



MRF

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

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CIN : L25111TN1960PLC004306; Website: www.mrftyres.com

071/SH/SE/AGM-2021/KGG/2

13th August, 2021

| | |
|---|--|
| 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 60th Annual General Meeting held on 12th August, 2021

The 60th Annual General Meeting of the Members of the Company was held on Thursday, the 12th August, 2021 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.

Please also find attached brief profile and other disclosures as required under Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Messrs M M NISSIM & CO. LLP, Chartered Accountants, Mumbai, new statutory auditors of the Company (Annexure - II)

Kindly take the above on record.

Thanking you,

Yours faithfully,
For MRF LIMITED


S DHANVANTH KUMAR
COMPANY SECRETARY

AGM Voting Results

Annexure I

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

| | |
|--|--------------|
| Date of the AGM | 12-08-2021 ✓ |
| Total number of shareholders on record date | 54231 ✓ |
| No. of shareholders present in the meeting either in person or through proxy: | NA |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video Conferencing | 87 ✓ |
| Promoters and Promoter Group: | 22 ✓ |
| Public: | 65 ✓ |

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

| Resolution No. 1 | (Ordinary) | Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2021 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, 2021 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 | 1181740 ✓ | 1070429 ✓ | 90.58 | 1070429 ✓ | 0 | 100.00 | 0.00 ✓ |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1070429 ✓ | 90.58 | 1070429 ✓ | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 1184228 ✓ | 940903 ✓ | 79.45 | 940903 ✓ | 0 ✓ | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 940903 ✓ | 79.45 | 940903 ✓ | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | 1875175 ✓ | 994285 ✓ | 53.02 | 994262 ✓ | 23 ✓ | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 994285 ✓ | 53.02 | 994262 ✓ | 23 ✓ | 100.00 | 0.00 |
| Total | | 4241143 ✓ | 3005617 ✓ | 70.87 | 3005594 ✓ | 23 ✓ | 100.00 ✓ | 0.00 |



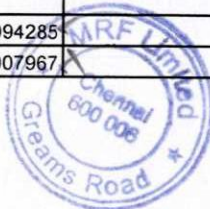
| Resolution No. 2 | (Ordinary) | Declaration of a final dividend of Rs. 94/- (940%) and a special dividend of Rs. 50/- (500%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March, 2021 | | | | | | |
|---|-------------------------------|---|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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 | 1181740 | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 1184228 | 943253 | 79.65 | 943253 | 0 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 943253 | 79.65 | 943253 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | 1875175 | 994286 | 53.02 | 994067 | 219 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 994286 | 53.02 | 994067 | 219 | 100.00 | 0.00 |
| Total | | 4241143 | 3007968 | 70.92 | 3007749 | 219 | 100.00 | 0.00 |

| Resolution No. 3 | (Ordinary) | 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 | 1181740 | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 1184228 | 845559 | 71.40 | 702370 | 143189 | 83.07 | 16.93 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 845559 | 71.40 | 702370 | 143189 | 83.07 | 16.93 |
| Public - Non Institutions | E-Voting | 1875175 | 994285 | 53.02 | 993853 | 432 | 99.96 | 0.04 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 994285 | 53.02 | 993853 | 432 | 99.96 | 0.04 |
| Total | | 4241143 | 2910273 | 68.62 | 2766652 | 143621 | 95.07 | 4.93 |



| Resolution No. 4 | (Ordinary) | Re-appointment of Mr. Samir Thariyan Mappillai (DIN: 07803982) 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 | 1181740 | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 1184228 | 925378 | 78.14 | 801025 | 124353 | 86.56 | 13.44 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 925378 | 78.14 | 801025 | 124353 | 86.56 | 13.44 |
| Public - Non Institutions | E-Voting | 1875175 | 994285 | 53.02 | 993854 | 431 | 99.96 | 0.04 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 994285 | 53.02 | 993854 | 431 | 99.96 | 0.04 |
| Total | | 4241143 | 2990092 | 70.50 | 2865308 | 124784 | 95.83 | 4.17 |

| Resolution No. 5 | (Ordinary) | Appointment of Messrs. M M NISSIM & CO LLP, Chartered Accountants (Firm Regn No. 107122W) as Joint Statutory Auditors of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 60th Annual General Meeting of the Company until the conclusion of the 65th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration. | | | | | | |
|---|-------------------------------|---|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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 | 1181740 | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 1184228 | 943253 | 79.65 | 943253 | 0 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 943253 | 79.65 | 943253 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | 1875175 | 994285 | 53.02 | 994037 | 248 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 994285 | 53.02 | 994037 | 248 | 100.00 | 0.00 |
| Total | | 4241143 | 3007967 | 70.92 | 3007719 | 248 | 100.00 | 0.00 |



| Resolution No. 6 | (Ordinary) | Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 31st March, 2022 | | | | | | |
|---|-------------------------------|--|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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 of 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 | 1181740 | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 1070429 | 90.58 | 1070429 | 0 | 100.00 | 0.00 |
| Public - Institutions | E-Voting | 1184228 | 943253 | 79.65 | 943253 | 0 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 943253 | 79.65 | 943253 | 0 | 100.00 | 0.00 |
| Public - Non Institutions | E-Voting | 1875175 | 994285 | 53.02 | 994111 | 174 | 100.00 | 0.00 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 994285 | 53.02 | 994111 | 174 | 100.00 | 0.00 |
| Total | | 4241143 | 3007967 | 70.92 | 3007793 | 174 | 100.00 | 0.00 |

