



# MRF

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

E-mail: [mrshare@mrmail.com](mailto:mrshare@mrmail.com); Tel.: 044-28292777; Fax: 91-44-28290562

CIN : L25111TN1960PLC004306 Website: [www.mrftyres.com](http://www.mrftyres.com)

071/SH/SE/AGM/2026/3

14<sup>th</sup> July, 2026

|                                                                                                                                                      |                                                                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| National Stock Exchange of India Ltd<br>Exchange Plaza 5 <sup>th</sup> Floor<br>Plot No.C/1G Block Bandra-Kurla Complex<br>Bandra (E) Mumbai 400 051 | Bombay Stock Exchange Ltd<br>Floor 24 P J Towers<br>Dalal Street<br>Mumbai 400 001 |
|------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|

Dear Sir,

**Annual Report and AGM Notice - 2026**

Please refer to our earlier letter dated 29<sup>th</sup> June, 2026.

We would like to inform that the 65<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 6<sup>th</sup> August, 2026 through Video Conferencing/Other Audio Visual Means (OAVM).

In this connection, please find enclosed herewith the following:

- 1) The Notice convening the Annual General Meeting of the Company.
- 2) Annual Report 2025-26.

This information is being submitted pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Further, this to inform you that in compliance with Section 108 of the Companies' Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, the Company has fixed Thursday, 30<sup>th</sup> July, 2026, as the cut-off date for the purpose of offering remote e-voting facility to the Members in respect of resolutions to be transacted at the Annual General Meeting scheduled to be held on 6<sup>th</sup> August, 2026 through Video Conferencing/Other Audio Visual Means (OAVM).

Kindly take the same on record.

Thanking you,

Yours faithfully

**For MRF Limited**

**THULSIDASS T V**  
Vice President, General Counsel &  
Company Secretary



**MRF LIMITED**, Regd. Office: No.114, Greams Road, Chennai 600 006, CIN: L25111TN1960PLC004306, Tel: 044-28292777, Fax: 91-44-28290562,  
E-mail: mrfshare@mrfmail.com, Website: www.mrftyres.com

## NOTICE

NOTICE is hereby given that the Sixty Fifth Annual General Meeting of the shareholders of MRF Limited will be held on Thursday, the 6<sup>th</sup> August, 2026 at 11.00 A.M, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2026 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 31<sup>st</sup> March, 2026 and the Reports of the Auditors thereon.
2. To declare a final dividend on equity shares. The Board has recommended a final dividend of ₹ 229/- (2290%) per equity share of ₹ 10 each.
3. To appoint a Director in place of Mr. Varun Mammen (DIN: 07804025), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. (Mrs) Cibi Mammen (DIN: 00287146) who retires by rotation and being eligible, offers herself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, and relevant rules made thereunder, Messrs. M M Nissim & Co LLP, Chartered Accountants (Firm Regn No.107122W / W100672) be and is hereby re-appointed as Joint Statutory Auditors of the Company, to hold office for a period of 5 (Five) consecutive financial

years, from the conclusion of the 65<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 70<sup>th</sup> Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration".

### SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, Mr. J. Karthikeyan of M/s. J. Karthikeyan & Associates (Firm Regn No. 102695), Cost Accountant, Chennai appointed as Cost Auditor by the Board of Directors of the Company to conduct an audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2027, be paid a remuneration of ₹ 8,40,000/- (Rupees Eight Lakhs Forty Thousand only) (excluding taxes, as applicable) in addition to reimbursement of out of pocket expenses and travelling expenses as recommended by the audit committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER that Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

By Order of the Board,

Place: Chennai  
Date: 7<sup>th</sup> May, 2026

Thulsidass T V  
Vice President, General Counsel &  
Company Secretary

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**Notes:**

- a) In accordance with the provisions of the Companies Act, 2013 ("Act"), read with the Rules made thereunder and General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 20/2020 dated 5<sup>th</sup> May, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as ("the Circulars")), companies are allowed to hold Annual General Meeting (AGM) through VC or OAVM till further orders, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be registered office of the Company.
- b) The information required to be provided as per section 102 of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as "SEBI Listing Regulations") are furnished in the explanatory statement which is annexed hereto.
- c) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- d) In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website: [www.mrfityres.com](http://www.mrfityres.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India

Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 and Notice of the AGM of the Company, he/she may send a request to the Company by writing to [mrfshare@mrfmail.com](mailto:mrfshare@mrfmail.com) mentioning their DP ID and Client ID/ Folio No.

Further, a letter providing a weblink for accessing the Notice of the AGM and Annual Report for the financial year 2025-26 will be sent to those shareholders who have not registered their email address.

- e) The Company has fixed 17.07.2026 as the "Record Date" for the purpose of determining the members eligible to receive final dividend for the financial year 2025 -26, if approved at the AGM.
- f) Upon declaration of final dividend as recommended by the Directors, payment of final dividend, subject to deduction of tax at source, will be made on or after 17.08.2026.
- g) In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.
- h) Members who are holding shares in physical form are requested to immediately notify any change in their address/change in bank details or demise of any member to the Company's registered office quoting their ledger folio number. In respect of shares held in electronic form, members may notify these changes to their depository participants.
- i) All relevant documents referred to in the accompanying notice and explanatory statement are available for inspection through electronic mode.
- j) SEBI Vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17<sup>th</sup> November, 2023) has mandated that with effect from 1<sup>st</sup> April, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature.



- k) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31<sup>st</sup> July, 2023, and SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/135 dated 4<sup>th</sup> August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-3/P/ CIR/2023/195 dated 31<sup>st</sup> July, 2023 (updated as on 20<sup>th</sup> December, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

- l) Pursuant to the provisions of the Income-tax Act, 2025, ("the Act") as amended by the Finance Act, 2026, applicable with effect from 1<sup>st</sup> April, 2026, dividend declared and paid by the Company is taxable in the hands of its shareholders. Accordingly, the Company is required to deduct tax at source from the said dividend at prescribed rates. The tax deduction/withholding tax rate would vary depending on the residential status of the shareholder and the exemptions as enumerated in the Act, subject to fulfilling the documentary requirements.

#### **Section A: For all shareholders – Updation of details, as applicable**

All Shareholders are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the Depository participant(s) or in case of shares held in physical form, with the Company, on or before 17<sup>th</sup> July, 2026.

Please note that the following details, in case you had already registered with the Company, as available with the Company in the Register of Members/Register of Beneficial Ownership maintained by the Depositories will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid Permanent Account Number (PAN).
- II. Residential status as per the Act i.e. Resident or Non-Resident for FY 2026-27.

- III. Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc.

IV. Email Address.

V. Residential Address.

Where Shares are not held in dematerialised form, but in physical form, please submit the above details to the Company by 17<sup>th</sup> July, 2026.

Tax deduction at higher rates in certain cases: -

In accordance with Section 393(1) (SL No 07) of the Act, Resident shareholders (other than those exempt from TDS provisions), where tax is deductible at source under provision of the Act, TDS shall be applied from the dividend amount at rate of 10%, except for the Shareholders who have not registered their valid PAN in respect of whom TDS at higher rate as prescribed under the Act will be applicable.

The above provisions will be verified by the Company from the Government enabled online facility, as applicable.

#### **Section B: TDS Provisions and documents required, as applicable for relevant category of shareholder**

Shareholders are requested to take note of the TDS rates and document(s), if any, required to be submitted to the Company by 17<sup>th</sup> July, 2026 for their respective category, in order to comply with the applicable TDS provisions.

**I. For Resident Shareholders:**

| Category of shareholders                                                                                 | Exemption applicability/Documentation requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mutual Funds                                                                                             | No TDS is required to be deducted as per Section 393(5)(d) of the Act, subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.                                                                                                                                                                                                                                                                                                          |
| Insurance Companies/LIC/GIC                                                                              | No TDS is required to be deducted as per Section 393(4) (SL No 10) of the Act, subject to specified conditions. Self-attested copy of valid IRDAI registration certificate/certificate from LIC/GIC needs to be submitted.                                                                                                                                                                                                                                                                        |
| Category I and II Alternative Investment Fund                                                            | No TDS is required to be deducted as per Section 393 (4) (SL No 10) of the Act, subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.                                                                                                                                                                                                                                                                                                 |
| Recognized Provident Fund                                                                                | No TDS is required to be deducted as income is not taxable as per Schedule VII (SL No 22) of the Act, subject to specified conditions. Self-attested copy of a valid order from Commissioner under the Act, or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.                            |
| Approved Superannuation Fund                                                                             | No TDS is required to be deducted as income is not taxable as per Schedule VII (SL No 23) of the Act, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under the Act needs to be submitted.                                                                                                                                                                                                                                                          |
| Approved Gratuity Fund                                                                                   | No TDS is required to be deducted as income is not taxable as per Schedule VII (SL No 24) of the Act, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under the Act needs to be submitted.                                                                                                                                                                                                                                                          |
| New Pension System Trust                                                                                 | No TDS is required to be deducted as income is not taxable as per Schedule VII (SL No 41) of the Act.                                                                                                                                                                                                                                                                                                                                                                                             |
| Central or State Government/ RBI/ Corporation established under central/ state and exempt under the Act. | No TDS is required to be deducted as per Section 393(5) of the Act.                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Any other entity entitled to exemption from TDS                                                          | Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption needs to be submitted.                                                                                                                                                                                                                                                                                                          |
| Other Resident Shareholder                                                                               | <p>a. TDS is required to be deducted at the rate of 10.00% under Section 393(1) (SL No 7) of the Act.</p> <p>b. No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the financial year to a shareholder who is an individual does not exceed Rs.10000/-. Normal dividend(s) declared in the preceding financial year would be considered the basis for determining the applicability of the said threshold for the entire financial year.</p> |



| Category of shareholders | Exemption applicability/Documentation requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                          | <p>c. No TDS is required to be deducted on furnishing of valid Form 121 (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax). Resident Individual Shareholders can alternatively submit Form 121 (Declaration for receipt of dividend without deduction of Tax) through their depository participants i.e. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL). NSDL and CDSL have been enabled to accept Form 121 electronically. Accordingly, shareholders holding shares in dematerialized form may submit Form 121 directly through their respective depository participant on or before i.e. 17<sup>th</sup> July, 2026.</p> <p>d. TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued under Section 395(1) of the Act, if such valid certificate is provided.</p> <p>e. TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 397(2) of the Act, if valid/correct PAN of the shareholder is not available. (In all cases above).</p> <p>f. As per section 262(9) of the Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and tax shall be deducted at higher rates as prescribed under the Act. The Company will rely on the reports downloaded from the reporting portal of the Income Tax department for checking validity of PANs / inoperative PANs.</p> <p>g. Shareholders holding shares under multiple accounts under different status / categories and single PAN may note that higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.</p> |

## II. For Non - Resident Shareholders:

| Category of Shareholders       | Exemption Applicability / Documentation requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FPIs and FIIs                  | TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 393(2)(SL No 15) of the Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Other Non-Resident Shareholder | <p>a. TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 207 of the Act.</p> <p>b. Further, as per Section 159 of the Act the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:</p> <ul style="list-style-type: none"> <li>• Name, e-mail ID and contact number.</li> <li>• Address in the country or specified territory outside India of which the shareholder is a resident.</li> <li>• Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident covering the period between 1<sup>st</sup> April, 2026 to 31<sup>st</sup> March, 2027.</li> </ul> |

| Category of Shareholders                  | Exemption Applicability / Documentation requirement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                           | <ul style="list-style-type: none"> <li>• Copy of online filed Form 41; and</li> <li>• Tax identification number issued by the country or territory of the shareholder's residence, or in case this is unavailable, a unique number by which the shareholder is identified by the Government of such country or territory of residence.</li> </ul> <p><b>Self-declaration in the attached format certifying:</b></p> <ul style="list-style-type: none"> <li>• Shareholder is and will continue to remain a tax resident of the country of its residence during the FY 2026-27;</li> <li>• Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;</li> <li>• Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;</li> <li>• Shareholder is the beneficial owner of its shareholding in the Company and dividend receivable from the Company; and</li> <li>• Shareholder does not have a taxable presence or a permanent establishment in India during the FY 2026-27.</li> </ul> <p>c. TDS is required to be deducted at the rate prescribed in valid lower tax withholding certificate issued under Section 395(1) of the Act, if such certificate is provided.</p> <p>d. In addition to the above, please furnish a self-attested copy of the PAN allotted by the Indian Income Tax authorities, if available</p> |
| Any entity entitled to exemption from TDS | Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc., by Indian tax authorities) in support of the entity being entitled to exemption from TDS is to be submitted.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

**Notes:**

- All the above referred tax rates will be enhanced by surcharge and cess, wherever applicable.
- For all self-attested documents, Shareholders must mention on the document "certified true copy of the original". For all documents being uploaded by the Shareholder, the Shareholder undertakes to send the original document(s) to the Company by 17<sup>th</sup> July, 2026.
- Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.
- It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.



e. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Shareholder(s), such Shareholder(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

Kindly note that the aforementioned documents are required to be emailed /despatched as mentioned below:

Email to: mrfshare@gmail.com (or) Physical Documents despatched to : Secretarial Department, MRF Limited, Reg.Office: No. 114, Greams Road, Chennai - 600006.

These documents, valid in all respect, should reach us on or before 17<sup>th</sup> July, 2026 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

SEBI, vide its various circulars has mandated that dividend, interest or redemption shall be paid only through electronic mode with effect from 1<sup>st</sup> April, 2024. Kindly update the KYC details with the Company / RTA / Depository Participant at the earliest to avoid delay in receipt of dividend as dividend will be paid only through electronic mode.

Shareholders are requested to ensure that their bank account details in their respective demat accounts are updated, to enable the Company to make timely credit of dividend in their respective bank accounts.

m) Under section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Accordingly, unclaimed dividend amounts upto Second Interim Dividend 2018-2019 have been transferred to the said fund. The shareholders are advised to forward all uncashed dividend warrants from final dividend 2018-2019 to the registered office of the Company for revalidation and encash the same before the respective due date of transfer to IEPF.

n) Last date for claiming unclaimed dividend from the Company is given below:

| Year      | Dividend   | Date of Declaration | Last date for claiming unclaimed dividend |
|-----------|------------|---------------------|-------------------------------------------|
| 2018-2019 | Final      | 09-08-2019          | 09-09-2026                                |
| 2019-2020 | I-Interim  | 08-11-2019          | 08-12-2026                                |
|           | II-Interim | 10-02-2020          | 10-03-2027                                |
|           | Final      | 24-09-2020          | 24-10-2027                                |
| 2020-2021 | I-Interim  | 06-11-2020          | 06-12-2027                                |
|           | II-Interim | 11-02-2021          | 11-03-2028                                |
|           | Final      | 12-08-2021          | 12-09-2028                                |
| 2021-2022 | I-Interim  | 09-11-2021          | 09-12-2028                                |
|           | II-Interim | 10-02-2022          | 10-03-2029                                |
|           | Final      | 04-08-2022          | 04-09-2029                                |
| 2022-2023 | I-Interim  | 08-11-2022          | 09-12-2029                                |
|           | II-Interim | 09-02-2023          | 11-03-2030                                |
|           | Final      | 27-07-2023          | 27-08-2030                                |
| 2023-2024 | I-Interim  | 03-11-2023          | 03-12-2030                                |
|           | II-Interim | 09-02-2024          | 09-03-2031                                |
|           | Final      | 01-08-2024          | 01-09-2031                                |
| 2024-2025 | I-Interim  | 08-11-2024          | 08-12-2031                                |
|           | II-Interim | 06-02-2025          | 06-03-2032                                |
|           | Final      | 07-08-2025          | 07-09-2032                                |
| 2025-2026 | I-Interim  | 14-11-2025          | 14-12-2032                                |
|           | II-Interim | 06-02-2026          | 06-03-2033                                |

o) With respect to dividends which remain unclaimed for a period of 7 years or more, the Company in due compliance with Section 124 (6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, has transferred to IEPF authority the corresponding equity shares. Details of shares transferred to the IEPF Authority are available on the website of the Company: [www.mrfityres.com](http://www.mrfityres.com) and on the website of the IEPF Authority: [www.iepf.gov.in](http://www.iepf.gov.in).

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The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on <https://www.mca.gov.in/content/mca/global/en/home.html> Members may contact Secretarial Department of the Company for any guidance required for lodging claim for refund of shares and/or dividend from the IEPF Authority.

- p) As per the provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form in Form SH-13 can be obtained from the Company. Members holding shares in electronic form may forward nomination form duly filled to their respective depository participants only.
- q) The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN and KYC details pursuant to SEBI Circular dated 3<sup>rd</sup> November, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company: [www.mrftyres.com](http://www.mrftyres.com). Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
- r) Members may please note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website: [www.mrftyres.com](http://www.mrftyres.com). It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24<sup>th</sup> January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company, for assistance in this regard.

- s) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Company in prescribed Form ISR-1 and other forms pursuant to SEBI Circular dated 3<sup>rd</sup> November, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
- t) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- u) Institutional / Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization along with a ID proof of the representative, authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to [jandsca@gmail.com](mailto:jandsca@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) by 30.07.2026.
- v) Instructions for members for attending the AGM through VC / OAVM are as under:
  - i. NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.
  - ii. Members may note that the VC/OAVM facility, allows participation of atleast 1,000 Members on a first-come-first-served basis.
  - iii. Members will be able to attend the AGM through VC/ OAVM at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the link available against the EVEN (139975) for Company's AGM. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.



- iv. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis.
- v. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact Mr. Amit Vishal, Deputy Vice President – NSDL at 022-24994360 or Ms. Pallavi Mhatre, Senior Manager-NSDL at 022-4886 7000.
- vi. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- vii. Members are advised to send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number to [mrshare@mrffmail.com](mailto:mrshare@mrffmail.com). Questions / queries received by the Company till 5.00 p.m. on 04.08.2026 shall only be considered and responded during the AGM.
- viii. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/ folio number, email id, mobile number to [mrshare@mrffmail.com](mailto:mrshare@mrffmail.com) between 9.00 a.m. on 31.07.2026 and 5.00 p.m. on 03.08.2026.
- ix. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

w) E-Voting:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice

The remote e-voting period commences on 01.08.2026 (9.00 A.M.) and ends on 05.08.2026 (5.00 P.M.). During this period, members holding shares either in physical form or in dematerialized form, as on 30.07.2026 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div> </div> |



| Type of shareholders                                                                                   | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the above mentioned websites.

**Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type                                                         | Helpdesk details                                                                                                                                                                                                           |
|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000                                            |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is                                                                                                                                         |
|----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL      | 8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.  |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.                                                   |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 139975 then user ID is 139975001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?

- i. If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digit of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.



8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select “EVEN” of company (EVEN No.: 139975) for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Process for those shareholders whose email ids are not registered with the Depositories/Company for procuring user id and password for e-Voting for the resolutions set out in this Notice:**

Shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing below mentioned documents.

