



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-2020/KGG/2

25th September, 2020 ✓

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,

Results of the 59th Annual General Meeting held on 24th September, 2020 ✓

The 59th Annual General Meeting of the Members of the Company was held on Thursday, the 24th September, 2020 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. ✓

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

Kindly take the above on record.

Thanking you,

Yours faithfully,
For MRF LIMITED


S DHANVANTH KUMAR
COMPANY SECRETARY

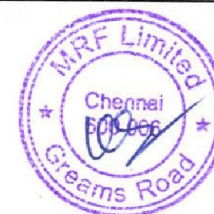
AGM Voting Results

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

Date of the AGM	24/09/2020
Total number of shareholders on record date	66669
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	97
Promoters and Promoter Group:	27
Public:	70

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

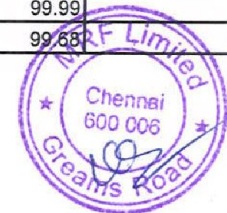
Resolution No. 1	(Ordinary)	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 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	1182170	1059827	89.65	1059827	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1059827	89.65	1059827	0	100.00	0.00
Public - Institutions	E-Voting	1076780	895337	83.14	895337	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		895337	83.14	895337	0	100.00	0.00
Public - Non Institutions	E-Voting	1982193	1000486	50.47	1000471	15	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1000486	50.47	1000471	15	100.00	0.00
Total		4241143	2955650	69.69	2955635	15	100.00	0.00



Resolution No. 2	(Ordinary)	Declaration of a final dividend of Rs.94/- per share on equity shares of the Company for the financial year ended 31st March,2020						
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	1182170	1059827	89.65	1059827	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1059827	89.65	1059827	0	100.00	0.00
Public - Institutions	E-Voting	1076780	897249	83.33	897249	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		897249	83.33	897249	0	100.00	0.00
Public - Non Institutions	E-Voting	1982193	1000487	50.47	1000467	20	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1000487	50.47	1000467	20	100.00	0.00
Total		4241143	2957563	69.74	2957543	20	100.00	0.00

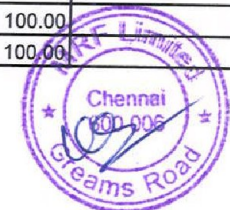
Resolution No. 3	(Ordinary)	Re-appointment of Mr. Varun Mammen (DIN: 07804025) as director of the Company, liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled 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	1182170	1059827	89.65	1059827	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1059827	89.65	1059827	0	100.00	0.00
Public - Institutions	E-Voting	1076780	860886	79.95	851778	9108	98.94	1.06
	Poll							
	Postal Ballot (if applicable)							
	Total		860886	79.95	851778	9108	98.94	1.06
Public - Non Institutions	E-Voting	1982193	1000487	50.47	1000352	135	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		1000487	50.47	1000352	135	99.99	0.01
Total		4241143	2921200	68.88	2911957	9243	99.68	0.32

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Resolution No. 4	(Ordinary)	Re-appointment of Dr (Mrs) Cibi Mammen (DIN: 00287146) 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	1182170	1059827	89.65	1059827	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1059827	89.65	1059827	0	100.00	0.00
Public - Institutions	E-Voting	1076780	791442	73.50	782147	9295	98.83	1.17
	Poll							
	Postal Ballot (if applicable)							
	Total		791442	73.50	782147	9295	98.83	1.17
Public - Non Institutions	E-Voting	1982193	1000486	50.47	1000351	135	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		1000486	50.47	1000351	135	99.99	0.01
Total		4241143	2851755	67.24	2842325	9430	99.67	0.33

Resolution No. 5	(Ordinary)	Ratification of the remuneration payable to Mr. C Govindan Kutty, Cost Auditor of the Company for the financial year ending 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	1182170	1059827	89.65	1059827	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1059827	89.65	1059827	0	100.00	0.00
Public - Institutions	E-Voting	1076780	897105	83.31	897105	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		897105	83.31	897105	0	100.00	0.00
Public - Non Institutions	E-Voting	1982193	1000486	50.47	1000458	28	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1000486	50.47	1000458	28	100.00	0.00
Total		4241143	2957418	69.73	2957390	28	100.00	0.00



CONSOLIDATED REPORT OF THE SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING AT THE ANNUAL GENERAL MEETING

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

59th Annual General Meeting of the Equity Shareholders of MRF Limited held on at 11.00 a.m. on Thursday, the 24th September, 2020 through Video Conferencing (VC) facility

Dear Sir,

I, N C SARABESWARAN, Chartered Accountant 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 respectively issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India vide its Circular dated 12th May, 2020 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.

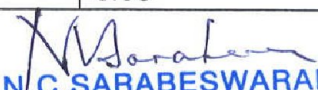
4. 17th September, 2020 was fixed as the cut-off date for the purpose of determining the eligibility to participate in the said remote e-voting and e-voting at the AGM.
5. The remote e-voting facility commenced on 19th September, 2020 (9.00 A.M.) and ended on 23rd September, 2020 (5.00 P.M).
6. The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) 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 29th August,2020 and on 2nd September,2020.
7. The votes cast through remote E-voting and through E-voting were unblocked after the conclusion of voting at AGM held on 24th September,2020 in the presence of two witnesses not in the employment of the Company,

As required, I submit herewith my combined report on the results of remote E-voting together with that of E-voting at the AGM as under:-

Resolution No.1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 - Ordinary Resolution