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

For MRF LIMITED

S DHAIVANTH KUMAR
COMPANY SECRETARY

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

60th Annual General Meeting of the Equity Shareholders of MRF Limited held on at 11.00 a.m. on Thursday, the 12th August, 2021 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. As per the General Circulars 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India vide its Circular dated 12th May, 2020 and 15th January, 2021 issued in view of massive outbreak of COVID-19 pandemic, the said notification 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. 5th August, 2021 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 7th August, 2021 (9.00 A.M.) and ended on 11th August, 2021 (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 "MakkalKural" in vernacular language both on 20th July, 2021 and on 22nd July, 2021.
7. The votes cast through e-voting were unblocked after the conclusion of e-voting at AGM held on 12th August, 2021 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, 2021 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, 2021 and the Reports of the Auditors thereon- Ordinary Resolution

| Votes in favour of the resolution | |
|--|---------|
| Number of members | 747 |
| Number of votes cast by them | 3005594 |
| % of total number of valid votes cast | 100.00 |
| Votes against the resolution | |
| Number of members | 3 |
| Number of votes cast by them | 23 |
| % 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.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. 94/- (940%) and a special dividend of Rs. 50/- (500%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March,2021- Ordinary Resolution

| Votes in favour of the resolution | |
|---------------------------------------|---------|
| Number of members | 746 |
| Number of votes cast by them | 3007749 |
| % of total number of valid votes cast | 100.00 |
| Votes against the resolution | |
| Number of members | 6 |
| Number of votes cast by them | 219 |
| % 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 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 | 527 |
| Number of votes cast by them | 2766652 |
| % of total number of valid votes cast | 95.07 |
| Votes against the resolution | |
| Number of members | 217 |
| Number of votes cast by them | 143621 |
| % of total number of valid votes cast | 4.93 |
| 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 Mr. Samir Thariyan Mappillai (DIN: 07803982) as director of the Company, liable to retire by rotation - Ordinary Resolution

| Votes in favour of the resolution | |
|---------------------------------------|---------|
| Number of members | 564 |
| Number of votes cast by them | 2865308 |
| % of total number of valid votes cast | 95.83 |
| Votes against the resolution | |
| Number of members | 187 |
| Number of votes cast by them | 124784 |
| % of total number of valid votes cast | 4.17 |
| 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

Appointment of Messrs. M M NISSIM & CO LLP, Chartered Accountants (Firm Regn No. 107122W) as Joint Statutory Auditors of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 60th Annual General Meeting of the Company until the conclusion of the 65th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration- Ordinary Resolution

| Votes in favour of the resolution | |
|---------------------------------------|---------|
| Number of members | 746 |
| Number of votes cast by them | 3007719 |
| % of total number of valid votes cast | 100.00 |
| Votes against the resolution | |
| Number of members | 5 |
| Number of votes cast by them | 248 |
| % 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.5 as set out in the Notice of the AGM is passed with requisite majority.



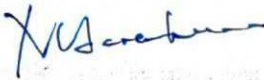
Resolution No. 6

Ratification of the remuneration payable to Mr. C GovindanKutty, Cost Auditor of the Company for the financial year ending 31st March,2022- Ordinary Resolution

| Votes in favour of the resolution | |
|--|---------|
| Number of members | 746 |
| Number of votes cast by them | 3007793 |
| % of total number of valid votes cast | 100.00 |
| Votes against the resolution | |
| Number of members | 5 |
| Number of votes cast by them | 174 |
| % 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
Firm Registration No: 0012045



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



Cc to: COMPANY SECRETARY, MRF Limited

For MRF LIMITED



S DHANVANTH KUMAR
COMPANY SECRETARY



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

Annexure - II

Change in Statutory Auditor of the Company

| | |
|---|---|
| Reason for change | <p>The existing Joint Statutory Auditors, Messrs. SCA AND ASSOCIATES, Chartered Accountants have expressed their intention not to seek re-appointment as Joint Statutory Auditor of the Company on conclusion of the present term vide their letter dated 24th May, 2021 addressed to the Audit Committee and to the Board of Directors of the Company. The Audit Committee and the Board of Directors at their meeting held on 7th June,2021 took note of the above and accepted their request to retire on conclusion of the 60th AGM of the Company.</p> <p>The Board of Directors of the Company at its meeting held on 7th June, 2021, on the basis of the recommendations of the Audit Committee, recommended for the approval of the Members, the appointment of Messrs. M M NISSIM & CO LLP, Chartered Accountants (Firm Regn No.: 107122W), Mumbai as the Joint Statutory Auditor of the Company for a period of five consecutive financial years from the conclusion of the Sixtieth AGM till the conclusion of the Sixty Fifth Annual General Meeting on remuneration, terms and conditions as may approved by the Board.</p> |
| Date of appointment | 12 th August,2021 |
| Brief profile | <p>Messrs M M NISSIM & CO. LLP, Chartered Accountants was formed in the year 1927. There are 11 partners in the firm having considerable experience in corporate audits, direct and indirect taxation, compilation/adoption /Ind-AS/IFRS. The firm specializes in conducting statutory audit, tax audit, GST audit, transfer pricing audit, internal audit, concurrent audit, compliance audit, inspections of regulated entities on behalf of regulators, GST and Income Tax consulting and compliance etc. The firm has clientele in major companies spread across all industries including banking and financial service industry.</p> |
| Disclosure of relationships between directors | Nil |