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card).
2. In case shares are held in demat mode, please provide DP ID-Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card).

If you are an Individual shareholder holding securities in demat mode, you are requested to refer “Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode”.

### **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jandsca@gmail.com](mailto:jandsca@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.  
  
Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” Option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of

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[www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022-4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) . Any query or grievance connected with the remote e-voting may be addressed to Ms. Pallavi Mhatre, Senior Manager, NSDL, T301, 3<sup>rd</sup> Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051. Email: [evoting@nsdl.com](mailto:evoting@nsdl.com) , 022-4886 7000.

4. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e., 30.07.2026.
5. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e, 30.07.2026, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) .
6. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following 022-4886 7000.
7. Mr. N C Sarabeswaran (Membership No.009861) Senior Partner or in his absence Mr. N S Vivek (Membership No. 206383) Partner of Messrs Jagannathan & Sarabeswaran, Chartered Accountants, will be acting as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
8. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
9. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

10. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company, [www.mrfityres.com](http://www.mrfityres.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and also communicate the same to BSE Limited & National Stock Exchange of India Limited.

## EXPLANATORY STATEMENT

### Item No. 3

In compliance with the provisions of section 152 of the Companies Act, 2013, Mr. Varun Mammen retires by rotation at the ensuing annual general meeting of the Company. Mr. Varun Mammen being eligible has offered himself for re-appointment.

Mr. Varun Mammen is aged about 43 years. He is a graduate in Chemical Engineering from the University of Madras, Chennai. He holds a Master’s degree (MSc) in Polymer Materials Science and Engineering from The University of Manchester, UK. He has also obtained a Master’s degree in Business Administration (MBA) from The Wharton School, University of Pennsylvania, USA. He joined the Company as Deputy General Manager in the Manufacturing Division in 2011 and was later promoted as General Manager - Manufacturing in 2014 in the Company. He has undertaken many projects within Manufacturing to make improvements to the existing processes, resulting in greater efficiency, smoother operations and significant cost savings across all factories. In 2017 he was elevated as Whole-time Director of the Company.

Mr. Varun Mammen holds 10706 shares of the Company. He is not holding any Directorship in other Companies. He is not a Member/Chairman of any Committee of MRF Limited. During the last financial year, Mr. Varun Mammen attended all the 4 Board meetings of the Company. He has not resigned from the Board of any listed entity in the past three years.

The details of remuneration paid to Mr. Varun Mammen for the year 2025-2026: (a) Salary and perquisites – ₹ 75843471 (b) Commission – ₹ 137500000 (c) Total – ₹ 213343471.

Mr. Varun Mammen (being the appointee) and his relatives may be deemed to be concerned or interested in the resolution.



Mr. Varun Mammen being interested in this resolution, disclosed the nature of his interest and did not participate in the meeting of the Board when the proposal was considered.

None of the other Directors and key managerial personnel are related to Mr. Varun Mammen as defined under the Companies Act, 2013. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Mr. Varun Mammen has the requisite skills and experience expected of a member of the Board and accordingly, the Board (on the basis of the recommendation of the Nomination and Remuneration Committee) recommends this ordinary resolution for the approval of the shareholders.

#### **Item No. 4**

In compliance with the provisions of section 152 of the Companies Act, 2013, Dr. (Mrs) Cibi Mammen retires by rotation at the ensuing annual general meeting of the Company. Dr. (Mrs) Cibi Mammen being eligible has offered herself for re-appointment.

Dr. (Mrs) Cibi Mammen aged about 54 years, is on the Board of the Company since 12<sup>th</sup> February, 2015. Dr. (Mrs) Cibi Mammen is a BDS graduate from Dr MGR University, Chennai. She is on the Board of Funschool (India) Limited, a leading toy Company in India offering wide range of brands. She has experience in administration and in Management. She has moderated forums in the spouses wing of the Young Presidents' Organisation. She is a member of the Indian Women's Association (IWA).

Dr. (Mrs) Cibi Mammen is a director of Devon Machines Private Limited, Pearl Investments & Finance Co. Ltd., Comprehensive Investment & Finance Company Private Limited, Funschool (India) Ltd., Peninsular Investments Private Limited, Coastal Rubber Equipment Private Limited, Tranquil Investments P Ltd, Avittam Investments Private Limited and V A Investments P Ltd. Dr.(Mrs) Cibi Mammen has not resigned from any other listed entity in the past 3 years. Dr.(Mrs) Cibi Mammen is not a member/ chairman of any committees of the Board in which she is a Director.

Dr. (Mrs) Cibi Mammen holds 500 shares in the Company. During the last financial year, Dr. (Mrs) Cibi Mammen attended all the 4 Board meetings of the Company.

The sitting fees paid to Dr. (Mrs) Cibi Mammen for the year 2025-2026 is ₹ 200000.

Dr. (Mrs) Cibi Mammen (being the appointee) and her spouse Mr. Arun Mammen, Vice Chairman and Managing Director and their relatives may be deemed to be concerned or interested in the above resolution. Further, all the above directors have disclosed the nature of their interest and did not participate in the meeting of the Board when the proposal was considered.

None of the other Directors and key managerial personnel are related to Dr. (Mrs) Cibi Mammen as defined under the Companies Act, 2013. Further, none of them or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Dr. (Mrs) Cibi Mammen has the requisite skills and experience expected of a member of the Board and accordingly, the Board (on the basis of the recommendation of the Nomination and Remuneration Committee) recommends this ordinary resolution for the approval of the shareholders.

#### **Item No. 5**

The Members of the Company at the 60<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> August 2021 approved the appointment of Messrs. M M Nissim & Co LLP, Chartered Accountants (Firm Regn No.107122W / W100672), Mumbai as the Joint Statutory Auditors of the Company for a period of 5 (five) consecutive financial years from the conclusion of the 60<sup>th</sup> Annual General Meeting till the conclusion of the 65<sup>th</sup> Annual General Meeting. Messrs. M M Nissim & Co LLP, Chartered Accountants will complete their present term on conclusion of this Annual General Meeting in terms of the said approval and as per Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Messrs. M M Nissim & Co LLP, Chartered Accountants is eligible for re-appointment for a second term of 5 (five) years and have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of section 139 read with section 141 of the Companies Act, 2013 and the rules made thereunder.

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The Board of Directors of the Company at its meeting held on 7<sup>th</sup> May, 2026, on the basis of the recommendations of the Audit Committee, recommended, for the approval of the members, the re-appointment of Messrs. M M Nissim & Co LLP, Chartered Accountants, Mumbai as the Joint Statutory Auditors of the Company for a period of five consecutive financial years from the conclusion of the 65<sup>th</sup> AGM till the conclusion of the 70<sup>th</sup> Annual General Meeting on such remuneration and terms and conditions, as may be approved by the Board.

Messrs. M M Nissim & Co LLP, Chartered Accountants have been in professional practice in India since 1927 and registered with ICAI in 1946. Messrs. M M Nissim & Co LLP, Chartered Accountants is a multi-disciplinary firm providing wide spectrum of professional services to leading corporates including multinationals operating in diverse sectors. There are 16 experienced and full time partners who are well supported by a team of more than 200+ professionals across the country. The firm specializes in conducting statutory audit, tax audit, GST audit, transfer pricing audit, internal audit, concurrent audit, Forensic Audit, IT system 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.

The Board of Directors have approved a remuneration of ₹ 67.15 Lakhs as audit fees for conducting the audit for the financial year 2025-26, (excluding out of pocket expenses and statutory levies). For the financial year 2026-27, it is proposed to pay a remuneration of ₹ 71.84 Lakhs (excluding out of pocket expenses and statutory levies). The remuneration proposed to be paid will be decided by the Board of Directors every year during the five year tenure. Besides the audit services, the Company would also avail other permitted services from the Statutory Auditors, as may be required from time to time, for which the Auditors will be remunerated separately on mutually agreed terms.

The Audit Committee while recommending Messrs. M M Nissim & Co LLP, Chartered Accountants for re-appointment to the Board also considered various parameters like relevant audit experience, market standing of the firm, clientele served, technical knowledge etc., and found Messrs. M M Nissim & Co LLP, Chartered Accountants to be suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

None of the Directors and key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Accordingly, the Board recommends this Ordinary Resolution for the approval of the shareholders.

#### **Item No. 6**

The Board at its meeting held on 7<sup>th</sup> May, 2026 on the recommendations of the Audit Committee, has appointed Mr. J. Karthikeyan of M/s. J. Karthikeyan & Associates (Firm Regn. No. 102695), Cost Accountant, Chennai as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2027 on a remuneration of ₹ 8,40,000/- (Rupees Eight Lakhs Forty thousand only) (excluding taxes, as applicable) plus reimbursement of out of pocket expenses and travelling expenses.

M/s. J. Karthikeyan & Associates, specialise in the areas of Cost Audit, implementing Cost Systems/MIS and Consulting. They have been in practice for 10 plus years and have expertise in handling Cost Audit / Cost Compliance Report, Internal Audit, Developing & Implementation of Costing Systems, Bank Stock Audits, Revenue Audits etc. Their clientele is spread across major industries in Pharmaceuticals, Engineering, Automobile, FMCG, Garments, Dairy and Construction.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

None of the Directors and key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Accordingly, the Board recommends this Ordinary Resolution for the approval of the shareholders.

By Order of the Board

Thulsidass T V  
Place: Chennai  
Date: 7<sup>th</sup> May, 2026  
Vice President, General Counsel &  
Company Secretary



**MRF**

# **MUSCLE IN MOTION**

Annual Report 2025-26



**STRONG HERITAGE**  
Built on Trust



**INNOVATING**  
for Tomorrow



**PERFORMING**  
Across Borders



**SUSTAINING**  
for a Better Future

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# CHAIRMAN'S MESSAGE



Dear Shareholders,

The fiscal year 2025-26 was marked by resilience, recovery and achievement for your Company. The first half of the year was relatively sluggish, and market sentiment was affected due to tariff-related developments for India. However, the second half witnessed a clear improvement in demand. The GST 2.0 reforms announced on 22 September, 2025 provided a strong boost to the economy and helped revive demand across vehicle categories. This positive momentum further strengthened our customer relationships and consolidated our position as India's leading tyre manufacturer, a position your Company has now maintained for close to four decades.

The crisis in the Middle East towards the end of the financial year has been a significant headwind leading to an increase in prices of petro-based raw materials and higher shipping freight rates exerting pressure on our margins. Despite these challenges, our strong operational management, cost-control initiatives and strategic planning enabled us to maintain profitability, support our customers and continue our growth journey.

I am delighted to announce that MRF Limited has crossed the historic milestone of ₹30,000 crores in consolidated turnover. This achievement reflects the dedication of the Team at MRF and, more importantly, the continuing trust of our customers.

Innovation remains central to our progress. We continue to develop advanced tyre solutions for all vehicle segments, from two-wheelers to heavy commercial vehicles and construction equipment, while expanding our range of eco-friendly and sustainable products.

Sustainability is central to our operations. We continue to systematically reduce our carbon footprint, driving towards carbon neutrality in support of India's National Net Zero vision.

I thank our Shareholders, Central and State Governments, Associates, Suppliers and Customers for their continued trust and support. I also thank my Board colleagues for their guidance.

With gratitude and confidence in our future,

A handwritten signature in blue ink, appearing to read 'K.M. Mammen', with a horizontal line underneath.

**K.M. MAMMEN**

Chairman & Managing Director



# NEW PRODUCT LAUNCH

## COMMERCIAL VEHICLE TYRES

### MRF MUSCLEROK STEER

#### FEATURES & BENEFITS

Steer axle tyre for mining and predominantly for off-road applications, featuring cut and heat-resistant compounds for enhanced tyre life and durability for special applications.



### MRF SUPER LUG 001

#### FEATURES & BENEFITS

11.00-20 Superlug 001 features a unique tread design for superior performance on both on and off-road applications. Well suited pattern for Tipper applications.



## MRF PRETREADS

### PCTR LUG 001 WITH AN ATTRACTIVE BIAS BLOCK PATTERN

#### FEATURES & BENEFITS

**No Lug Chunking**, engineered for superior durability.

**Highest Mileage in segment** with proven performance and reliability.

**Premium Finish** with an excellent retread appearance and a refined look.

**Competitive Pricing** with an unbeatable value positioning.

# NEW PRODUCT LAUNCH - INTERNATIONAL BUSINESS DIVISION



## ***FARM RADIAL TYRES***

### **FARM MUSCLE 65**

#### **SIZES:**

480/65 R28 | 540/65 R28 | 600/65 R28 | 540/65 R30  
600/65 R38 | 650/65 R38 | 650/65 R42

#### **FEATURES & BENEFITS**

**Longer lugs** for better roadability, reduces wear and protects soil during farming.

**Well-placed mud ejectors** provide excellent self-cleaning properties.

**Optimized lug angles** and tread patterns provide superior traction on all terrains.

**Improved casing strength** boosts load capacity and lifespan.



## ***AGRO INDUSTRIAL TYRES***

### **MRF MUSCLEGRIP**

#### **SIZE:**

460/70 R24 IND

#### **FEATURES & BENEFITS**

**Enhanced sidewall protection** with sidewall stiffener.

**Robust carcass construction** ensures better puncture protection.

**Multi-purpose tyre** suitable for Agricultural and Industrial applications.

**Higher load carrying** capacity.

**Better stability** while on telescopic application.

**Superior traction** on soft terrain.





# NEW PRODUCT LAUNCH

## OTR TYRES

### MRF MUSCLEROK XTRA

SIZE:

14.00-25

#### FEATURES & BENEFITS

Musclerok Xtra is designed specifically for Backhoe Loader application to deliver higher life, cut resistance and excellent grip.

4.00-12  
E-SAVARI-M



3.75-12  
E-SAVARI LRR TL



100/90-12  
E-SAVARI LRR TL



## SCV TYRES

### E-RICKSHAWS

MRF introduced 3 new patterns in the popular E-Savari range specifically engineered for the rigorous usage conditions of passenger and load-carrying E-Rickshaws.

4.00-12 E-Savari-M, 3.75-12 E-Savari LRR TL and 100/90-12 E-Savari LRR TL deliver long-life, stability, enhanced grip and excellent load-carrying capabilities. Tubeless construction improves safety and convenience, a first in this segment.

# NEW PRODUCT LAUNCH

## ***SUPERBIKE & SPORTS BIKE TYRES***

MRF entered the high-performance, ultra-competitive superbike segment which has traditionally been dominated by International tyre brands.



### **MRF STEEL BRACE SP-01**

#### **SIZES:**

**120/70 ZR17 TL | 160/60 ZR17 TL | 180/55 ZR17 TL  
190/50 ZR17 TL | 190/55 ZR17 TL**

#### **FEATURES & BENEFITS**

Steel Brace Sport Pro Series 'W' rated Steel Radial tyre is the new performance benchmark and is approved for the legendary Suzuki Hayabusa.



### **MRF REVZ STEEL SR-01**

#### **SIZE:**

**140/60 R17 TL**

#### **FEATURES & BENEFITS**

Revz Steel Sport Road Series 'H' rated Steel Radial tyres for 150-250 cc Sports Bikes. Delivers superior ride and handling, 20% longer tyre life with better puncture resistance.

# MOTORSPORTS

## TEAM MRF - EUROPEAN RALLY CHAMPIONS 2022, 2023 & 2025



2025 saw Team MRF Tyres win their 3rd European Rally Championship Teams Title winning against multinational competition. This was Team MRF's 3rd Championship Title in 4 years.

MRF manufactures a world-class range of motorsport tyres for rally, circuit-racing, motocross, off-road and go-kart championships in India and abroad. MRF is the preferred choice of Drivers and Organizers competing in National and International Championships.

## MRF WANDERER - EVERY SUV'S CHOICE



MRF Wanderer continues to be the tyre of choice for India's Top SUV Manufacturers.

# MRF TYREDROME CHENNAI

## *WORLD-CLASS TYRE CARE SERVICES*



The landmark **MRF Tyredrome** on Cathedral Road in Chennai underwent a year-long comprehensive renovation and is now equipped with the latest international tyre and wheel care servicing machines to make driving safer and more pleasurable.

# ENVIRONMENT

# ESG



## RENEWABLE ENERGY

MRF has continued to strengthen its renewable electricity sourcing, resulting in an increase in the share of renewable energy in its operations from 24% in FY 2024-25 to 30% in FY 2025-26.



## ENERGY CONSERVATION

MRF is driving energy efficiency through continuous process improvements while advancing its decarbonisation initiatives. Key measures include the implementation of natural ventilation systems, adoption of nitrogen gas-based processes, use of energy-efficient compressors, and biomass blending with existing boiler fuels.



## WATER SECURITY

MRF is focused on optimizing water use efficiency to support long-term water security. Key initiatives, including the installation of additional wastewater recovery plants, have led to a significant reduction in specific water consumption.



# SOCIAL

MRF remains committed to its CSR vision of fostering inclusive and sustainable development through focused initiatives in education, healthcare, skill development, safe drinking water, rural development, environmental sustainability, women empowerment and sports promotion. The Company continues to place strong emphasis on employee welfare, safety and capability development.

# GOVERNANCE



MRF continued to uphold high standards of Corporate Governance through a well-defined framework of policies, procedures and oversight mechanisms designed to ensure transparency, accountability and sustainable long-term value creation for stakeholders. Sustainability and ESG-related initiatives, strategies and performance were periodically reviewed by the Board of Directors and the Sustainability Council.

# MRF CORP



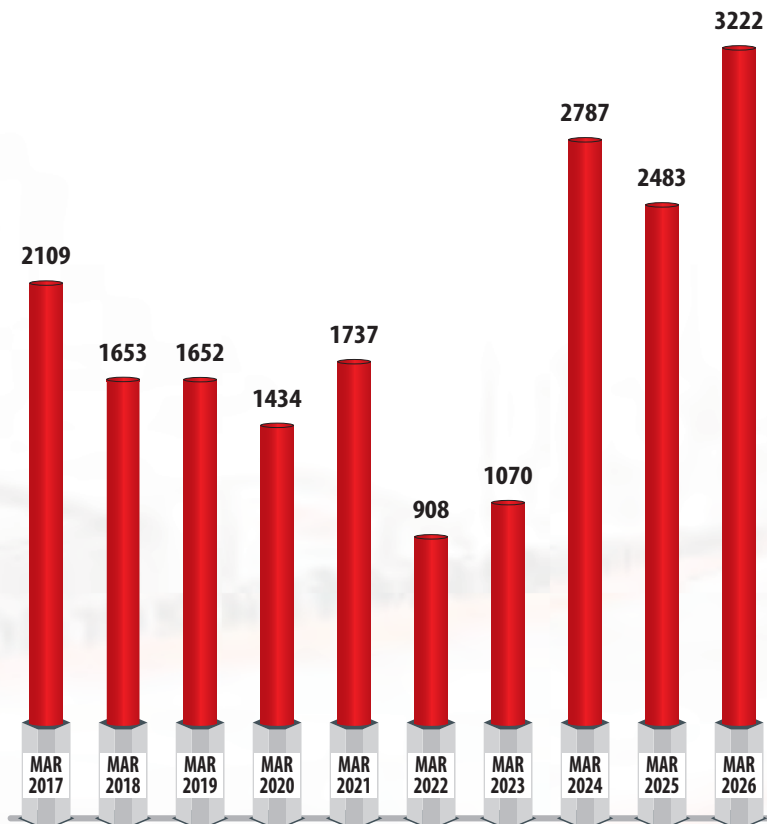
The retail business of MRF Corp (Paints Division) delivered steady top-line momentum while expanding our portfolio with 10 strategic introductions, balancing new innovations and targeted line extensions.

