup> August, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 3<sup>rd</sup> August, 2023, through remote e-voting only.



4. The Company has published an advertisement on 21st August, 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 3<sup>rd</sup> August, 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 Monday, 21<sup>st</sup> August, 2023 (9.00 AM) to Tuesday, 19th September,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 19th September,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 Monday, 21<sup>st</sup> August, 2023 (9.00 AM) to Tuesday, 19th September,2023 (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 resolutions is as under:

**Resolution No:1**

**Re-appointment of Mr. K M Mammen (DIN: 00020202) as Managing Director of the Company (with the designation "Chairman and Managing Director" or such other designation as approved by the Board from time to time). – Special Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	708
Number of votes cast by them	3140144
% of total number of valid votes cast	93.71%
<b>Votes against the resolution</b>	
Number of members	188
Number of votes cast by them	210776
% of total number of valid votes cast	6.29
<b>Invalid Votes</b>	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.1 as set out in the Postal Ballot Notice dated 3rd August, 2023 is passed with requisite majority.**



**Resolution No:2**

**Re-appointment of Mrs. Vimla Abraham (DIN: 05244949) as an Independent Woman Director of the Company. – Special Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	859
Number of votes cast by them	3349313
% of total number of valid votes cast	99.95%
<b>Votes against the resolution</b>	
Number of members	25
Number of votes cast by them	1600
% of total number of valid votes cast	0.05%
<b>Invalid Votes</b>	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 3rd August, 2023 is passed with requisite majority.**

Yours faithfully,  
For JAGANNATHAN AND SARABESWARAN  
Chartered Accountants  
FRN No: 001204S

  
N.C.Sarabeswaran  
Partner  
M.No 009861

Cc to: COMPANY SECRETARY, MRF Limited

