



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 /December-2022/KGG/1
22nd December, 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,

RESULT OF POSTAL BALLOT

Further to our letter dated 18th November, 2022 and in accordance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results and Scrutinizer's Report for the special resolutions relating to the following:

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

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

Please note that above appointments 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.

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	21-12-2022 ✓
Total number of shareholders on record date	44193 ✓
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)

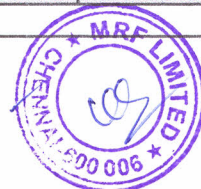
Resolution No. 1 ✓	Special Resolution ✓	Appointment of Mr.VikramTaranath Hosangady (DIN:09757469) as an Independent Director of the Company ✓						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% 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	1183149 ✓	1123229 ✓	94.94 ✓	1123229 ✓	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		1123229 ✓	94.94 ✓	1123229 ✓	0 ✓	100.00 ✓	0.00 ✓
Public - Institutions	E-Voting	1248679 ✓	1019041 ✓	81.61 ✓	1018877 ✓	164 ✓	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		1019041 ✓	81.61 ✓	1018877 ✓	164 ✓	100.00 ✓	0.00 ✓
Public - Non Institutions	E-Voting	1809315 ✓	1028140 ✓	56.82 ✓	1028059 ✓	81 ✓	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		1028140 ✓	56.82 ✓	1028059 ✓	81 ✓	100.00 ✓	0.00 ✓
Total		4241143 ✓	3170410 ✓	74.75 ✓	3170165 ✓	245 ✓	100 ✓	0 ✓



Resolution No. 2	Special Resolution	Appointment of Mr.Ramesh Rangarajan (DIN: 00141701) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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	1183149	1123229	94.94	1123229	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		1123229	94.94	1123229	0	100.00	0.00
Public - Institutions	E-Voting	1248679	1019041	81.61	1018877	164	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		1019041	81.61	1018877	164	100.00	0.00
Public - Non Institutions	E-Voting	1809315	1028131	56.82	1028078	53	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		1028131	56.82	1028078	53	100.00	0.00
Total		4241143	3170401	74.75	3170184	217	100	0

Resolution No. 3	Special Resolution	Appointment of Mr.Dinshaw Keku Parakh (DIN: 00238735) as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Not Applicable						
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	1183149	1123229	94.94	1123229	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		1123229	94.94	1123229	0	100.00	0.00
Public - Institutions	E-Voting	1248679	1019041	81.61	1015152	3889	99.62	0.38
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1019041	81.61	1015152	3889	99.62	0.38
Public - Non Institutions	E-Voting	1809315	1028234	56.83	1028179	55	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		1028234	56.83	1028179	55	99.99	0.01
Total		4241143	3170504	74.76	3166560	3944	99.88	0.12

There were no invalid votes cast in the Remote E-voting and E-voting at the Postal Ballot on the above Resolution Nos.1 to 3.



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 8th November,2022.

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 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, the Company has sent the Postal Ballot Notice dated 8th November,2022 on Friday, 18th November,2022 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, 11th November,2022 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 8th November,2022, through remote e- voting only.

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4. The Company has published an advertisement on 19th November,2022 in "Business Standard" an English Newspaper and in "Makkal Kural" a vernacular (Tamil) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 8th November,2022 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 Tuesday, 22nd November, 2022 (9.00 AM) to Wednesday, 21st December, 2022 (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 21st December, 2022 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 Tuesday, 22nd November, 2022 (9.00 AM) to Wednesday, 21st December, 2022 (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 resolution is as under:

Resolution No:1

Appointment of Mr.Vikram Taranath Hosangady (DIN:09757469) as an Independent Director of the Company. – Special Resolution

Votes in favour of the resolution	
Number of members	791
Number of votes cast by them	3170165
% of total number of valid votes cast	100
Votes against the resolution	
Number of members	22
Number of votes cast by them	245
% 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 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 8th November,2022 is passed with requisite majority.



Resolution No:2

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

Votes in favour of the resolution	
Number of members	790
Number of votes cast by them	3170184
% of total number of valid votes cast	100
Votes against the resolution	
Number of members	21
Number of votes cast by them	217
% 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 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 8th November,2022 is passed with requisite majority.

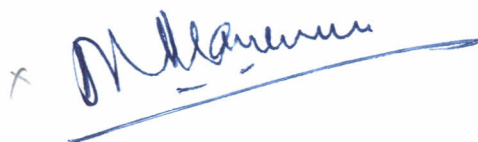
Resolution No:3

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

Votes in favour of the resolution	
Number of members	786
Number of votes cast by them	3166560
% of total number of valid votes cast	99.88
Votes against the resolution	
Number of members	25
Number of votes cast by them	3944
% of total number of valid votes cast	0.12
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 8th November,2022 is passed with requisite majority.

Yours faithfully,
For Jagannathan & Sarabeswaran
Chartered Accountants
FRN 001204S







N C SARABESWARAN
PARTNER
MEMBERSHIP NO: 009861

Dated: 22.12.2022

Cc to: COMPANY SECRETARY, MRF Limited