Operational discipline materially strengthened our overall financial resilience.

# GROWTH STORY

## PROFIT BEFORE TAXATION CONSOLIDATED

₹ IN CRORES



## RESERVES\* CONSOLIDATED

₹ IN CRORES

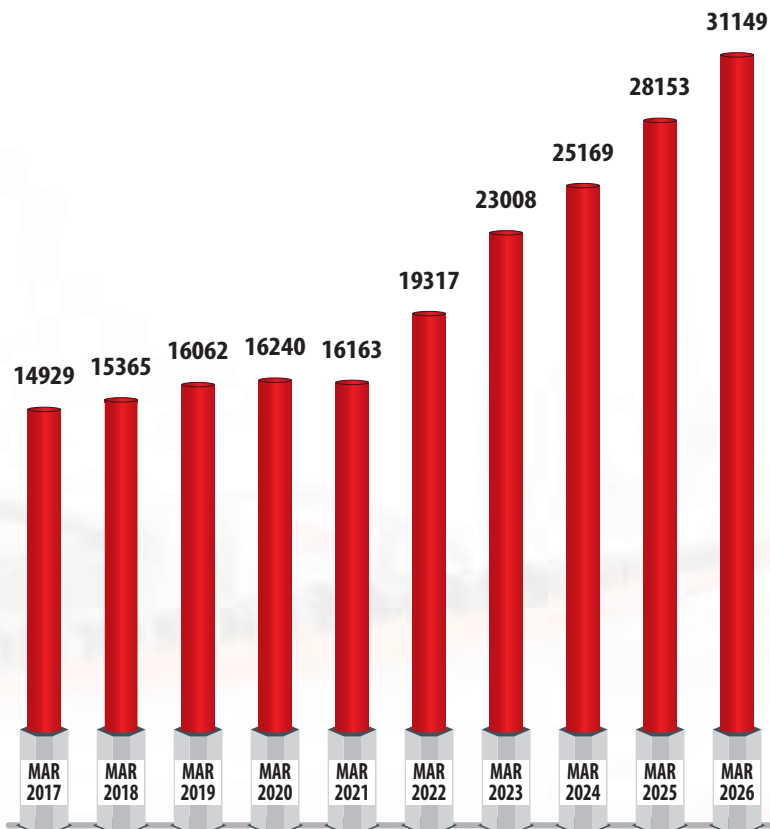


\*INCLUDING OTHER COMPREHENSIVE INCOME

# GROWTH STORY

## REVENUE FROM OPERATIONS CONSOLIDATED

₹ IN CRORES



## NET WORTH CONSOLIDATED

₹ IN CRORES



# BOARD OF DIRECTORS

**K.M. MAMMEN**

Chairman & Managing Director

**ARUN MAMMEN**

Vice Chairman & Managing Director

**RAHUL MAMMEN MAPPILLAI**

Managing Director

**SAMIR THARIYAN MAPPILLAI**

Whole-Time Director

**VARUN MAMMEN**

Whole-Time Director

**Dr. CIBI MAMMEN****AMBIKA MAMMEN****VIMLA ABRAHAM****VIKRAM TARANATH HOSANGADY****RAMESH RANGARAJAN****DINSHAW KEKU PARAKH****ARUN VASU****VIKRAM CHSETTY****PRASAD OOMMEN**

Vice President, General Counsel & Company Secretary

**THULSIDASS T V**

Auditors

**M M NISSIM & CO LLP**, Mumbai

**SASTRI & SHAH**, Chennai

Registered Office:

No.114, Greams Road, Chennai - 600 006.



₹ Crores

| Ten Year Financial Summary (Consolidated) | 2026  | 2025  | 2024  | 2023  | 2022  | 2021  | 2020  | 2019  | 2018  | 2017  |
|-------------------------------------------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|
| Revenue from Operations                   | 31149 | 28153 | 25169 | 23008 | 19317 | 16163 | 16240 | 16062 | 15365 | 14929 |
| Other Income                              | 505   | 417   | 317   | 253   | 317   | 210   | 335   | 422   | 331   | 331   |
| Total Income                              | 31654 | 28570 | 25486 | 23261 | 19634 | 16373 | 16575 | 16484 | 15696 | 15260 |
| Profit Before Taxation                    | 3222  | 2483  | 2787  | 1070  | 908   | 1737  | 1434  | 1652  | 1653  | 2109  |
| Provision for Taxation                    | 796   | 610   | 706   | 301   | 239   | 460   | 11    | 521   | 521   | 623   |
| Profit after Taxation                     | 2426  | 1873  | 2081  | 769   | 669   | 1277  | 1423  | 1131  | 1132  | 1486  |
| Share Capital                             | 4.24  | 4.24  | 4.24  | 4.24  | 4.24  | 4.24  | 4.24  | 4.24  | 4.24  | 4.24  |
| Reserves*                                 | 20970 | 18606 | 16699 | 14703 | 14028 | 13409 | 12210 | 10833 | 9734  | 8637  |
| Non Controlling Interest                  | 0.19  | 0.18  | 0.17  | 0.16  | 0.15  | 0.14  | 0.13  | 0.12  | 0.12  | 0.12  |
| Net Worth                                 | 20975 | 18610 | 16703 | 14708 | 14032 | 13414 | 12215 | 10837 | 9738  | 8641  |
| Fixed Assets Gross                        | 25270 | 24093 | 22612 | 20019 | 16520 | 15081 | 14168 | 10801 | 9050  | 7579  |

\* including other comprehensive income

## BOARD'S REPORT

Your Directors have pleasure in presenting to you the Sixty Fifth Annual Report and the Audited Financial Statements for the financial year ended 31st March, 2026.

## Financial Results

₹ Crores

| Particulars            | Standalone |           | Consolidated |           |
|------------------------|------------|-----------|--------------|-----------|
|                        | 2025-2026  | 2024-2025 | 2025-2026    | 2024-2025 |
| Total Income           | 31140      | 28068     | 31654        | 28570     |
| Profit before tax      | 3133       | 2420      | 3222         | 2483      |
| Provision for taxation | 778        | 597       | 796          | 610       |
| Profit for the year    | 2355       | 1823      | 2426         | 1873      |

## Standalone Performance Overview

During the financial year ended 31st March, 2026, your Company's total income was ₹ 31140 crores as against ₹ 28068 crores in the previous year, recording a growth of 11%. The profit before tax stood at ₹ 3133 crores for the year as against ₹ 2420 crores for the previous financial year. The net provision for tax (current tax and deferred tax) for the year is ₹ 778 crores

(previous year - ₹ 597 crores). After making provision for income tax, the net profit for the year ended 31st March, 2026 is ₹ 2355 crores as against ₹ 1823 crores for the previous financial year.

The Company delivered a healthy operating performance in financial year 2025-26 and crossed the milestone of ₹ 30,000 Crores in sales during the year, with strong growth in both Replacement and OE segments.

The Company's performance was aided by the launch of new SKUs in various categories like Truck, Passenger, Two-Wheelers etc. Besides being one of the largest OE suppliers of Tyres to ICE vehicles, the Company has become the most preferred supplier of Tyres to Electric Vehicles. MRF tyres are increasingly being fitted on vehicles exported by OEMs to many countries across the globe.

Demand buoyancy arising from reduction in GST rates continued into the 4th quarter of the year, which is reflected in both Replacement & OE Sales. OEMs also witnessed a high demand in the quarter which led to an increased demand for tyres.

The Company's exports (including Indian Rupee Exports) stood at ₹ 2324 crores for the financial year ended 31st March, 2026, as against ₹ 2307 crores for the previous year ended 31st March, 2025.

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As required under regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after referred to as "SEBI Listing Regulations") the Management Discussion and Analysis Report is attached and forms part of this Report.

### Dividend

Two interim dividends of ₹ 3/- each per share (30% each) for the financial year ended 31st March, 2026 were declared by the Board of Directors on 14th November, 2025 and on 6th February, 2026. The Board of Directors is pleased to recommend a final dividend of ₹ 229/- (2290%) per share of ₹ 10 each on the paid up equity share capital of the Company, for consideration and approval of the shareholders at the forthcoming Annual General Meeting which shall be subject to deduction of applicable income tax at source. The total dividend for the financial year ended 31st March, 2026 works out to ₹ 235/- (2350%) per share of ₹ 10 each. The above dividend declared by the Company is in accordance with the dividend distribution policy of the Company.

The Directors recommend that after considering provision for taxation and the dividend paid during the year, an amount of ₹ 2256 crores be transferred to general reserve. With this, the Company's Reserves and Surplus (including other comprehensive income) stands at ₹ 20448 crores.

### Industrial Relations

Overall, the industrial relations in all our manufacturing units have been cordial except for few instances of work disruption in Arkonam, Tiruvottiyur and Trichy Plants. Long term settlements in Trichy Plants have not been completed and are under negotiations. Long term wage settlement has been completed in Arkonam Plant. Both production and productivity were maintained at the desired levels throughout the year in all plants.

### Consolidated Financial Results and Performance of Subsidiaries

The consolidated financial statements of the Company prepared in accordance with the Companies Act, 2013 and applicable accounting standards form part of the Annual Report. The consolidated total income for 2025-26 was ₹ 31654 crores and consolidated profit before tax was ₹ 3222 crores.

Pursuant to the provisions of section 136 of the Companies Act, 2013, the financial statements, consolidated financial statements along with the relevant

documents and audited accounts of subsidiaries are available on the website of the Company.

The Company has four subsidiaries viz. MRF Corp Limited, MRF International Limited, MRF Lanka (P) Ltd and MRF SG PTE. LTD. The aggregate turnover of all four subsidiaries in equivalent Indian Rupees during the financial year ended 31st March, 2026 was ₹ 3974 crores and the aggregate profit after taxation for the year was ₹ 66 crores.

During the year, MRF SG PTE. LTD a wholly owned subsidiary of the Company incorporated a step down subsidiary MRF DB – FZCO in United Arab Emirates on 7th May, 2025, by way of subscribing to 1000 Ordinary shares of a nominal value of AED 10 each.

A statement in Form AOC-1, containing the salient features of the financial statements of the Company's subsidiaries is attached with the financial statements. The statement provides details of performance and financial position of each of the subsidiaries.

The contribution of the subsidiaries to the overall performance of the company is given in 25 (d) of the consolidated financial statements.

### Directors' Responsibility Statement

As required under section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- a) In the preparation of the annual accounts, the applicable Accounting Standards have been followed and that there are no material departures;
- b) They have, in selection of the accounting policies, consulted the statutory auditors and applied them consistently, making judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended 31st March, 2026;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) Annual accounts have been prepared on a going concern basis;



- e) Internal financial controls had been laid down and followed by the Company and such internal financial controls are adequate and were operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

### **Risk Management**

The Company has developed and implemented a detailed risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company as required under the Companies Act, 2013 read with Regulation 21 of the SEBI Listing Regulations. The Company has constituted a Risk Management Committee of the Board comprising of executive directors and an independent director of the Company as required under SEBI Listing Regulations. The Committee reviews the risk management initiatives taken by the Company including the framework for identification of risks, the measures taken for risk mitigation, implementation of the measures identified for risk mitigations, business continuity plan, sustainability related matters and to monitor and oversee the implementation of the risk management policy on a half yearly basis. During the year, the Committee met on 7th October, 2025 and 5th March, 2026.

### **Adequacy of Internal Financial Control**

Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, timely prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. The Company has put in place well defined procedures, covering financial and operating functions. Delegation of authority and segregation of duties are also addressed to ensure that the financial transactions are properly authorized. Further the Company has an integrated ERP system connecting head office, plant and other locations to enable timely processing and proper recording of transactions. Physical verification of fixed assets is carried out on a periodical basis. The Internal audit department reviews the effectiveness of the internal control systems and key observations are reviewed by the Audit Committee. These, in the view of the Board, are designed to

collectively provide an adequate system of internal financial control with reference to the financial statements commensurate with the size and nature of business of the Company.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

Information as required to be given under section 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in Annexure I, forming part of this Report.

### **Corporate Social Responsibility (CSR)**

As required under section 135 of the Companies Act, 2013, the CSR Policy was formulated by the CSR Committee and thereafter approved by the Board. CSR Policy is available on the Company's website: <https://www.mrftyres.com/investor-relations/corporate-social-responsibility>.

The annual report on CSR activities for the financial year ended 31st March, 2026 and other details required to be given under section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in Annexure II forming part of this Report.

### **Board and Key Management Personnel**

During the year under review, there was no change in the composition of the Board of Directors and Key Managerial Personnel ('KMP') of the Company.

As required under Section 152 of the Companies Act, 2013, Mr. Varun Mammen (DIN: 07804025), Whole-time Director and Dr. (Mrs) Cibi Mammen (DIN: 00287146), Director of the Company, retire by rotation at the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment.

Mr. S Dhanvanth Kumar, Company Secretary, Compliance Officer, KMP and Senior Management Personnel of the Company submitted his resignation from the Company on 13th April, 2026 and was relieved from the services of the Company on 7th May, 2026.

The Board of Directors at its meeting held on 7th May, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Thulsidass T V, as Vice President, General Counsel, Company Secretary & Compliance Officer of the Company with immediate effect (i.e. 7th May,

---

2026). He would also be a KMP and part of the Senior Management Personnel of the Company.

The Company has received declarations of independence from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulations and that they are independent from Management.

The Board is of the opinion that all the Independent Directors of the Company are persons of integrity and possess relevant expertise and experience (including the proficiency) to act as Independent Directors of the Company. The Independent Directors of the Company have confirmed that they have been registered with the Indian Institute of Corporate Affairs, Manesar and have included their name in the databank of Independent Directors within the statutory timeline and have also qualified/exempted from passing online proficiency self-assessment test as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

#### Performance evaluation of the Board, its Committees and Directors

The Board of Directors has made a formal annual evaluation of its own performance and that of its committees pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulation. The evaluation was done based on the evaluation criteria formulated by Nomination and Remuneration Committee which includes criteria such as fulfilment of specific functions prescribed by the regulatory framework, adequacy of meetings, attendance and effectiveness of the deliberations etc.

The Board also carried out an evaluation of the performance of the individual Directors (excluding the Director who was evaluated) based on their attendance, participation in deliberations, understanding the Company's business and that of the industry and in guiding the Company in decisions affecting the business and additionally in case of Independent Directors based on the roles and responsibilities as specified in Schedule IV of the Companies Act, 2013 and fulfilment of independence criteria and independence from management.

#### Corporate Governance

In accordance with Regulation 34 of the SEBI Listing Regulations, a Report on Corporate Governance along with the Auditors' Certificate confirming compliance is attached and forms part of this Report.

Following information required to be disclosed as per the Companies Act, 2013 are set out in the Corporate Governance Report:

- a) Number of Board meetings held - Para 2(c) of the Corporate Governance Report.
- b) Constitution of the Audit Committee and related matters - Para 3(ii) and 14(o) of the Corporate Governance Report.
- c) Remuneration Policy of the Company (including director's remuneration)- Para 7(a) of the Corporate Governance Report.
- d) Company's policy on directors' appointment including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 - Para 5, 6 of the Corporate Governance Report. The nomination and remuneration policy is also available on the website of the Company. <https://www.mrfityres.com/downloads/download.php?filename=nominatio-%20and-remuneration-policy.pdf>
- e) Related Party Transactions - Para 14(a) of the Corporate Governance Report. During financial year 2025-26, the total value of transactions executed with MRF SG PTE. LTD., a wholly owned subsidiary of the Company exceeded the materiality threshold adopted by the Company. These transactions were in the ordinary course of business and were on an arm's length basis, details of which are provided in Annexure IV of the Board's Report as required under Section 134(3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.
- f) Vigil Mechanism/Whistle Blower Policy - Para 14 (c) of the Corporate Governance Report.

The details of related party transactions are given in note 27c of the standalone financial statements.



## Business Responsibility and Sustainability Report

Pursuant to Regulation 34 of the SEBI Listing Regulations, the Business Responsibility and Sustainability Report [BRSR] of the Company for the financial year ended 31st March 2026 in the prescribed format giving an overview of the initiatives taken by the Company from an environmental, social and governance perspective, including reasonable assurance on BRSR Core indicators from SGS India Pvt. Ltd., Mumbai is available on the website of the Company [www.mrftyres.com](http://www.mrftyres.com). Weblink :<https://www.mrftyres.com/investor-relations/business-responsibility-and-sustainability-report>.

### Particulars of Employees

Disclosures with respect to the remuneration of the Directors, KMP's and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure V to this Report.

Further, the disclosures pertaining to remuneration of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been provided in the appendix forming part of this report. Having regard to the provisions of Section 136(1) read with relevant provisions of the Companies Act, 2013, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished to the members.

Details regarding compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is given in para 13(k) of the Corporate Governance Report.

### Deposits

Your Company had discontinued acceptance of fixed deposits with effect from 31st March, 2019 and all deposits have been repaid. No fresh deposits have been accepted subsequently.

### Auditors

Messrs. M M Nissim & Co LLP, Chartered Accountants, (Firm Regn No.107122W / W100672), Mumbai and Messrs. Sastri & Shah, Chartered Accountants (Firm Regn No.: 003643S), Chennai were appointed as joint statutory auditors of the Company for a term of 5 (five) consecutive years, at the Annual General Meeting of the Company held on 12th August, 2021 and 4th August, 2022 respectively. The present term of Messrs. M M Nissim & Co LLP, Chartered Accountants, would expire at the conclusion of the ensuing AGM.

The Board of Directors of the Company, at its meeting held on 7th May, 2026, on the basis of the recommendations of the Audit Committee, recommended for the approval of the Members, the re-appointment of Messrs. M M Nissim & Co LLP, Chartered Accountants, (Firm Regn No.107122W / W100672), Mumbai, as the Joint Statutory Auditors of the Company, for a period of 5 (five) consecutive financial years from the conclusion of the 65th AGM till the conclusion of the 70th Annual General Meeting on remuneration, terms and conditions as may be approved by the Board. The proposal for re-appointment of Messrs. M M Nissim & Co LLP as Joint Statutory Auditor of the Company is listed as an item in the Notice convening the forthcoming Annual General Meeting of the Company, for necessary approval of the shareholders.

