



MRF

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

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071/SH/SE/POSTAL BALLOT-2022/KGG/2

4th May, 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,

Postal Ballot Result

This is further to our letter dated 1st April, 2022, enclosing Postal Ballot Notice of the Company seeking approval of the members by way of Ordinary Resolution for Re-appointment of Mr. Rahul Mammen Mappillai as Managing Director of the Company for a period of 5 years commencing from 4th May, 2022.

The resolution contained in the Notice of Postal Ballot was passed by the members, with requisite majority.

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed detailed Voting Results of Postal Ballot along with Report submitted by the Scrutinizer.

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

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For MRF LIMITED,


S DHANVANTH KUMAR
COMPANY SECRETARY

MRF LIMITED

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


Date of the Postal Ballot	03-05-2022
Total number of shareholders on record date	66544
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. Rahul Mammen Mappillai as Managing 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	1185320	1171365	98.82	1171365	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1171365	98.82	1171365	0	100.00	0.00
Public - Institutions	E-Voting	1155612	973673	84.26	460198	513475	47.26	52.74
	Poll							
	Postal Ballot (if applicable)							
	Total		973673	84.26	460198	513475	47.26	52.74
Public - Non Institutions	E-Voting	1900211	1028219	54.11	1027796	423	99.96	0.04
	Poll							
	Postal Ballot (if applicable)							
	Total		1028219	54.11	1027796	423	99.96	0.04
Total		4241143	3173257	74.82	2659359	513898	83.81	16.19

There were no invalid votes cast in the Remote E-voting on the above Resolution.

For MRF LIMITED


S DHANVANTH KUMAR
 COMPANY SECRETARY

SCRUTINIZER'S REPORT

To
The Chairman & Managing Director
MRF Limited
No.114,Greams Road
Chennai -600006

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 mentioned in the Notice of Postal Ballot dated 10th February, 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 and 20/2021 dated 8th December, 2021 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 10th February, 2022 on Friday, 1st April, 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, 25th March, 2022 were entitled to vote on the proposed resolution as set out in the Notice of Postal Ballot dated 10th February, 2022, through remote e-voting only.
4. The Company has published an advertisement on 2nd April, 2022 in "Business Standard" an English Newspaper and in "MakkalKural" a vernacular (Tamil) newspaper regarding completion of dispatch of Notice of Postal Ballot dated 10th February, 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 Monday, 4thApril, 2022 (9.00 AM) to Tuesday, 3rd May, 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 PM on 3rd May, 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 Monday, 4thApril, 2022 (9.00 AM) to Tuesday, 3rd May, 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:

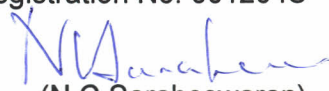
**Re-appointment of Mr. Rahul Mammen Mappillai as Managing Director of the Company–
Ordinary Resolution**

Votes in favour of the resolution	
Number of members	605
Number of votes cast by them	2659359
% of total number of valid votes cast	83.81
Votes against the resolution	
Number of members	336
Number of votes cast by them	513898
% of total number of valid votes cast	16.19
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 as set out in the Notice of the Postal Ballot dated 10th February, 2022 is passed with requisite majority.

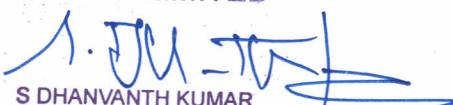
Yours faithfully,

For Jagannathan & Sarabeswaran
Chartered Accountants
Firm Registration No: 001204S


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

Place: Chennai
Date : 04.05.2022

For MRF LIMITED


S DHANVANTH KUMAR
COMPANY SECRETARY

Cc to: COMPANY SECRETARY, MRF Limited

Annexure A

<p>Brief Profile</p>	<p>Mr Rahul Mammen Mappillai aged about 44 years is on the Board of the Company since 25.11.2010. He holds a B.A. (Hons.) Economics degree from St. Stephen's College, Delhi and a Masters degree in Business Administration (MBA) from the University of Michigan Ross School of Business, Ann Arbor, USA. He joined the Company as Corporate Manager- Planning and Development in 2003 and rose to the position of Vice President - Planning and Development. In 2010, he was appointed as Whole- time Director of the Company and in 2017 he was appointed as Managing Director of the Company. He has experience in handling all major functions in the Company.</p>
<p>Disclosure of relationships between directors</p>	<p>Mr Rahul Mammen Mappillai is the son of Mr K M Mammen, Chairman and Managing Director and Mrs. Ambika Mammen, Director and brother of Mr Samir Thariyan Mappillai, Whole-time Director of the Company.</p>
<p>Information as required pursuant to BSE and NSE Circulars dated 20th June, 2018.</p>	<p>Mr Rahul Mammen Mappillai is not debarred from holding the office of director on account of any order of SEBI or any other such authority.</p>