Remote E-Voting	
Vote in favour of the resolution:	
No. of members	429
Number of votes cast by them	2853495
% of total number of valid votes cast	100.00
Vote against the resolution:	
Number of members	7
Number of votes cast by them	15
% of total number of valid votes cast	0.00
E-Voting at the AGM	
Vote in favour of the resolution:	
No. of members	11
Number of votes cast by them	102140
% of total number of valid votes cast	100.00
Vote against the resolution:	
No. of members	0
Number of votes cast by them	0
% of total number of valid votes cast	0.00


N.C.SARABESWARAN
 Chartered Accountant

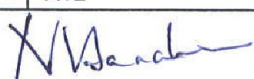
Consolidated (Remote E-voting & E-Voting at the AGM) in favour of the resolution	
Number of members	440
Number of votes cast by them	2955635
% of total number of valid votes cast	100.00
Consolidated (Remote E-voting & E-Voting at the AGM) against the resolution	
Number of members	7
Number of votes cast by them	15
% of total number of valid votes cast	0.00
Invalid Votes (Remote E-voting & E-Voting at the AGM)	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/- per share on equity shares of the Company for the financial year ended 31st March,2020- Ordinary Resolution

Remote E-Voting	
Vote in favour of the resolution:	
No. of members	432
Number of votes cast by them	2855403
% of total number of valid votes cast	100.00
Vote against the resolution:	
Number of members	8
Number of votes cast by them	20
% of total number of valid votes cast	0.00
E-Voting at the AGM	
Vote in favour of the resolution:	
No. of members	11
Number of votes cast by them	102140
% of total number of valid votes cast	100.00
Vote against the resolution:	
No. of members	0
Number of votes cast by them	0
% of total number of valid votes cast	0.00
Consolidated (Remote E-voting & E-Voting at the AGM) in favour of the resolution	
Number of members	443
Number of votes cast by them	2957543
% of total number of valid votes cast	100.00
Consolidated (Remote E-voting & E-Voting at the AGM) against the resolution	
Number of members	8
Number of votes cast by them	20
% of total number of valid votes cast	0.00
Invalid Votes (Remote E-voting & E-Voting at the AGM)	NIL


N.C.SARABESWARAN
Chartered Accountant

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

Remote E-Voting	
Vote in favour of the resolution:	
No. of members	410
Number of votes cast by them	2809921
% of total number of valid votes cast	99.68
Vote against the resolution:	
Number of members	21
Number of votes cast by them	9139
% of total number of valid votes cast	0.32
E-Voting at the AGM	
Vote in favour of the resolution:	
No. of members	10
Number of votes cast by them	102036
% of total number of valid votes cast	100.00
Vote against the resolution:	
No. of members	1
Number of votes cast by them	104
% of total number of valid votes cast	0.00
Consolidated (Remote E-voting & E-Voting at the AGM) in favour of the resolution	
Number of members	420
Number of votes cast by them	2911957
% of total number of valid votes cast	99.68
Consolidated (Remote e-voting & E-Voting at the AGM) against the resolution	
Number of members	22
Number of votes cast by them	9243
% of total number of valid votes cast	0.32
Invalid Votes (Remote E-voting & E-Voting at the AGM)	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.


N.C.SARABESWARAN
 Chartered Accountant

Resolution No.4

Re-appointment of Dr (Mrs) Cibi Mammen (DIN: 00287146) as director of the Company, liable to retire by rotation - Ordinary Resolution

Remote E-Voting	
Vote in favour of the resolution:	
No. of members	403
Number of votes cast by them	2740289
% of total number of valid votes cast	99.67
Vote against the resolution:	
Number of members	22
Number of votes cast by them	9326
% of total number of valid votes cast	0.33
E-Voting at the AGM	
Vote in favour of the resolution:	
No. of members	10
Number of votes cast by them	102036
% of total number of valid votes cast	100.00
Vote against the resolution:	
No. of members	1
Number of votes cast by them	104
% of total number of valid votes cast	0.00
Consolidated (Remote E-voting & E-Voting at the AGM) in favour of the resolution	
Number of members	413
Number of votes cast by them	2842325
% of total number of valid votes cast	99.67
Consolidated (Remote e-voting & E-Voting at the AGM) against the resolution	
Number of members	23
Number of votes cast by them	9430
% of total number of valid votes cast	0.33
Invalid Votes (Remote E-voting & E-Voting at the AGM)	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.


N.C.SARABESWARAN
Chartered Accountant

Resolution No.5

Ratification of the remuneration payable to Mr. C GovindanKutty, Cost Auditor of the Company for the financial year ending 31st March,2021 - Ordinary Resolution

Remote E-Voting	
Vote in favour of the resolution:	
No. of members	429
Number of votes cast by them	2855250
% of total number of valid votes cast	100.00
Vote against the resolution:	
Number of members	9
Number of votes cast by them	28
% of total number of valid votes cast	0.00
E-Voting at the AGM	
Vote in favour of the resolution:	
No. of members	11
Number of votes cast by them	102140
% of total number of valid votes cast	100.00
Vote against the resolution:	
No. of members	0
Number of votes cast by them	0
% of total number of valid votes cast	0.00
Consolidated (Remote E-voting & E-Voting at the AGM) in favour of the resolution	
Number of members	440
Number of votes cast by them	2957390
% of total number of valid votes cast	100.00
Consolidated (Remote e-voting & E-Voting at the AGM) against the resolution	
Number of members	9
Number of votes cast by them	28
% of total number of valid votes cast	0.00
Invalid Votes (Remote E-voting & E-Voting at the AGM)	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.

Yours faithfully,

For MRF LIMITED

D. DHANVANTH KUMAR
COMPANY SECRETARY
Dated:25/09/2020


N C SARABESWARAN
CHARTERED ACCOUNTANT

Cc to: COMPANY SECRETARY, MRF Limited