Auditors Report to the shareholders for the financial year ended 31st March, 2026, does not contain any qualification.

### Cost Audit

The Board of Directors, on the recommendations of the Audit Committee, has approved the appointment of Mr. J. Karthikeyan of M/s. J. Karthikeyan & Associates, (Firm Reg No.102695), Cost Accountant, Chennai as Cost Auditor of the Company for the financial year ending 31st March, 2027 under section 148 of the Companies Act, 2013, and recommends ratification of his remuneration by the shareholders at the forthcoming Annual General Meeting of the Company.

### Secretarial Audit

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial

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Personnel) Rules, 2014 and SEBI Listing Regulations, Messrs. Elangovan & Associates, Practising Company Secretaries (Firm Regn No. P2025TN104500), Chennai were appointed as the Secretarial Auditors of the company for a term of 5 (five) consecutive years from 1st April, 2025 to 31st March, 2030 at the Annual General Meeting held on 7th August, 2025. The Secretarial Audit Report (in Form MR-3) is attached as Annexure-III, to this Report.

The Secretarial Auditor's Report to the shareholders for the financial year ended 31st March, 2026 does not contain any qualification.

### Annual Return

The Annual Return as required under Section 92 and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website: [www.mrftyres.com](http://www.mrftyres.com). Weblink: <https://www.mrftyres.com/investor-relations/annual-return>

### Other Matters

There are no material changes and commitments affecting the financial position of the Company between the financial year ended 31st March, 2026 and the date of this report.

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

During the year under review, the Company has not given any loan or security or guarantee in terms of section 186 of the Companies Act, 2013.

Details of investments as required under section 134 of the Companies Act, 2013 is given in note 3 to the standalone financial statements.

During the year under review, the Board confirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

During the year under review, no fraud has been reported by the auditors to the audit committee or the Board.

During the year under review, there is no change in the nature of business of your Company.

During the year under review, no proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.

During the year under review, the requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

During the year under review, no shares with differential voting rights and sweat equity shares have been issued.

As regards Cost Audit Records, it is confirmed that the Company is covered by Cost Audit Records Rules under section 148(1) of the Companies Act, 2013 and accordingly, such accounts and all relevant records are maintained by the Company.

During the year under review, the Company redeemed in full 15,000 listed, unsecured, rated, redeemable, taxable, non-convertible debentures aggregating to ₹ 150 Crores issued on a private placement basis in February, 2023.

During the year under review, Company has complied with provisions relating to Maternity Benefit Act, 1961 / the Code on Social Security, 2020.

### Appreciation

Your Directors place on record their appreciation of the invaluable contribution made by the Company's employees which made it possible for the Company to achieve these results. They would also like to take this opportunity to thank customers, dealers, suppliers, bankers, financial institutions, business associates and valued shareholders for their continued support and encouragement.

On behalf of the Board of Directors

Chennai  
7th May, 2026

K M MAMMEN  
Chairman & Managing Director  
DIN: 00020202



## ANNEXURE I TO THE BOARD'S REPORT

### A. CONSERVATION OF ENERGY

Energy conservation is a key practice of reducing the amount of energy used in the manufacturing plants and related functions. We have undertaken continuous improvement program to reduce specific consumption of fuel, power, water and carbon footprints. Benchmarking of best performance, base lining of best consumption and identification of losses is considered for setting targets. Energy Monitoring system data is analyzed to arrive at improvements. Adoption of ISO 50001 standard to create awareness and ensure continual improvements. Focus on renewable energy, alternate cleaner Fuels with lower carbon foot prints and optimization of operational efficiencies are being evaluated for reducing environmental impacts.

(i) The steps taken or impact on energy conservation:

The following measures were implemented to reduce specific fuel consumption.

- a) Tuning of controls and corrective measure in steam generation areas to improve efficiency.
- b) Improved insulation to minimize heat loss in process machines to optimize energy consumption.
- c) Targets are set based on best performances from energy monitoring system and monthly tracking for improvements.
- d) Horizontal deployment of nitrogen based process to minimize the curing process energy requirement.
- e) Implementation of additional waste heat recovery system in boilers to optimize energy consumption.

The following measures were implemented to reduce specific power consumption.

- a) Horizontal deployment of natural ventilation system thereby eliminating forced ventilation to minimize energy consumption.
  - b) Phase-out of induction lamps with LED lighting.
  - c) Extension of energy efficient compressor to minimize energy consumption.
  - d) Horizontal deployment of energy efficient Air Handling Unit (AHU) in Heating, Ventilation and Air Conditioning (HVAC) system to reduce power consumption.
  - e) Implementation of Dashboards to monitor the equipment instantaneous performance to optimize the energy consumption and minimize energy losses.
- (ii) The following steps were taken by the company to increase utilization of alternate sources of energy.
- a) Initiated trials with pyrolysis oil and char in boilers.
  - b) Biomass blending in the existing coal based steam generation system to reduce carbon foot print.
  - c) Increased sourcing of renewable energy for further reduction of carbon foot prints.
  - d) Electric operated material handling equipment usage to phase out diesel based equipment.
  - e) Horizontal deployment of waste water treatment plants to reuse the treated water in process.
- (iii) Capital investment on energy conservation projects:
- Investments have been carried out for energy conservation proposals resulting in long term saving impact and reduction of losses in the system.
- Key projects initiated are listed below.
- a) Conversion of pneumatic based system to hydraulic based system to reduce the compressor energy.

- 
- b) Extension of natural ventilation systems in place of forced ventilation systems to reduce power consumption.
  - c) Adoption of ISO 50001 system to create awareness and system to ensure continuous improvements and energy consumption reduction.
  - d) Horizontal deployment of energy efficient compressors and HVAC system.
  - e) Reduction of steam and power consumption by process improvements.
  - f) Increased usage of biomass, renewable energy towards sustainability and carbon neutrality.
  - g) Conversion of boiler burners with dual fuel to utilize cleaner energy fuels.

Key ongoing proposals are listed below:

- a) Evaluation of biomass based boilers in place of conventional fuels to achieve sustainability goals.
- b) Extended initiatives towards cleaner fuels as alternate source of energy to reduce carbon foot prints.
- c) Recycling of municipal waste water, effluent treatment plant (ETP) and waste water recovery plants to reuse in process.
- d) Initiative on ISO 46001 systems to create awareness on water conservation and to ensure system on water consumption reduction.

## **B. TECHNOLOGY ABSORPTION**

### **1. Efforts made towards technology absorption:**

The tyre industry is undergoing rapid transformation driven by sustainability goals, electric mobility, digitalization and performance demands. To remain competitive, our company is actively engaged in technology absorption, adaptation and

innovation, enabling it to enhance product performance, reduce environmental impact and optimize manufacturing efficiency.

For technology generation and absorption, our company has both in-house and collaborative R&D programs. Key areas of technology absorption include advanced materials (new polymers, fillers and bio-based and recycled materials), manufacturing technologies and advanced simulation & testing facilities. Technology adaptation include optimization of raw materials, design and processes to suit company's manufacturing requirements. Innovation is key to create market differentiation and key areas include innovation in products (low rolling resistance, durable & safe tyres, noise reduction technologies, etc.), processes (digital twins for performance simulation), raw materials (sustainable and circular materials) and technology gaps assessment through intellectual property watch.

### **2. Benefits derived like product improvement, cost reduction, product development or import substitution:**

The programs resulted in generation of new knowledge and technologies, development of new products & processes into the company's portfolio and 'product improvements and ranges' to meet customer expectations. We have improved the share of circular materials in all our tyres. For regulatory compliance under R117 and AIS 142 standards, we have developed low rolling resistance tyres, without a compromise in safety and durability. Tyres with low pass-by-noise and better in-cabin acoustic comfort, developed by incorporation of state-of-the-art technologies, have been approved by Indian and global passenger car OEMs.

Towards import substitution, we have initiated joint development programs with domestic suppliers for several raw materials. This has resulted in import substitution and hence cost-saving and is a step towards the Atmanirbhar Bharat initiative of the Government of India.



3. **Details of imported technology (imported during last 3 years reckoned from the beginning of the financial year):**

No technology was imported during the last three years and MRF is self-reliant in tyre technology for the past several decades.

4. **Expenditure incurred on Research and Development:**

(₹ Crores)

| <b>R &amp; D Expenses</b> | <b>2025-2026</b> |
|---------------------------|------------------|
| (a) Capital               | 254.77           |
| (b) Recurring             | 228.50           |

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

(₹ Crores)

| <b>Particulars</b>         | <b>2025-2026</b> |
|----------------------------|------------------|
| Foreign Exchange Earnings* | 2041.75          |
| Foreign Exchange Outgo     | 5611.38          |

\* Excluding export sales in Indian Rupees.

On behalf of the Board of Directors

Chennai  
7th May, 2026

K M MAMMEN  
Chairman & Managing Director  
DIN: 00020202

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## ANNEXURE II TO THE BOARD'S REPORT

### ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR ENDED 31ST MARCH, 2026

#### 1. Brief outline on CSR Policy of the Company:

The CSR activities carried out by the Company are in accordance with the CSR Policy, as formulated by the CSR Committee and approved by the Board. The broad objectives, as stated in the CSR Policy, includes supporting causes concerning healthcare, education, rural development, providing safe drinking water, skill development, sports training, disaster management and environmental protection.

#### 2. Composition of CSR Committee:

| Sl. No. | Name of Director           | Designation/Nature of Directorship                          | Number of meetings of CSR Committee entitled to attend during the year | Number of meetings of CSR Committee attended during the year |
|---------|----------------------------|-------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------------------------------------|
| 1       | Mr. K M Mammen             | Chairman & Managing Director & Chairman of CSR Committee    | 4                                                                      | 4                                                            |
| 2       | Mr. Arun Mammen            | Vice Chairman & Managing Director & Member of CSR Committee | 4                                                                      | 4                                                            |
| 3       | Mr. Rahul Mammen Mappillai | Managing Director & Member of CSR Committee                 | 4                                                                      | 4                                                            |
| 4       | Mr. Vikram Chesetty        | Independent Director & Member of CSR Committee              | 4                                                                      | 4                                                            |

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.mrftyres.com/investor-relations/corporate-social-responsibility>

4. Provide the executive summary along with the web link of Impact assessment of CSR projects carried out in pursuance of sub rule (3) of rule 8, if applicable: Weblink : <https://www.mrftyres.com/investor-relations/corporate-social-responsibility>

As per Rule 8(3) of the Companies (CSR) Policy Rules, 2014, an impact assessment is required to be carried for projects whose outlay exceeds ₹ 1 crore after a period of 12 months from the completion of the project. Accordingly, impact assessment was carried out in respect of CSR Projects, for the financial year 2023-24 (i) MRF Pace Foundation and (ii) MRF Institute of Driver Development. The executive summary in respect of these assessments are given below: -

#### Executive Summary of Impact Assessment Report

**MRF Pace Foundation:** Established in 1987, the MRF Pace Foundation has been instrumental in transforming the fast-bowling landscape in Indian cricket. Under the guidance of Mr. Dennis Lillee and Mr. Glenn McGrath, the Foundation has grown into a premier training centre offering structured coaching with specialised training infrastructure, international-standard turf, astro-turf wickets, a fully equipped gymnasium, swimming and recovery pools, video analysis room and sports science support.

The MRF Pace Foundation's 2023-24 training batch comprised of trainees selected through a rigorous scouting and trial process overseen by Mr. Glenn McGrath, from diverse regions such as Andhra Pradesh, Bengal, Bihar, Chhattisgarh, Delhi, Gujarat, Haryana, Jammu & Kashmir, Jharkhand, Karnataka,



Kerala, Madhya Pradesh, Maharashtra, Punjab, Rajasthan, Tamil Nadu and Uttar Pradesh. The training program incorporated personalised plans based on physiotherapy, fitness and skill evaluations, progressing through technical refinement, full run-up bowling, skill consolidation, fitness enhancement and intensive match simulations. The inclusion of match scenario training led by Mr. Glenn McGrath and practice matches against the Australian Cricket Academy provided invaluable competitive exposure. This state-level development forms the crucial base for spotting and refining cricketing talent across India. Several foundation trainees have progressed to higher levels of competitive cricket, including domestic first class cricket and the Indian Premier League (IPL). The amount spent during financial year 2023-24 was ₹ 749 lakhs.

**MRF Institute of Driver Development (MIDD):** Established in 1988, MRF Institute of Driver development tackles India's road safety challenges by offering comprehensive training to both heavy and light motor vehicle drivers. During 2023-24, the Institute trained 107 new drivers comprising 62 LCV drivers and 45 HCV drivers by focusing on driving skills, safety, soft skills, and maintenance, resulting in job placements including international opportunities and entrepreneurial ventures. The Institute also conducts refresher training programmes for commercial vehicle drivers to reinforce safe driving practices and technical competencies. Its training model aligns with national and global safety goals, enhancing driver competence and road safety. The amount spent during financial year 2023-24 was ₹ 142 lakhs.

- 5 (a) Average net profit of the company as per section 135(5) : ₹ 1970,60,47,067
- (b) Two percent of the average net profit of the company as per section 135(5): ₹ 39,41,20,941
- (c) Surplus arising out of the CSR projects or programs or activities of the previous financial years: Not Applicable
- (d) The amount required to be set off for the financial year, if any: Not Applicable
- (e) Total CSR obligation for the financial year (b + c – d) ₹ 39,41,20,941
6. (a) Amount spent on CSR projects (both Ongoing projects and other ongoing projects): ₹ 19,95,09,157
- (b) Amount spent on Administrative Overheads: ₹ 99,75,458
- (c) Amount spent on Impact Assessment, if applicable: ₹ 5,31,000
- (d) Total amount spent for the Financial Year (a + b + c) ₹ 21,00,15,615
- (e) CSR Amount spent or unspent for the Financial Year:

| Total Amount spent for the financial year | Amount unspent (in ₹)                                                 |                  |                                                                                                   |        |                  |
|-------------------------------------------|-----------------------------------------------------------------------|------------------|---------------------------------------------------------------------------------------------------|--------|------------------|
|                                           | The total amount transferred to unspent CSR account as per Sec 135(6) |                  | Amount Transferred to any fund specified under schedule VII as per second proviso to sec. 135 (5) |        |                  |
|                                           | Amount (in ₹)                                                         | Date of Transfer | Name of the fund                                                                                  | Amount | Date of transfer |
| 21,00,15,615                              | 18,41,05,326                                                          | 29.04.2026       | NIL                                                                                               | NA     | NA               |

- (f) Excess amount for set off, if any: NIL

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

| Sl. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account u/s 135 (6) (In ₹) | Balance amount in unspent CSR account u/s 135(6) (In ₹) | Amount spent in the reporting financial year (In ₹) | Amount transferred to any fund specified under schedule VII as per section 135(6), if any |                  | Amount remaining to be spent in succeeding financial years (In ₹) | Deficiency If any |
|---------|-----------------------------|--------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------|------------------|-------------------------------------------------------------------|-------------------|
|         |                             |                                                              |                                                         |                                                     | Amount (In ₹)                                                                             | Date of transfer |                                                                   |                   |
| 1       | 2024-25                     | 15,34,63,461                                                 | 15,34,63,461                                            | 7,87,11,748                                         | NIL                                                                                       | NA               | 7,47,51,713                                                       | NA                |
| 2       | 2023-24                     | 5,82,24,272                                                  | 2,28,34,567                                             | 1,49,58,020                                         | NIL                                                                                       | NA               | 78,76,547                                                         | NA                |
| 3       | 2022-23                     | 11,64,40,410                                                 | 1,12,74,529                                             | 1,12,74,529                                         | NIL                                                                                       | NA               | NIL                                                               | NA                |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Yes

If yes, enter the number of capital assets created/ acquired – 38 nos.

Furnish the details relating to such assets so created or acquired through corporate social responsibility amount spent in the Financial Year:

| Sl. No | Short particulars of the property or asset(s) [including complete address and location of the property]                                    | Pin code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |                         |                                                                                                        |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|----------------------------|-------------------------------------------------------------------|-------------------------|--------------------------------------------------------------------------------------------------------|
|        |                                                                                                                                            |                                      |                  |                            | (6)                                                               |                         |                                                                                                        |
| (1)    | (2)                                                                                                                                        | (3)                                  | (4)              | (5)                        | CSR Registration Number, if applicable                            | Name                    | Registered address                                                                                     |
| 1      | Construction of 4 Classroom School Building<br>Government Higher Secondary School, Kolakkanatham, Alathur, Perambalur District, Tamil Nadu | 621106                               | 26.03.2026       | 90,00,000                  | NA                                                                | Chief Education Officer | Office of the Chief Education Officer, Perambalur, PIN - 621212, Tamil Nadu                            |
| 2      | RO Water Treatment Plant and Installation of 25 Solar Street Lights<br>Malayappa Nagar, Karai, Alathur, Perambalur District, Tamil Nadu    | 621109                               | 26.03.2026       | 19,86,000                  | NA                                                                | Panchayat President     | Village Panchayat Office, Karai, Alathur Block, Perambalur District, PIN - 621109, Tamil Nadu          |
| 3      | Construction of Public Distribution (Ration) Shop Building<br>Samathuvapuram, Karai, Alathur, Perambalur District, Tamil Nadu              | 621109                               | 26.03.2026       | 21,86,000                  | NA                                                                | Panchayat President     | Samathuvapuram, Karai Village Panchayat Office, Alathur, Perambalur District, PIN - 621109, Tamil Nadu |



| Sl. No | Short particulars of the property or asset(s) [including complete address and location of the property]                                                                                 | Pin code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |                       |                                                                                                                 |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|----------------------------|-------------------------------------------------------------------|-----------------------|-----------------------------------------------------------------------------------------------------------------|
| (1)    | (2)                                                                                                                                                                                     | (3)                                  | (4)              | (5)                        | (6)                                                               |                       |                                                                                                                 |
|        |                                                                                                                                                                                         |                                      |                  |                            | CSR Registration Number, if applicable                            | Name                  | Registered address                                                                                              |
| 4      | Construction of Patient Waiting Hall Primary Health Centre, Padalur, Alathur, Perambalur District, Tamil Nadu                                                                           | 621109                               | 26.03.2026       | 12,25,000                  | NA                                                                | Block Medical Officer | Primary Health Centre, Padalur, Alathur Block, Perambalur District, PIN - 621109, Tamil Nadu                    |
| 5      | School Infrastructure Development (1 Smart Classroom, 3 Computers, Toilets & Water Tank) Government PUP School, Naranamangalam, Alathur, Perambalur District, Tamil Nadu                | 621109                               | 26.03.2026       | 8,99,000                   | NA                                                                | Head Master           | Government PUP School, Naranamangalam, Naranamangalam Post, Perambalur District, PIN - 621109, Tamil Nadu       |
| 6      | School Infrastructure Development (1 Classroom, Toilets, R.O. Water purifier & Digital Equipment) Government Middle School, Vijayagopalapuram, Alathur, Perambalur District, Tamil Nadu | 621109                               | 26.03.2026       | 10,00,000                  | NA                                                                | Head Mistress         | Government Middle School, Vijayagopalapuram, Naranamangalam Post, Perambalur District, PIN - 621109, Tamil Nadu |
| 7      | School Sanitation Block 1 and RO Drinking Water Facility Government Primary School, Chettikulam, Alathur, Perambalur District, Tamil Nadu                                               | 621104                               | 26.03.2026       | 12,33,000                  | NA                                                                | Head Master           | Government Primary School, Chettikulam, Alathur Block, Perambalur District, PIN - 621104, Tamil Nadu            |
| 8      | RO Drinking Water System (4 Nos.) Naranamangalam and Maruthadi Village, Alathur, Perambalur District, Tamil Nadu                                                                        | 621109                               | 11.02.2026       | 22,24,000                  | NA                                                                | Panchayat President   | Naranamangalam Panchayat Office, Alathur Block, Perambalur District, PIN - 621109, Tamil Nadu                   |
| 9      | Construction of 2 Toilet Blocks & Installation of CCTV Camera (12 Nos.) Government Higher Secondary School, Kolakkanatham, Alathur, Perambalur District, Tamil Nadu                     | 621106                               | 27.03.2026       | 67,51,000                  | NA                                                                | Head Master           | Government Higher Secondary School, Kolakkanatham, Alathur Block, Perambalur District, PIN - 621106, Tamil Nadu |
| 10     | Construction of 2 Toilet Blocks Government Model High School, Padalur, Alathur, Perambalur District, Tamil Nadu                                                                         | 621109                               | 30.03.2026       | 64,90,000                  | NA                                                                | Head Mistress         | Government Model High School, Padalur, Perambalur District, PIN - 621109, Tamil Nadu                            |

| Sl. No | Short particulars of the property or asset(s) [including complete address and location of the property]                                                | Pin code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |                                   |                                                                                            |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|----------------------------|-------------------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|
| (1)    | (2)                                                                                                                                                    | (3)                                  | (4)              | (5)                        | (6)                                                               |                                   |                                                                                            |
|        |                                                                                                                                                        |                                      |                  |                            | CSR Registration Number, if applicable                            | Name                              | Registered address                                                                         |
| 11     | Supply of ECG Machine (4 Nos.) and Computer Systems for Four Primary Health Centres<br>Alathur, Perambalur District, Tamil Nadu                        | 621212                               | 11.06.2025       | 3,30,000                   | NA                                                                | District Health Officer           | Office of the District Health Officer, Perambalur District, PIN - 621212, Tamil Nadu       |
| 12     | RO Drinking Water System (1 Nos.)<br>Government Headquarters Hospital, Perambalur District, Tamil Nadu                                                 | 621212                               | 20.08.2025       | 17,84,000                  | NA                                                                | Joint Director of Health Services | Government Headquarters Hospital, Perambalur District, PIN - 621212, Tamil Nadu            |
| 13     | Supply and Installation of Smart Television (1 Nos.) & Air Conditioner (2 Nos.)<br>Revenue Divisional Office, Madhavaram, Chennai District, Tamil Nadu | 600066                               | 17.02.2026       | 1,05,000                   | NA                                                                | Revenue Divisional Officer        | Revenue Divisional Office, Madhavaram, Chennai, PIN - 600066, Tamil Nadu                   |
| 14     | Interactive Digital Classroom Equipment (1 Nos.)<br>Government Middle School, Molapakkam, Puducherry                                                   | 605105                               | 31.03.2026       | 5,32,000                   | NA                                                                | Head Master                       | Government Middle School, Molapakkam, Puducherry, PIN - 605105                             |
| 15     | Advanced Molecular Diagnostic System (CBNAAT) (2 Nos.)<br>Government Hospital for Chest Clinic, Gorimedu, Puducherry                                   | 605006                               | 27.06.2025       | 47,11,480                  | NA                                                                | State Tuberculosis Officer        | Government Hospital for Chest Clinic, Gorimedu, Puducherry, PIN - 605006                   |
| 16     | Ambulance (1 Nos.)<br>Employees' State Insurance Hospital, Vadavathur, Kottayam, Kerala                                                                | 686010                               | 21.05.2025       | 20,79,000                  | NA                                                                | Superintendent                    | ESI Hospital, Vadavathur, Kottayam District, PIN - 686010, Kerala                          |
| 17     | Palliative Care Medical Equipment<br>Government Medical College Hospital, Gandhi Nagar, Kottayam, Kerala                                               | 686008                               | 20.01.2026       | 33,09,000                  | NA                                                                | Principal & Head of Department    | Government Medical College Hospital, Gandhi Nagar, Kottayam District, PIN - 686008, Kerala |
| 18     | Blood Transport Vehicle<br>Government Medical College Hospital, Gandhi Nagar, Kottayam, Kerala                                                         | 686008                               | 07.11.2025       | 41,54,000                  | NA                                                                | Superintendent                    | Government Medical College Hospital, Gandhi Nagar, Kottayam District, PIN - 686008, Kerala |



| Sl. No | Short particulars of the property or asset(s) [including complete address and location of the property]                                    | Pin code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |                                 |                                                                                                                            |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|----------------------------|-------------------------------------------------------------------|---------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| (1)    | (2)                                                                                                                                        | (3)                                  | (4)              | (5)                        | (6)                                                               |                                 |                                                                                                                            |
|        |                                                                                                                                            |                                      |                  |                            | CSR Registration Number, if applicable                            | Name                            | Registered address                                                                                                         |
| 19     | 40 Seater School Bus<br>St. Joseph High School, Usgao, Goa                                                                                 | 403406                               | 16.12.2025       | 24,56,000                  | NA                                                                | St. Joseph High School          | St. Joseph High School, Usgao, Goa, PIN - 403406                                                                           |
| 20     | Electric Garbage Collection Vehicle<br>Ponda Municipal Council, Tisk Road, Ponda, Goa                                                      | 403401                               | 25.03.2026       | 10,85,000                  | NA                                                                | Chief Officer                   | Ponda Municipal Council, Tisk Road, Ponda, Goa, PIN - 403401                                                               |
| 21     | Police Patrol Vehicle (Maruti Eeco)<br>Ponda Police Station, Ponda, Goa                                                                    | 403401                               | 06.02.2026       | 5,62,000                   | NA                                                                | Police Inspector                | Ponda Police Station, Ponda, Goa, PIN - 403401                                                                             |
| 22     | 29 Seater School Bus<br>Sarvodaya Education Society, Usgao, Goa                                                                            | 403406                               | 31.03.2026       | 21,55,000                  | NA                                                                | Sarvodaya Education Society     | Sarvodaya Education Society, Usgao, Goa, PIN - 403406                                                                      |
| 23     | Digital Radiography Equipment and X Ray Unit<br>Government Headquarters Hospital, Walajapet, Ranipet District, Tamil Nadu                  | 632513                               | 31.03.2026       | 9,12,000                   | NA                                                                | Superintendent                  | Government Headquarters Hospital, Walajapet, Ranipet District, PIN - 632513, Tamil Nadu                                    |
| 24     | Battery Operated Utility Carts (4 Nos.)<br>INS Rajali Naval Air Station, Arkonam, Ranipet District, Tamil Nadu                             | 631006                               | 31.03.2026       | 25,78,000                  | NA                                                                | Lt. Commander, INS Rajali       | INS Rajali, Arkonam, Ranipet District, PIN - 631006, Tamil Nadu                                                            |
| 25     | Desktop Computer (10 Nos.) with UPS<br>District Collector, Ranipet District, Tamil Nadu                                                    | 632401                               | 31.03.2026       | 5,48,000                   | NA                                                                | District Collector              | District Collector, Ranipet District, PIN - 632401, Tamil Nadu                                                             |
| 26     | Desktop Computers (03 Nos.), UPS and Printer<br>Taluk Office, Arkonam, Ranipet District, Tamil Nadu                                        | 631001                               | 31.03.2026       | 1,78,000                   | NA                                                                | Tahsildar                       | Taluk Office, Arkonam Taluk, Ranipet District, PIN - 631001, Tamil Nadu                                                    |
| 27     | Computer Hardware & Peripherals<br>District Fire & Rescue Office, Ranipet District, Tamil Nadu                                             | 632401                               | 31.03.2026       | 1,51,000                   | NA                                                                | District Fire Officer           | District Fire and Rescue Office, No.5/360, 5th Street, Barathi Nagar Extension, Ranipet District, PIN - 632401, Tamil Nadu |
| 28     | Road Safety Barricades (50 Nos.)<br>Office of the Deputy Superintendent of Police, Tiruttani Sub-Division, Tiruvallur District, Tamil Nadu | 631209                               | 31.03.2026       | 3,48,000                   | NA                                                                | Deputy Superintendent of Police | Office of the Deputy Superintendent of Police, Tiruttani, Tiruvallur District, PIN - 631209, Tamil Nadu                    |

| Sl. No | Short particulars of the property or asset(s) [including complete address and location of the property]                                                                                                          | Pin code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |                                         |                                                                                                                  |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|----------------------------|-------------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------------------|
| (1)    | (2)                                                                                                                                                                                                              | (3)                                  | (4)              | (5)                        | (6)                                                               |                                         |                                                                                                                  |
|        |                                                                                                                                                                                                                  |                                      |                  |                            | CSR Registration Number, if applicable                            | Name                                    | Registered address                                                                                               |
| 29     | Construction of School Building (3 classrooms) with Smart Classroom Infrastructure<br>Panchayat Union Middle School, Ichiputtur, Arkonam, Ranipet District, Tamil Nadu                                           | 631003                               | 31.03.2026       | 1,97,68,000                | NA                                                                | Head Master                             | Panchayat Union Middle School, Ichiputtur, Arkonam Taluk, Ranipet District, PIN - 631003, Tamil Nadu             |
| 30     | Construction of Fire Station Building Complex<br>State Disaster Response and Fire Services Campus, Sadasivapet, Sangareddy District, Telangana                                                                   | 502291                               | 31.03.2026       | 2,33,16,000                | NA                                                                | District Fire Officer                   | Telangana State Disaster Response and Fire Services Department, Sangareddy District, PIN - 502291, Telangana     |
| 31     | Construction of Anganwadi building<br>Suraram Village, Sadasivapet, Sangareddy District, Telengana                                                                                                               | 502291                               | 31.03.2026       | 34,48,326                  | NA                                                                | Child Development Project Officer, ICDS | ICDS Project Office, Suraram Village, Sadasivapet, Sangareddy District, PIN - 502291, Telengana                  |
| 32     | Supply & Installation of CCTV Camera (100 Nos.), ANPR Camera (5 Nos.) & (20 Nos.) Breath Analyser<br>Arkonam Sub Division, Arkonam, Ranipet District, Tamil Nadu                                                 | 631001                               | 31.03.2026       | 26,30,555                  | NA                                                                | Deputy Superintendent of Police         | Deputy Superintendent of Police, Arkonam Sub Division, Ranipet District, PIN - 631001, Tamil Nadu                |
| 33     | Construction of waiting shed in front of PES College (2 Nos.)<br>Rajaram and Tarabai Bandekar College of Pharmacy, Fermagudi, Ponda, Goa                                                                         | 403401                               | 31.03.2026       | 8,96,821                   | NA                                                                | The principal                           | Rajaram and Tarabai Bandekar College of Pharmacy, Fermagudi, Ponda, Goa, PIN - 403401                            |
| 34     | Development of wellness garden with walk and jog park with kid's garden<br>Municipal Council, Tisk Road, Ponda, Goa                                                                                              | 403401                               | 31.03.2026       | 8,68,883                   | NA                                                                | Chairperson - Ponda Municipal           | Ponda Municipal Council, Ward No.09, Kurtarkarnagri Ponda, Tisk Road Ponda, Goa, PIN - 403401                    |
| 35     | Providing Medical equipment -ENT microscope, sinus surgery equipment, Surgical Operating microscope, BP Apparatus and Surgical Unit<br>Government Hospital, Tiruvottiyur High Road, Chennai District, Tamil Nadu | 600019                               | 31.03.2026       | 9,56,115                   | NA                                                                | Chief Medical Officer                   | Government Hospital, Tiruvottiyur, No. 185/1, Tiruvottiyur High Road, Chennai District, PIN - 600019, Tamil Nadu |



| Sl. No | Short particulars of the property or asset(s) [including complete address and location of the property]                           | Pin code of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |                              |                                                                                                                                               |
|--------|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------|----------------------------|-------------------------------------------------------------------|------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| (1)    | (2)                                                                                                                               | (3)                                  | (4)              | (5)                        | (6)                                                               |                              |                                                                                                                                               |
|        |                                                                                                                                   |                                      |                  |                            | CSR Registration Number, if applicable                            | Name                         | Registered address                                                                                                                            |
| 36     | Providing school bus (1 Nos.)<br>Goa Viyaprasarak Mandal's Matoshri Indirabai Baburao Khandeparkar High School, Ponda, Goa.       | 403406                               | 31.03.2026       | 27,60,287                  | NA                                                                | Chairman – Working Committee | Viyaprasarak Mandal M.I.B.K. High School, Khandepar, Ponda Goa, PIN - 403406                                                                  |
| 37     | Medical Equipment -Haematology Analyser<br>Government Primary health Centre - Ernavur, Tiruvottiyur, Chennai District, Tamil Nadu | 600019                               | 31.03.2026       | 5,80,265                   | NA                                                                | Zonal Health Officer         | Zonal Health Officer, Zone -1, Zonal Office, No. 945A, T.H. Road, Tiruvottiyur, Chennai District, PIN - 600019, Tamil Nadu                    |
| 38     | 1.5 ton split Air Conditioner 20 Units<br>Urban Community Health Centre, Tiruvottiyur, Chennai, District Tamil Nadu               | 600019                               | 31.03.2026       | 8,10,302                   | NA                                                                | Zonal Medical Officer        | Zonal Medical Officer, Chennai Corporation, No. 185, N.V.N. Somu Complex, T.H. Road, Tiruvottiyur, Chennai District, PIN - 600019, Tamil Nadu |

**Note:** The above table includes Capital Assets which have been completed in the Financial Year 2025-26. Amount of CSR amount spent indicates the complete value of the asset including amount of CSR amount spent from previous financial years.

9. Specify the reasons, if the Company has failed to spend two percent of the average net profit as per sub-section (5) of section 135.
- The shortfall in CSR expenditure was due to CSR project duration extending beyond one financial year as per their original schedule of implementation. The unspent amount has been transferred to the Unspent CSR Account and the same will be spent in accordance with the CSR rules on the Ongoing projects.

Chennai  
7th May, 2026

Mr. K M Mammen  
Chairman & Managing Director  
and Chairman of CSR Committee  
DIN: 00020202

Mr. Arun Mammen  
Vice Chairman & Managing Director,  
and Member of CSR Committee  
DIN: 00018558

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## ANNEXURE III TO THE BOARD'S REPORT

### FORM NO. MR - 3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(Pursuant to Section 204(1) of the Companies Act, 2013  
and Rule 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
MRF Limited, Chennai - 600 006.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MRF LIMITED, Chennai – 600 006 (CIN: L25111TN1960PLC004306) (hereinafter called the Company), in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and we are expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2026 has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner subject to the reporting made hereunder.

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2026 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;

- iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - e) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 since repealed and the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
  - f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the period under review)
  - g) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during the period under review) and
  - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable to the Company during the period under review).

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by the Institute of Company Secretaries of India;



2. The Listing Agreements entered into by the Company with Bombay Stock Exchange Ltd., and National Stock Exchange of India Ltd.;
3. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc., mentioned above.

We have reviewed the systems and mechanisms established by the Company for ensuring compliance under applicable Acts, Rules, Regulations and other legal requirements of the Central, State and other Government and local authorities concerning the business and affairs of the Company categorized under the following major heads/groups and report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines:

The Company's operations were correlated with the provisions of:

1. Labour Code and other incidental codes/laws related to labour and employees appointed by the Company including those on contractual basis as relating to wages, gratuity, prevention of sexual harassment, dispute resolution, welfare, provident fund, insurance, compensation etc.;
2. Industries (Development & Regulation) Act, 1951;
3. The Rubber Act, 1947 & Rubber Rules, 1955;
4. Acts and Rules relating to consumer protection;
5. Acts and Rules prescribed under prevention and control of pollution;
6. Acts and Rules relating to environmental protection and energy conservation;
7. Acts and Rules relating to hazardous substances and chemicals;
8. Acts and Rules relating to electricity, fire, petroleum, motor vehicles, explosives, boilers etc.;
9. Acts and Rules relating to protection of Intellectual property rights;
10. Acts and Rules relating to the industry to which this Company belongs;
11. Other local laws as applicable to various plants and offices

We further report that –

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors in compliance with Rules and provisions of the Companies Act, 2013, the regulations and directives of Securities Exchange Board of India (SEBI).

We further report that Special Resolution/ Ordinary Resolutions were passed by Postal Ballot by voting through electronic means on 28th March, 2026 for revision in the terms of Remuneration of Managing Directors/ Whole-time Directors pursuant to the provisions of sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adequate notice was given to all directors/members on schedule of the Board/ Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions were carried through and no directors/members dissented on the decisions. All decisions carried are duly recorded in the minutes of the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Elangovan & Associates,  
Practising Company Secretaries  
Firm Regn No. (P2025TN104500)  
PR.No.7346/2025  
UDIN: F001808H000276434

Place: Chennai  
Date: 7th May, 2026

K. Elangovan  
Partner  
FCS No.1808, CP No.3552

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This report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

**Annexure A**

To,  
The Members  
MRF Limited, Chennai 600006.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Elangovan & Associates,  
Practising Company Secretaries  
Firm Regn No. (P2025TN104500)  
PR.No.7346/2025  
UDIN: F001808H000276434

Place: Chennai  
Date: 7th May,2026

K. Elangovan  
Partner  
FCS No.1808, CP No.3552



## ANNEXURE IV TO THE BOARD'S REPORT

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

1. Details of contracts or arrangements or transactions not at arm's length basis-

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2026, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis-

The details of material contracts or arrangements or transactions at arm's length basis for the year ended 31st March, 2026 is as follows:

- (a) Name(s) of the related party & Nature of Relationship: MRF SG PTE. LTD (Wholly Owned Subsidiary of the Company).
- (b) Nature of transactions: Purchase of raw materials.
- (c) Duration of transactions: April 2025 - March 2026.
- (d) Salient terms of transactions including transactions value: ₹ 3472.44 Crores. Price - Transactional Net Margin Method (TNMM), Payment – As per applicable credit terms.
- (e) Date of approval by the board: Since these related party transactions are in the ordinary course of business and are at arm's length basis, approval of the Board is not required. Necessary approvals were granted by the Audit Committee on 6th February, 2025, 7th May, 2025, 12th August, 2025 and 14th November, 2025.
- (f) Amount paid in advance: Nil.

On behalf of the Board of Directors

Chennai  
7th May, 2026

K M MAMMEN  
Chairman & Managing Director  
DIN: 00020202

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## ANNEXURE V TO THE BOARD'S REPORT

### **Remuneration details as required under Section 197(12) read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended 31st March, 2026.**

1. The ratio of the remuneration of the Managerial Personnel to the median remuneration of the employees are as follows: Mr. K M Mammen, Chairman & Managing Director (541), Mr. Arun Mammen, Vice Chairman & Managing Director (485), Mr. Rahul Mammen Mappillai, Managing Director (422), Mr. Samir Thariyan Mappillai, Whole-time Director (271) and Mr. Varun Mammen, Whole-time Director (271).  
  
The percentage increase in remuneration for 2025-26 of the Managerial Personnel are as follows: Mr. K M Mammen (32.63%), Mr. Arun Mammen, Vice Chairman & Managing Director (41.45%), Mr. Rahul Mammen Mappillai, Managing Director (39.68%), Mr. Samir Thariyan Mappillai, Whole-time Director (79.54%) and Mr. Varun Mammen, Whole-time Director (79.15%).
2. The percentage increase in the remuneration of Mr. S. Dhanvanth Kumar, Company Secretary and Mr. Madhu P Nainan, Executive Vice President – Finance were 9% and 8% respectively.
3. The percentage increase in the median remuneration of employees during the financial year ended 31.03.2026 – 7.99%.
4. The total number of permanent employees as on 31.03.2026 is 16,283.
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration – Average percentage increase in salaries of employees other than managerial personnel in the last financial year was 12.10%. Percentage increase in the managerial remuneration (i.e. Chairman & Managing Director, Vice Chairman & Managing Director, Managing Director and Whole-time Directors) was 46.85%. The remuneration of the Managing Directors/Whole-time Directors is consistent with the size, complexity of operations and market position of the Company. Moreover, during the year, Special/Ordinary resolutions were passed by Postal Ballot for revision in terms of remuneration of Managing Directors/ Whole-time Directors of the Company effective 1st April, 2025 to ensure that the commission payable is fully linked with the profitability of the Company and to strengthen the linkage between the performance of the Company and remuneration of Managing Directors/Whole-time Directors. Consequently, during the year, commission payable increased for Managing Directors/Whole-time Directors due to increase in profitability.
6. It is affirmed that the remuneration paid to the directors, key managerial personnel, senior management and employees is as per the Remuneration Policy of the Company.

#### **Notes:-**

- a. Employees who are covered by collective bargaining mechanism (in whose case revision in remuneration is effected only upon conclusion of long term settlements), have not been considered for this purpose.
- b. The non-executive directors of the Company are only paid sitting fees and no remuneration in the form of salary or commission is being paid to them. As such, considering that the remuneration is attendance based and not a definite period linked remuneration and the amounts in question not being material, the information regarding ratio of remuneration and percentage is being furnished only in respect of the executive directors and other key managerial personnel. Details of sitting fees paid to directors have been furnished in the Corporate Governance Report.

On behalf of the Board of Directors

Chennai  
7th May, 2026

K M MAMMEN  
Chairman & Managing Director  
DIN: 00020202



## MANAGEMENT DISCUSSION AND ANALYSIS

(Within the limits set by Company's competitive position)

World economy performed better than expectations in calendar year 2025, growing at 3.4%, aided by steady inflation, accommodative financial conditions and lower than expected disruption to global trade from tariffs.

Even as the world was coping with tariff uncertainties and on going geopolitical issues, the conflict in the middle east has come as the latest in a series of shocks, severely testing the resilience of the global economy. Economies around the world are faced with higher commodity costs, supply chain disruptions, rising inflation and financial market disruptions. International Monetary Fund (IMF) estimates show that the conflict will take away 0.3% from global growth in calendar year 2026, estimated at 3.4%, on the assumption that the conflict will be short lived. Under an 'adverse' scenario where the conflict gets protracted, global growth would drop to 2.5% and to 1.3% in a 'severe' scenario. Commodity prices are expected to remain elevated for some time even after the conflict ends, as it will take time for facilities to come back to normal operations. Besides, a risk premium is likely to get added to commodity prices, particularly Crude.

Impact from the conflict was visible in March, 2026 and April, 2026 with sharp declines in portfolio flows to emerging markets and reversal of portfolio flows to home countries. Global economic activity already moderated to a 11 month low in March, 2026. The way ahead for world economy depends on the duration of the conflict in the middle east.

The uncertainty around United States (US) tariffs continues with the recent US Supreme Court ruling invalidating the higher tariffs levied. Shifting of global trade patterns were visible as countries negotiated tariff headwinds. Trade uncertainties drove many countries to move towards finalising trade agreements. However, geo economic fragmentation and geo political risks are increasingly becoming a reality, which the world economy needs to navigate.

### Indian economy

Indian economy continued into 2025-26 the growth momentum observed in the second half of 2024-25, growing at an estimated 7.6%. Strong

manufacturing, services and farm growth underpinned the performance of the economy. Even as the external environment posed difficulties domestically, the economy was in a sweet spot, with high demand, low inflation and declining interest rates. Robust domestic drivers helped overcome global challenges, including the impact of high US tariffs. With the GST rate cuts in September 2025, coming on top of the Income tax cuts last year, the stage was set for a sustained pick up in domestic consumption. But the conflict in the middle east changed the dynamics, with rising cost pressures beginning to impact growth.

The year saw global rating agencies including S&P Global upgrading India's sovereign rating citing robust growth, fiscal consolidation and external stability. The upgrade, underscoring India's resilience amid global headwinds, could result in lower overseas borrowing costs for Indian companies and increased financial flows to India.

The Rupee depreciated in 2025-26 due to adverse capital flows arising from uncertainties around trade and tariffs. There was record exit of Foreign Institutional Investors (FII) money out of India. The conflict in West Asia added to the depreciation. Rupee depreciated 10% over the last year and 4% since the conflict began, which will likely contribute to inflation in the economy.

Union Budget for financial year 2026 focuses on promoting manufacturing and investment through measures like electronic components manufacturing scheme, support for capital goods manufacturing and tax breaks on building data centres, while maintaining the infrastructure push.

The Government expected growth for 2026-27 to be in the range of 7-7.4% before the conflict in the middle east. The conflict poses considerable downside risks to the growth projected, with adverse impacts on inflation, fiscal deficit and external balances. Cost pressures are already being felt in the economy. Given that India is a key energy importer with strong trade and remittance linkages with West Asia, the conflict can impact India in many ways. Supply chain disruptions concerning oil and gas, fertilisers and higher logistics costs are already felt in the economy. Higher energy prices can dampen domestic demand while higher subsidy outgo can strain Government fiscal deficit. International agencies have estimated the impact of the conflict on India's growth to be between 0.5%-0.8%.

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Forecast for a below normal monsoon will be another negative for India which will impact agriculture sector and rural demand.

The near term outlook of the economy looks uncertain, with higher input costs and supply constraints posing risks to growth. However, strong macro economic fundamentals and the resilience that the Indian economy has displayed in recent years should help the economy negotiate the risks and uncertainties better.

### Market and Industry Overview

Global passenger vehicle sales grew by over 4% in calendar year 2025, driven by China while sales was subdued in the western world. Growth is expected to be muted in 2026 as Global automakers face greater uncertainty navigating an environment of regulatory changes, trade tensions and uncertain economic outlook. European auto companies are particularly impacted, unable to compete on costs with Chinese companies while tariff back and forth in US is impacting exports into US.

Indian Auto industry had a muted first half weighed down by subdued demand. Goods and Service Tax (GST) rate cuts in September, 2025 revived the market and led to sustained momentum in demand. After 2 years of subdued sales, there was a resurgence in Commercial Vehicles (CV) sales in the 2nd half of the year. Share of Electric Vehicles (EV) in total vehicle sales improved despite the increase in price difference with Internal Combustion Engine (ICE) vehicles, post GST rate reductions. GST rate cut also gave a fillip to the sale of small cars as the budget segment was the backbone of sales in the festive season.

As in the previous year, growth in automobile exports was better than the growth in the domestic market. Exports of Passenger Vehicles and Motorcycle grew significantly at 15% and 27% growth respectively in the calendar year 2025.

### Commercial Vehicles

The Truck Medium and Heavy Commercial Vehicles (M & HCV) industry has seen a good growth of close to 15% in the financial year 2025-26 over the previous year. GST revision has helped the industry in recording such high growths, allowing large fleet operators to replace their old fleets. The long haul segment remains the back bone of the industry, contributing

to the volume and the growth, while the infrastructure development has helped the Construcks to maintain a stable growth. The bus segment has also seen significant increase over the years with the state transport corporations refurbishing their depleting fleets with the new age buses, with increased focus on EV's. The second phase of Automotive Industry Standard (AIS) 142 norms are likely to be implemented towards the second half of financial year 2026-27 which will have impact on the use of nylon tyres by the Original Equipment Manufacturers (OEM) as nylon tyres will not meet the noise levels. The year ahead could see a surge in truck production towards the first quarter and then see a relatively flat performance for the rest of the year.

We have continued to grow at a good and consistent pace during the year enabling us to further consolidate our market shares in the replacement and Original Equipment (OE) segments.

### Passenger Vehicles

During financial year 2025-26, the Passenger Vehicle (PV) industry recorded a growth of 9%, aided by strong demand seen post the introduction of the GST 2.0 reforms in the second half of the year. Your company outperformed the industry, improving its market share and establishing a leading position in the PV OE segment. It continues to be a preferred OE fitment supplier to most of India's large OEMs and is a fitment on most of India's top selling PVs, including next generation EV models.

The Company achieved key milestones by becoming the first in India to supply 20-inch rim size tyres in the OE segment for domestic PVs and by introducing advanced technologies such as acoustic foam tyres for EVs leading to enhanced in-cabin comfort through noise reduction. The replacement market segment for PV tyres has continued to grow on the back of recent product launches and increased sales of Sport Utility Vehicle (SUV) tyres.

### Two Wheelers

The Indian two-wheeler industry demonstrated remarkable structural growth in Financial Year 2025-26, marking its third consecutive year of expansion. This period was characterized by a distinct divergence in product categories. While scooter production scaled to its highest-ever



historical levels, motorcycle production continued its steady ascent toward previous peaks, bolstered by a decisive recovery in export volumes. A defining highlight of the year was the mainstreaming of Electric Two-Wheelers (E2Ws), with monthly sales consistently stabilizing near the 1 lakh unit milestone, signaling a permanent shift in urban mobility.

Amidst this dynamic landscape, MRF has fortified its position as the definitive market leader. Your company continues to be the preferred choice of fitment for two-wheeler OEMs across nearly all new launches and segments. This trust extends beyond domestic borders, as MRF tyres are now increasingly factory-fitted on premium models exported to highly regulated, developed markets including Europe, Brazil, and the US. Simultaneously, the brand's dominance in the replacement market remains unrivaled, driven by a strong consumer preference for our proven performance and durability.

Recognizing the shift toward high-performance motorcycling, the Company has strategically expanded its product range into the Superbike segment. By developing specialized, high-speed rated radials that meet the grueling demands of heavy-capacity vehicles, MRF has successfully transitioned from a high-volume manufacturer to a cutting-edge technical partner capable of competing on the global stage.

### Tractors

The Indian tractor industry reached a historic milestone in 2025-26 with domestic sales crossing one million units for the first time, driven by above-normal monsoon, strong crop yields, and mid-year GST reduction to 5%, which made tractors significantly more affordable. Enhanced minimum support prices (MSP) further supported the sentiment. Leveraging this, your company achieved record sales growth, increasing share of business with tractor manufacturers, while also catering to the high replacement demand as well.

The outlook for 2026-27 is expected to be moderate on the back of India meteorological department predictions of a below normal monsoon with El Nino conditions.

While this will be a challenge along with the high base of financial year 2026, the GST reduction effect and ongoing shift towards farm mechanization and high yielding crops will provide a solid foundation for

sustained growth. Our deep OEM ties and market presence positions us well to maintain the momentum despite the headwinds.

**Tyre Industry** grew by an estimated 10% in 2025-26 while tyre exports from India grew by 9%. There was a marginal improvement in operating margins in the year gone by due to easing lower commodity costs. However, commodity prices are at an elevated level now which will impact margins in financial year 2026-27.

### Product wise performance

During fiscal 2025-26, your Company achieved a total income of ₹ 31,140 crores.

There was an overall increase of 11% in value terms in sale of tyres in financial year 2025-26. All major product segments including commercial vehicles, passenger vehicles, two wheelers and farm segment registered decent growth.

### Exports

Following a year of robust growth, the export business witnessed a period of consolidation in the year 2025-26. The exports turnover for the year stood at ₹ 2,324 crores as against ₹ 2,307 crores in the previous year.

While the first half of the year recorded strong double-digit growth, the momentum in the second half was constrained by several geopolitical and macroeconomic headwinds. Economic challenges in the Philippines, political developments in Bangladesh and election cycles in select African nations temporarily impacted overall demand. Furthermore, the conflict in Iran caused substantial disruptions to the supply chain and exports to the middle east, which has traditionally been a very strong geography for your Company. In addition to these geopolitical challenges, the industry is currently navigating an environment of escalating raw material prices and elevated freight rates driven by the ongoing global crises.

Despite these broader challenges, markets such as Sri Lanka, Brazil and select geographies in Africa & Middle East demonstrated excellent growth. The truck and light truck radial, 3-wheeler and farm tyre categories also recorded commendable growth, reinforcing the high customer preference your Company's products continue to enjoy globally.

In our continuous effort to expand our global footprint, your Company showcased its offerings at the Latin Tyre & Auto Parts Expo 2025 in Panama which drew excellent response from regional customers. Our newly launched products in the truck radial and farm radial categories have shown promising results so far. The new additions in these categories planned in the current year is expected to significantly enhance our business and market presence in Europe and the Americas.

Expecting the global supply chain and economic conditions to stabilize at the earliest, your Company is strategically positioned to resume a strong growth trajectory in the year ahead, driven primarily by targeted expansions in Africa, South East Asia and Europe.

#### Discussion on Standalone Financial Performance with respect to Operational Performance

(₹ Crores)

|                         | 2025 - 2026 | 2024 - 2025 |
|-------------------------|-------------|-------------|
| Revenue from operations | 30652       | 27665       |
| Other Income            | 488         | 403         |
| Total Income            | 31140       | 28068       |
| Profit before tax       | 3133        | 2420        |
| Provision for tax       | 778         | 597         |
| Profit after tax        | 2355        | 1823        |

The revenue from operations of the Company for the year ended 31<sup>st</sup> March, 2026 stood at ₹ 30652 crores against ₹ 27665 crores for the previous year ended 31<sup>st</sup> March, 2025. During the year ended 31<sup>st</sup> March, 2026, the earnings before interest, depreciation and tax (EBIDTA) stood at ₹ 5178 crores as against ₹ 4359 crores in the previous year ended 31<sup>st</sup> March, 2025. After providing for depreciation and interest, the profit before tax for the year ended 31<sup>st</sup> March, 2026 is ₹ 3133 crores as compared to ₹ 2420 crores in the previous year ended 31<sup>st</sup> March, 2025. After making provision for income tax, the net profit for the year ended 31<sup>st</sup> March, 2026 is ₹ 2355 crores as against ₹ 1823 crores in the previous year ended 31<sup>st</sup> March, 2025.

#### Key financial Ratios

In accordance with Listing Regulations, there are no significant changes (25% of more) in Debtors Turnover, Inventory Turnover, Interest Coverage Ratio, Current Ratio, Operating profit Margin and Net Profit Margin as compared to previous year. The details of other Key Ratio where there is a change of 25% or more is given below:

| Ratio                 | 2025-2026 | 2024-2025 | Change | Explanation                                                         |
|-----------------------|-----------|-----------|--------|---------------------------------------------------------------------|
| Debt Equity Ratio (%) | 0.02%     | 0.04%     | -53%   | Reduction is due to repayment of borrowings during the current year |

The Return on Net worth during the year 2025-26 increased from 10.53% to 12.20% when compared to the previous year 2024-25. Increase in Return on Net worth is due to increase in profit after tax.

#### Opportunities and Threats

Despite the adverse external environment, Indian economy showed strong growth in financial year 2025-26 driven by strong domestic factors. The resilience of the economy will likely continue. Domestic demand continues to be strong as evidenced by passenger car sales of April, 2026. India concluded trade agreements with a few countries in financial year 2025-26, benefits of which should start accruing going forward.

High commodity prices arising from the conflict in the middle east will impact inflation going forward. Any Government measures to increase fuel prices at least partially to reduce subsidy burden may result in lower disposable income in the hands of people, which may affect demand. Higher fiscal deficit arising from absorbing some of the impact of the higher fuel and fertilizer costs by the Government may curtail Government expenditure which can impact growth in the economy. Worsening of the conflict in the middle east can result in further increases in commodity and transport costs, with possibility of rupee depreciating even more. Consequent imported inflation may force RBI to increase rates, negatively impacting growth in the economy.



## Outlook

Strong traction in automobile sales is likely to continue in the current year, which would be beneficial to tyre companies. However, below normal monsoon can moderate tractor sales and dampen rural demand, which will be a negative for tyre companies.

Margins are likely to be impacted on account of higher commodity prices and transport costs. The Company, however, expects to continue its growth based on its strong brand presence and product portfolio.

## Internal Control Systems and their Adequacy

Your Company has established internal control systems commensurate with the size and nature of business. It has put in place systems and controls across the Company covering various financial and operational functions. Company through its own Internal Audit Department carries out periodical audits at various locations and functions based on the audit plan as approved by the Audit Committee. Some of the salient features of the Internal control systems are:-

- (i) An integrated ERP system connecting all plants, sales offices, head office, etc.
- (ii) Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of Company's operations.
- (iii) Assets are recorded and system put in place to safeguard against any losses or unauthorized disposal.
- (iv) Periodic physical verification of fixed assets and Inventories.
- (v) Key observations arising out of the Internal Audit are reviewed at the Audit Committee meeting and follow up action taken.

## Risks and Concerns

World economy continues to be affected by the geo political tensions and tariff related uncertainties. These risks will result in global slow down and impact demand both in domestic and export markets. The conflict in the

middle east has raised commodity prices, shipping costs and supply chain vulnerabilities. This along with the rupee depreciation can result in higher inflation and translate to higher interest rates and lower Government spending, which can impact the economy negatively. Moreover, forecast of a below normal monsoon will be another negative which will impact agricultural sector, rural demand and consumption. All these could result in margin pressures for the tyre industry. However, strong traction in automobile sales is likely to continue in the current year, which would be beneficial for tyre companies. The risk management framework identifies and assesses the risks and its mitigation. Despite the above concerns, the company expects to continue reporting growth based on strong brand and products.

## Human Resources

MRF is a value-driven organization with a rich organizational culture rooted in respect for people and belief in empowerment. The dedication and hard work of our employees have contributed to the Company's continued success and encourages us to foster the growth and development of our Human resources.

During the year, the Company continued to hire talent needed for future growth, and focused on retention and training of its existing workforce to meet future challenges. Measures to increase participation of women in the workforce as part of the company's diversity initiatives were undertaken.

Training programs were designed to meet our specific requirements, with a focus on team-building and collaboration among workmen to strengthen cohesiveness. Leadership training for union leaders and opinion makers continued through the year, in keeping with our commitment to shaping the future of our plants.

Industrial relations remained cordial and harmonious across all manufacturing units, supported by employee engagement initiatives aimed at improving productivity, enhancing work culture and enriching the quality of life of the workforce. The total employee strength as on 31<sup>st</sup> March, 2026 stood at 16,283.

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### Cautionary Statement

*Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or forecast may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.*

On behalf of the Board of Directors

Chennai  
7th May, 2026

K M MAMMEN  
Chairman & Managing Director  
DIN: 00020202



## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Code of Governance

MRF is committed to good corporate governance practices by maintaining the highest levels of fairness, transparency, accountability, ethics and values in all facets of its operations and in all its interactions with its stakeholders.

Your Company's Corporate Governance framework is all about maintaining valuable relationship and trust with all stakeholders. We ensure that timely and accurate disclosure on all material matters including the financial situation, performance and regulatory requirements, leadership and governance of the Company are shared with all the stakeholders. It encourages cooperation between the Company and the stakeholders for better participation in the Corporate Governance processes.

Your Company continues to believe that good corporate governance is essential for achieving long-term corporate goals of the Company and for meeting the needs and aspirations of its stakeholders, including shareholders.

### 2. Board of Directors

#### (a) Composition of the Board as on 31.03.2026

The Board comprises of 14 Directors which includes a Chairman & Managing Director, a Vice Chairman and Managing Director, a Managing Director, 2 Whole-time Directors, 2 Non-Executive Directors and 7 Independent Directors. None of the Directors on the Board is a member of more than 10 committees or act as Chairman of more than 5 committees across all listed Companies and unlisted public limited Companies in which he/she is a Director.

#### (b) Attendance of Directors at Board Meetings during the financial year ended 31.03.2026 and at the last Annual General Meeting, outside directorships and board committee memberships and number of shares held as on 31.03.2026:

| Name                                                     | Composition and Category    | No. of Directorships in other Public Ltd. Companies | No. of Board Meetings attended during the financial year ended 31.03.2026 | Names of the other listed entities where the person is a director and the category of directorship | No. of Committee Memberships in other Public Limited Companies | Attended last AGM held on 07.08.2025 | No. of Shares held |
|----------------------------------------------------------|-----------------------------|-----------------------------------------------------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------|--------------------|
| Mr. K M Mammen<br>(Chairman and Managing Director)       | Promoter Executive Director | 4                                                   | 4                                                                         | Nil                                                                                                | Nil                                                            | Yes                                  | 16048              |
| Mr. Arun Mammen<br>(Vice Chairman and Managing Director) | Promoter Executive Director | 3                                                   | 4                                                                         | Nil                                                                                                | 1 –Chairman                                                    | Yes                                  | 27560              |

| Name                                               | Composition and Category        | No. of Directorships in other Public Ltd. Companies | No. of Board Meetings attended during the financial year ended 31.03.2026 | Names of the other listed entities where the person is a director and the category of directorship                                                                                                                       | No. of Committee Memberships in other Public Limited Companies | Attended last AGM held on 07.08.2025 | No. of Shares held |
|----------------------------------------------------|---------------------------------|-----------------------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------|--------------------|
| Mr. Rahul Mammen Mappillai (Managing Director)     | Promoter Executive Director     | Nil                                                 | 4                                                                         | Nil                                                                                                                                                                                                                      | Nil                                                            | Yes                                  | 4538               |
| Mr. Samir Thariyan Mappillai (Whole-time Director) | Promoter Executive Director     | Nil                                                 | 4                                                                         | Nil                                                                                                                                                                                                                      | Nil                                                            | Yes                                  | 4470               |
| Mr. Varun Mammen (Whole-time Director)             | Promoter Executive Director     | Nil                                                 | 4                                                                         | Nil                                                                                                                                                                                                                      | Nil                                                            | Yes                                  | 10706              |
| Dr. (Mrs.) Cibi Mammen                             | Promoter Non-Executive Director | 2                                                   | 4                                                                         | Nil                                                                                                                                                                                                                      | Nil                                                            | Yes                                  | 500                |
| Mrs. Ambika Mammen                                 | Promoter Non-Executive Director | 2                                                   | 4                                                                         | Nil                                                                                                                                                                                                                      | Nil                                                            | Yes                                  | 2489               |
| Mrs. Vimla Abraham                                 | Independent Director            | Nil                                                 | 4                                                                         | Nil                                                                                                                                                                                                                      | Nil                                                            | Yes                                  | Nil                |
| Mr. Vikram Taranath Hosangady                      | Independent Director            | 4                                                   | 4                                                                         | i. Bajaj Electricals Limited - Independent Director<br>ii. Chemplast Sanmar Limited - Independent Director<br>iii. Rane (Madras) Limited - Independent Director<br>iv. Indef Manufacturing Limited- Independent Director | 1-Chairman<br>3- Member                                        | Yes                                  | Nil                |
| Mr. Ramesh Rangarajan                              | Independent Director            | 2                                                   | 4                                                                         | Nil                                                                                                                                                                                                                      | Nil                                                            | Yes                                  | Nil                |



| Name                    | Composition and Category | No. of Directorships in other Public Ltd. Companies | No. of Board Meetings attended during the financial year ended 31.03.2026 | Names of the other listed entities where the person is a director and the category of directorship | No. of Committee Memberships in other Public Limited Companies | Attended last AGM held on 07.08.2025 | No. of Shares held |
|-------------------------|--------------------------|-----------------------------------------------------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------------------------|--------------------|
| Mr. Dinshaw Keku Parakh | Independent Director     | 3                                                   | 2                                                                         | Nil                                                                                                | Nil                                                            | Yes                                  | 150                |
| Mr. Arun Vasu           | Independent Director     | 1                                                   | 2                                                                         | Eicher Motors Limited-Independent Director                                                         | 1- Member                                                      | Yes                                  | Nil                |
| Mr. Vikram Chesetty     | Independent Director     | Nil                                                 | 4                                                                         | Nil                                                                                                | Nil                                                            | Yes                                  | Nil                |
| Mr. Prasad Oommen       | Independent Director     | 2                                                   | 4                                                                         | Nil                                                                                                | Nil                                                            | No                                   | Nil                |

For Committee memberships, the chairmanship and membership in Audit/Stakeholders Relationship Committee in all public limited Companies, alone are considered. The Committee memberships of Directors are within the limits prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as "Listing Regulations"). The Company has not issued any convertible instruments, hence no such instruments are being held by Non-Executive Directors.

Mr. K M Mammen and Mr. Arun Mammen are brothers. Mrs. Ambika Mammen is the wife of Mr. K M Mammen. Dr. (Mrs) Cibi Mammen is the wife of Mr. Arun Mammen. Mr. Rahul Mammen Mappillai and Mr. Samir Thariyan Mappillai are the sons of Mr. K M Mammen and Mrs. Ambika Mammen. None of the other Directors are related to any Board Member.

**(c) Dates of Board meetings**

During the financial year ended 31st March, 2026, four Board Meetings were held on 07.05.2025, 12.08.2025, 14.11.2025 and 06.02.2026.

**(d) Information placed before the Board**

The Board of Directors periodically reviews reports regarding operations, capital expenditure proposals, statutory compliance and other required information as enumerated in Part A of Schedule II of the Listing regulations and as required under relevant provisions of the Companies Act, 2013.

**(e) Familiarization Programme**

Presentations/briefings are made at the meeting of the Board of Directors/Committees by KMP's/ Senior Executives of the Company on industry scenario, Company's operating and financial performance, raw material scenario, industrial relations status, risk management etc. The details of familiarization programme are available on the Company's web site at <https://www.mrftyres.com/investor-relations/familiarization-programme-for-independent-director>

### 3. Audit Committee

#### (i) Reference

The powers, role and terms of reference of the Audit Committee covers the areas as mentioned under Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. These, inter alia, include oversight of Company's financial reporting process, internal financial controls, reviewing the adequacy of the internal audit function, reviewing with management the quarterly/annual financial statements before submission to the Board, recommending the appointment of statutory auditors and fixation of their remuneration, approval of related party transactions, evaluation of risk management systems etc.

#### (ii) Composition

As on 31.03.2026, the Audit Committee comprises of 3 Directors and all of them being Non-Executive Independent Directors. The members of the Committee are as follows:

| Name of the Director          | Designation |
|-------------------------------|-------------|
| Mr. Vikram Taranath Hosangady | Chairman    |
| Mr. Vikram Chesetty           | Member      |
| Mr. Ramesh Rangarajan         | Member      |

Mr. S Dhanvanth Kumar, Company Secretary, was the Secretary of the Committee till 7th May, 2026 and Mr. Thulsidass T V, Vice President, General Counsel, Company Secretary & Compliance Officer has been appointed as Secretary of the Committee w.e.f. 7th May, 2026.

Mr. K M Mammen, Chairman & Managing Director, Mr. Arun Mammen, Vice Chairman and Managing Director and Mr. Rahul Mammen Mappillai, Managing Director are permanent invitees. The Executive Vice President Finance, Head of Internal Audit, Statutory Auditors and other Executives, as considered appropriate, also attend the meetings by invitation.

#### (iii) Meetings and Attendance

During the financial year ended 31st March, 2026, the Audit Committee met on the following dates: 07.05.2025, 12.08.2025, 14.11.2025 and 06.02.2026. All the members of the Committee were present for all the meetings.

### 4. Nomination and Remuneration Committee

#### (i) Reference

In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the terms of reference of the Committee include the following namely formulation of criteria for determining qualifications, positive attributes and independence of director, recommending to the Board a policy relating to remuneration of directors, key managerial personnel and other employees, formulation of criteria for evaluation of directors performance, devising a policy on Board diversity, identifying persons who are qualified to become directors and who may be appointed in senior management positions in accordance with the criteria laid down and recommend to the Board their appointment and removal and also recommend to the Board remuneration payable to Senior Management.

#### (ii) Composition

As on 31.03.2026, the Committee comprises of 3 Non-Executive Independent Directors and an Executive Director. The Chairman is a Non- Executive Independent Director. The Committee comprises of:

| Name of the Director          | Designation |
|-------------------------------|-------------|
| Mr. Ramesh Rangarajan         | Chairman    |
| Mr. Vikram Taranath Hosangady | Member      |
| Mr. Vikram Chesetty           | Member      |
| Mr. K M Mammen                | Member      |

Mr. S Dhanvanth Kumar, Company Secretary, was the Secretary of the Committee till 7th May, 2026 and



Mr. Thulsidass T V, Vice President, General Counsel, Company Secretary & Compliance Officer has been appointed as Secretary of the Committee w.e.f. 7th May, 2026.

**(iii) Meetings and Attendance**

During the financial year ended 31st March, 2026, the Committee met on the following dates: 07.05.2025, 12.08.2025 and 06.02.2026. All the members of the Committee were present for all the meetings.

**5. Criteria for determining the qualifications, positive attributes and Independence of a Director**

Candidates for the position of a Director shall be persons of integrity and possess requisite education, experience and capability to make a significant contribution to the deliberations of the Board of Directors. Apart from the above, the Board candidate should be of the highest moral and ethical character. The candidate must exhibit independence, objectivity and be capable of serving as a representative of the stakeholder. The candidate should have the personal qualities to be able to make an active contribution to Board deliberations. These qualities include intelligence, inter-personal skills, independence, communication skills and commitment. The Board candidate should not have any subsisting relationships with any organization which is a competitor to the Company. The Board candidate should be able to develop a good working relationship with other Board members. This apart, the Directors must satisfy the qualification requirements laid down under the Companies Act, 2013, the Listing Regulations and any other applicable law and in case of Independent Directors, the criteria of independence as laid down in those laws.

**6. Performance evaluation of Independent Directors**

The criteria for evaluation of the Independent Directors is attendance, participation in deliberations, understanding the Company's business and that of the industry and guiding the Company in decisions affecting the business and additionally based on the roles and responsibilities as specified in Schedule IV of the Companies Act, 2013 and fulfilment of independence criteria and

independence from management. The Board carried out evaluation of the performance of the Independent Directors on the basis of the criteria laid down. The evaluation was done by the Board of Directors except the Director who was evaluated.

**7. Remuneration of Directors**

**a. Remuneration Policy:**

A policy on remuneration of Directors, Key Managerial Personnel ("KMP") and Senior Management and other staff was put in place before Nomination and Remuneration Committee on 23.07.2014 and approved by the Board of Directors at its meeting held on 30.10.2014.

The Policy provides as follows:

**(i) Non-Executive Directors:**

The Non-Executive Directors (including Independent Directors) may be paid remuneration by way of sitting fees for attending meetings of Board or Committee thereof.

The Directors may also be reimbursed any expenses in connection with attending the meetings of the Board or Committee or in connection with the business of the Company.

The quantum of fees shall be determined, from time to time, by the Board subject to ceiling / limits as provided under Companies Act, 2013 and rules made thereunder

**(ii) Chairman & Managing Director, Managing Director(s) / Whole-time Director(s):**

The level and composition of remuneration will be reasonable and sufficient to attract, retain and motivate directors of quality to run the Company successfully. The remuneration package should adequately compensate them for the high level of responsibilities shouldered by them and sensitivity of the position held. The level of remuneration shall take into consideration the

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professional expertise, past credentials and potential of the person concerned. The compensation package may comprise of a fixed compensation package in the nature of monthly and annual pay-out, provision of perquisites, contribution to retirement benefits, health and insurance and any other benefits (including provision of loans on such terms as to interest, repayment and security as determined by the Board) and commission on profits, in such proportion and quantum as decided from time to time based on the Company's business needs and requirements and prevailing practices in industry.

Besides the above, the remuneration to be paid to Chairman & Managing Director, Managing Director(s) and Whole-time Director(s) shall be governed by the provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

**(iii) KMP's (other than MD's and WD's), Senior Management Personnel and other Staff:**

The level and composition of remuneration will be reasonable and sufficient to attract, retain and motivate persons of the quality required to handle appropriate management roles in the Company successfully. The level of remuneration may be based on the qualification, experience and expertise and potential of the person concerned and also the responsibilities to be shouldered, criticality of the job to the Company's business and any other criteria as considered appropriate. The compensation package may comprise of a fixed compensation package in the nature of monthly and annual payout, provision of perquisites, contribution to retirement benefits, health and insurance and any other benefits (including provision of loans on such terms as

to interest, repayment and security as determined by the Board) and variable pay (having a clear relationship to performance which will meet appropriate benchmarks relevant to the working of the Company and its goals), in such proportion and quantum as decided from time to time based on the Company's business needs and requirements and prevailing practices in industry.

**(iv) Directors and Officers Insurance:**

Where any insurance is taken by the Company on behalf of its Directors, KMP's / Senior Management Personnel, Staff etc., for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

**b. Details of Remuneration to all the Directors for the financial year ended 31.03.2026**

- (i) The remuneration of the Managing / Whole-time Directors comprises of a fixed component (viz., salary, allowances, perquisites and retirement benefits) and variable components (viz., commission on profit). Commission is paid as a percentage of net profits computed as per Section 198 of the Companies Act, 2013 and accordingly the performance metric for payment of commission is net profits computed as per section 198 of the Companies Act, 2013. The Commission is paid to the Managing Directors/Whole-time Directors only after adoption of the audited financial statements by the shareholders at the Annual General Meeting.

During the year, Special/Ordinary resolutions were passed by Postal Ballot for revision in terms of remuneration of Managing Directors/Whole-time Directors of the Company effective 1st April,2025 for the remaining period of their tenure.



The details of remuneration paid for the financial year ended 31.03.2026 are as follows:

(a) Name (b) Designation (c) Salary and perquisites (₹)  
(d) Commission (₹) (e) Total (₹)

(a) Mr. K M Mammen (b) Chairman and Managing Director (c) ₹ 196519330 (d) ₹ 229100000 (e) ₹ 425619330;  
(a) Mr. Arun Mammen (b) Vice Chairman and Managing Director (c) ₹ 152409740 (d) ₹ 229100000 (e) ₹ 381509740; (a) Mr Rahul Mammen Mappillai (b) Managing Director (c) ₹ 133548241 (d) ₹ 198500000 (e) ₹ 332048241; (a) Mr. Samir Thariyan Mappillai (b) Whole-time Director (c) ₹ 75514916 (d) ₹ 137500000 (e) ₹ 213014916; (a) Mr Varun Mammen (b) Whole-time Director (c) ₹ 75843471 (d) ₹ 137500000 (e) ₹ 213343471.

Note: Salary and perquisites include all elements of remuneration i.e., salary, allowances and benefits but excluding gratuity and leave benefits.

The Company has not issued any stock options to any of the directors. The Managing Directors/ Whole-time Directors are appointed by shareholders for a period of five years at a time. Notice period and severance fees are not applicable.

- (ii) The Non-Executive Directors are paid sitting fees for each meeting of the Board or Committee attended by them and also reimbursed expenses in connection with attending the meetings. The Board of Directors at its meeting held on 7th May, 2025 enhanced sitting fees payable to Non-Executive Directors for attending Board & Committee Meetings.

The sitting fees paid for the financial year ended 31.03.2026 to Non-Executive Directors are as follows:

(a) Name (b) Sitting fees (₹)

(a) Dr. (Mrs) Cibi Mammen (b) ₹ 200000;  
(a) Mrs. Ambika Mammen (b) ₹ 200000;

(a) Mrs. Vimla Abraham (b) ₹ 200000; (a) Mr. Vikram Taranath Hosangady (b) ₹ 420000; (a) Mr. Ramesh Rangarajan (b) ₹ 420000; (a) Mr. Dinshaw Keku Parakh (b) ₹ 140000; (a) Mr. Arun Vasu (b) ₹ 120000; (a) Mr. Vikram Chesetty (b) ₹ 500000; (a) Mr. Prasad Oommen (b) ₹ 200000.

Sitting fees are paid to Non-Executive Directors within the limits prescribed under the Companies Act, 2013.

There were no material pecuniary relationships or transactions by Non-Executive Directors vis-à-vis the Company as per the materiality threshold laid down in Listing Regulations and also as per the Policy on Materiality of and dealing with Related Party Transactions framed pursuant to the said Regulations.

As required under the Listing Regulations, the Company has taken a Directors and Officers Liability Insurance (D&O) on behalf of all Directors including Independent Directors of the Company.

#### c. Senior management:

##### Particulars of senior management including the changes therein since the close of the previous financial year.

The particulars of Senior Management of the Company as follows:

| Sl. No. | Name                       | Designation                                         |
|---------|----------------------------|-----------------------------------------------------|
| 1       | Mr. Madhu Plamootil Nainan | Executive Vice President-Finance                    |
| 2       | Mr. C M Cherian            | Executive Vice President - R & D                    |
| 3       | Mr. Rajat Kumar Nangia     | Executive Vice President - Marketing                |
| 4       | Mr. S Dhanvanth Kumar*     | Company Secretary                                   |
| 5       | Mrs. Meera Mammen          | Vice President - Welfare                            |
| 6       | Mr. Suresh T Cherian       | Vice President - ITS                                |
| 7       | Mr. P John Mathew          | Vice President - Engineering                        |
| 8       | Mr. Deepak Mathew          | Vice President - Manufacturing                      |
| 9       | Mr. Thulsidass T V**       | Vice President, General Counsel & Company Secretary |
| 10      | Mr. Abu Skaria Kandathil   | Senior General Manager - Materials                  |

\* until 7th May, 2026.

\*\* w.e.f. 7th May, 2026.

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**Changes in the senior management Personnel since the close of the previous financial year.**

- Resignation of Mr. Jacob Peter, Vice President - HRS effective from the closure of business hours on 24th September, 2025.
- Appointment of Mr. Thulsidass T V as Vice President, General Counsel & Company Secretary of the Company with effect from 7th May, 2026. Mr. Thulsidass T V would also be the Compliance Officer, KMP and part of Senior Management Personnel of the Company with effect from 7th May, 2026.

**8. Stakeholders' Relationship Committee**

**(i) Reference**

The Committee looks into redressal of grievances of the investors namely shareholders. The Committee deals with grievances pertaining to non-receipt of annual report, non receipt of dividend, dematerialisation/rematerialisation of shares, complaint letters received from Stock Exchanges, SEBI, etc. The Board of Directors has delegated the power of approving transmission of shares.

**(ii) Composition**

As on 31.03.2026, the Committee comprises of 1 Non-Executive Independent Directors and 2 Executive Directors. The Chairman is a Non- Executive Independent Director. The members of the Committee are:

| Name of the Director | Designation |
|----------------------|-------------|
| Mr. Arun Vasu        | Chairman    |
| Mr. K M Mammen       | Member      |
| Mr. Arun Mammen      | Member      |

Mr S Dhanvanth Kumar, Company Secretary, was the Secretary of the Committee and the Compliance Officer till 7th May,2026 and Mr. Thulsidass T V, Vice President, General Counsel, Company Secretary & Compliance Officer has been

appointed as Secretary of the Committee and the Compliance Officer w.e.f. 7th May, 2026.

**(iii) Meeting and Attendance**

During the financial year ended 31st March, 2026, the Stakeholders' Relationship Committee met on 14.11.2025. All the members of the Committee were present for the meeting. 17 investor complaints were received as of the financial year ended 31.03.2026. All the complaints were redressed except for two complaints which were pending at the end of the year.

**9. Risk Management Committee**

**(i) Reference**

In accordance with Regulation 21 of the Listing Regulations, the terms of reference of the Committee include the following namely formulation of detailed risk management policy, ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company, monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems, periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity recommendations and actions to be taken etc.

**(ii) Composition**

As on 31.03.2026, the Committee comprises of 3 Executive Directors and an Independent Director. The Chairman of the Committee is an Executive Director. The members of the Committee are:

| Name of the Director       | Designation |
|----------------------------|-------------|
| Mr. K M Mammen             | Chairman    |
| Mr. Arun Mammen            | Member      |
| Mr. Rahul Mammen Mappillai | Member      |
| Mr. Dinshaw Keku Parakh    | Member      |



### (iii) Meeting and Attendance

During the financial year ended 31st March, 2026, the Risk Management Committee met on 07.10.2025 and 05.03.2026. All the members of the Committee were present for all the meetings.

## 10. General Body Meetings

- a. The Company held its last three Annual General Meetings as under

| AGM for the Year | Date       | Time      | Location                                                              |
|------------------|------------|-----------|-----------------------------------------------------------------------|
| 2022-2023        | 27.07.2023 | 11.00 A.M | Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). |
| 2023-2024        | 01.08.2024 | 11.00 A.M | Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). |
| 2024-2025        | 07.08.2025 | 11.00 A.M | Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). |

- b. Details of Special resolution passed during the last 3 Annual General Meetings:

| Date of AGM | Particulars of Special Resolution passed                                                                                                                                                                                                |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 27.07.2023  | Approval for payment of Remuneration as per terms currently in force to the Promoter Executive Directors of the Company in terms of Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| 01.08.2024  | Nil                                                                                                                                                                                                                                     |
| 07.08.2025  | Nil                                                                                                                                                                                                                                     |

- c. Postal Ballot:

During the financial year ended 31st March, 2026, the Board sought the consent of the shareholders of the Company for passing the following Special Resolution/ Ordinary Resolutions through postal ballot as per the notice to the shareholders dated 06th February 2026:

| Date of Postal Ballot Notice | Particulars of Resolutions passed                                                                                                | Type of resolution  |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 06.02.2026                   | 1. Revision in the terms of Remuneration of Mr. K M Mammen (DIN: 00020202), Chairman and Managing Director of the Company.       | Special Resolution  |
|                              | 2. Revision in the terms of Remuneration of Mr. Arun Mammen (DIN: 00018558), Vice Chairman and Managing Director of the Company. | Ordinary Resolution |
|                              | 3. Revision in the terms of Remuneration of Mr. Rahul Mammen Mappillai (DIN: 03325290), Managing Director of the Company.        | Ordinary Resolution |
|                              | 4. Revision in the terms of Remuneration of Mr. Samir Thariyan Mappillai (DIN:07803982), Whole-time Director of the Company.     | Ordinary Resolution |
|                              | 5. Revision in the terms of Remuneration of Mr. Varun Mammen (DIN: 07804025), Whole-time Director of the Company.                | Ordinary Resolution |

Voting pattern of the special resolution/ Ordinary Resolutions passed through postal ballot on 28th March, 2026, through the e-voting process, are as follows:

| Particulars                              | Resolution No. 1   | Resolution No. 2    | Resolution No. 3    | Resolution No. 4    | Resolution No. 5    |
|------------------------------------------|--------------------|---------------------|---------------------|---------------------|---------------------|
| Type of resolution                       | Special Resolution | Ordinary Resolution | Ordinary Resolution | Ordinary Resolution | Ordinary Resolution |
| <b>Votes in favour of the resolution</b> |                    |                     |                     |                     |                     |
| Number of members                        | 507                | 547                 | 540                 | 537                 | 540                 |
| Number of votes cast by them             | 3002250            | 3016849             | 3011485             | 3011478             | 3011488             |
| % of total number of valid votes cast    | 87.45%             | 87.87%              | 87.72%              | 87.72%              | 87.72%              |
| <b>Votes against the resolution</b>      |                    |                     |                     |                     |                     |
| Number of members                        | 453                | 411                 | 418                 | 420                 | 418                 |
| Number of votes cast by them             | 430960             | 416358              | 421722              | 421727              | 421719              |
| % of total number of valid votes cast    | 12.55%             | 12.13%              | 12.28%              | 12.28%              | 12.28%              |
| Invalid Votes                            | 0                  | 0                   | 0                   | 0                   | 0                   |

#### Procedure for the Postal Ballot:

The Postal Ballot was carried out in accordance with Section 110 read with Section 108 and other applicable provisions of the Act, Regulation 44 of the Listing Regulations, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards-2 and applicable circulars issued by the Ministry of Corporate Affairs (MCA).

The Company had provided remote e-voting facility to all the Members of the Company through National Securities Depository Limited ('NSDL') for a period of 30 days and announced the results in accordance with Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations. The same are also available on the website of the Company at <https://www.mrftyres.com/investor-relations/postal-ballot>

Mr. N C Sarabeswaran (Membership No.009861) Senior Partner or in his absence Mr. N S Vivek (Membership No. 206383) Partner of Messrs Jagannathan & Sarabeswaran, Chartered Accountants was appointed as the Scrutinizer for conducting the above postal ballot as per the notice to the shareholders dated 06th February, 2026 through the e-voting process in a fair and transparent manner.

- d. As on date of this report, the company does not propose to pass any special resolution by way of Postal Ballot.

#### 11. Means of Communication

Quarterly/half yearly results are disclosed to Stock Exchanges and also published in daily newspapers viz., Business Standard (all over India) and Makkal Kural (Vernacular). As per the requirements of Regulation 46 of the Listing Regulations, the quarterly/half yearly results and the press release issued quarterly/annually are displayed on the Company's website [www.mrftyres.com](http://www.mrftyres.com). The Company provides information to the Stock Exchanges as per the requirements of the Listing Regulations. No presentations were made to institutional investors / analysts. The Company has a designated e-mail address viz., [mrshare@mrmail.com](mailto:mrshare@mrmail.com), exclusively for investor servicing.

#### 12. Dividend Distribution Policy

Pursuant to Regulation 43A of the Listing Regulations, the Company is required to formulate a dividend distribution policy. The Policy is available on the website of the Company <https://www.mrftyres.com/downloads/Dividend-Distribution-Policy.pdf>



### 13. General Shareholder Information

#### a) Annual General Meeting:

Date and Time : 06.08.2026 at 11.00 A.M.  
Venue : The Company is conducting meeting through Video Conference (VC) / Other Audio Visual Means (OAVM)

#### b) Financial Year : 1st April to 31st March.

#### c) Dividend payment date:

Interim Dividend : 05.12.2025 : ₹ 3 per share (30%)  
II Interim Dividend : 27.02.2026 : ₹ 3 per share (30%)  
Final Dividend : ₹ 229 per share (2290%) (subject to approval of shareholders)  
Payment Date : 17.08.2026

#### d) Listing on Stock Exchanges:

##### Equity

1. National Stock Exchange of India Ltd., (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, 5 G Block, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051.
2. Bombay Stock Exchange Ltd., (BSE), Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai 400 001.

Equity ISIN: INE883A01011

Listing fees upto the year ending 31st March, 2027 have been paid to the above mentioned Stock Exchanges.

During the financial year, none of the securities of the Company were suspended for trading.

#### e) Registrars and Transfer Agents:

##### Equity

In-house Share Transfer  
MRF Limited, No. 114,  
Greens Road, Chennai - 600 006  
Tel: 044-28292777  
Website: www.mrftyres.com;  
E-mail: [mrshare@mrmail.com](mailto:mrshare@mrmail.com)

In terms of SEBI Circular No. O&CC/FITC/CIR-15/2002 dated 27th December, 2002, your Company is carrying out both physical share registry work as well as electronic connectivity, in-house. In-house Investor relations department provides various services viz., dematerialisation and rematerialisation of shares, share transmissions, disbursement of dividend, processing claims for unclaimed dividend/shares, issue of duplicate share certificates, dissemination of information etc. Members are therefore requested to communicate on matters pertaining to physical shares to Secretarial Department, MRF Limited, No. 114, Greens Road, Chennai 600 006.

#### f) Share Transfer System

As mandated by SEBI, securities of the Company can be transferred/traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

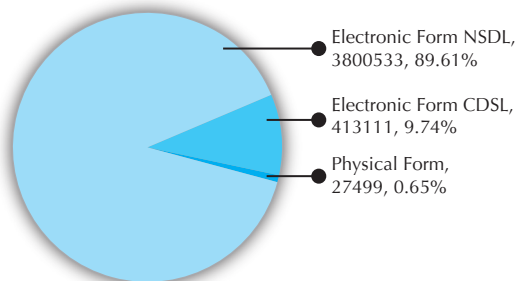
#### g) Distribution of shareholding: (as at 31.03.2026)

| Shareholding    | No. of Shareholders | %          | No. of Shares  | %          |
|-----------------|---------------------|------------|----------------|------------|
| Upto 100        | 56507               | 97.24      | 351680         | 8.29       |
| 101 - 500       | 1157                | 1.99       | 243947         | 5.75       |
| 501 - 1000      | 161                 | 0.28       | 115426         | 2.72       |
| 1001 - 2000     | 112                 | 0.19       | 163208         | 3.85       |
| 2001 - 3000     | 49                  | 0.08       | 122367         | 2.89       |
| 3001 - 4000     | 19                  | 0.03       | 66024          | 1.56       |
| 4001 - 5000     | 12                  | 0.02       | 54829          | 1.29       |
| 5001 - 10000    | 38                  | 0.07       | 270098         | 6.37       |
| 10001 and above | 55                  | 0.10       | 2853564        | 67.28      |
| <b>Total</b>    | <b>58110</b>        | <b>100</b> | <b>4241143</b> | <b>100</b> |

#### h) Dematerialization of Shares and Liquidity

99.35 % of total equity capital is held in dematerialized form with NSDL and CDSL as on 31st March, 2026. The Company's shares are liquid and actively traded on both the recognized stock exchanges in India i.e., National Stock Exchange of India Ltd and Bombay Stock Exchange Ltd.

Trading in equity shares of the Company is permitted only in dematerialized form as per prevailing law.



#### i) Outstanding GDR/Warrants/any other convertible instruments

The Company does not have any outstanding GDR / Warrants / any other convertible instruments.

#### j) Commodity price risk or foreign exchange risk and hedging activities:

##### i) Risk Management Policy of the Company with respect to commodities including through hedging:

The Company's purchasing strategy does not involve hedging activities and speculative buying. The risks are limited by sourcing from different countries and regions and having long term contracts with prices linked to well accepted market indices and published reports.

##### ii) Exposure of the Company to commodity risks faced by the entity throughout the year.

A) Total exposure of the Company to commodities in INR: ₹ 4710.25 crores

B) Exposure of the Company to various commodities:

| Commodity Name | Exposure in INR towards the particular commodity | Exposure in Quantity towards the particular commodity | % of such exposure hedged through commodity derivatives |          |                      |          |       |
|----------------|--------------------------------------------------|-------------------------------------------------------|---------------------------------------------------------|----------|----------------------|----------|-------|
|                |                                                  |                                                       | Domestic market                                         |          | International market |          | Total |
|                |                                                  |                                                       | OTC                                                     | Exchange | OTC                  | Exchange |       |
| Natural Rubber | ₹ 4710.25 crores                                 | 249350 MT                                             | NIL                                                     | NIL      | NIL                  | NIL      | NIL   |

##### iii) Foreign Currency Risks:

The Company's policy on hedging foreign currency risks is explained in the notes to the financial statements.

#### k) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- Number of complaints filed during the financial year: 1
- Number of complaints disposed of during the financial year: 1
- Number of cases pending for more than ninety days: Nil
- Number of complaints pending as on end of the financial year: Nil



**l) Plant Locations**

1. Tiruvottiyur — Tiruvottiyur High Road, Chennai, Tamil Nadu.
2. Kottayam — No. 2, Vadavathoor, Kottayam, Kerala.
3. Goa — No. 1, Ponda, Goa.
4. Arkonam — Arkonam – Tiruttani Road, Ichiputhur, Arkonam, Tamil Nadu.
5. Medak — No. 2, Sadasivapet, Sangareddy, Telangana
6. Puducherry — Eripakkam Village, Nettapakkam Commune, Puducherry.
7. Ankenpally — No. 2, Sadasivapet, Sangareddy, Telangana.
8. Perambalur — Naranamangalam Village & Post, Alathur Taluk, Perambalur District, Tamil Nadu.
9. Dahej — Plot No. D-II-16, Dahej Industrial Area, Galenda Village, Taluka - Vagara Dist. Bharuch, Gujarat

**m) Address for Correspondence:**

MRF Limited  
No. 114, Greams Road,  
Chennai – 600 006.  
Tel : (044) 28292777  
Fax: (044) 28290562  
E-mail : [mrfshare@mrfmail.com](mailto:mrfshare@mrfmail.com)

**14. Other Disclosures**

- (a) As required under applicable Listing Regulations, your Company has adopted a policy on materiality of and dealing with related party transactions which was approved by the Board of Directors and uploaded on the Company's Website: <https://www.mrf tyres.com/downloads/Attachment-5-Policy-on-materiality-and-dealing-with-related-party-transactions.pdf>

Requisite approvals from the Audit Committee / Board have been obtained for the transactions as stipulated under applicable law.

The details of related party transactions during the financial year ended 31st March, 2026 are given in note 27c of the standalone financial statements.

During the year under review, the Company has entered into transactions with MRF SG PTE. LTD, a wholly owned subsidiary of the Company for purchase of raw materials and the total value of transactions executed during financial year 2025-2026 exceed the materiality threshold adopted by the Company. These transactions were in the ordinary course of business and were on an arm's length basis, details of which are provided in Annexure IV of the Board's Report as required under section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

There are no transactions with any person or entity belonging to the promoters/promoter group which hold(s) 10% or more shareholding in the Company.

During the year under review, there are no materially significant related party transactions that may have potential conflict with the interests of listed entity at large.

- (b) The Company has complied with the requirements of the Stock Exchanges/SEBI and statutory authority on all matters related to capital markets during the last three years. No penalties, strictures were imposed on the Company by stock exchange(s)/SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- (c) The Company has established a vigil mechanism/ Whistle Blower policy pursuant to the requirements of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. No personnel have been denied access to the chairman of the Audit Committee to report genuine concerns. Establishment of vigil mechanism/ Whistle Blower policy is hosted on the website of the Company under the web link: <https://www.mrf tyres.com/downloads/Vigil-Mechanism.pdf>

- (d) The Company has complied with the mandatory requirements of Corporate Governance prescribed in Schedule II, Part A to D of the Listing Regulations.
- (e) The Company has complied with all the applicable mandatory requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- (f) The Board has laid down a Code of Conduct for all Directors and senior management staff of the Company. The code suitably incorporates for the Independent Directors their duties as Independent Directors as laid down in Schedule IV of the Companies Act, 2013. The code of conduct is available on the website: [www.mrftyres.com](http://www.mrftyres.com). All Directors and members of the senior management have affirmed their compliance with the code of conduct.

Your Company has also adopted a Code of Conduct to regulate, monitor and report trading by Designated persons and their Immediate Relatives as per SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors and designated persons who could have access to unpublished price sensitive information of the Company are governed by the Code. An annual disclosure was taken from the Directors and designated persons, as at the end of the year.

- (g) The Audit Committee reviews the financial statements of the unlisted subsidiary companies. The minutes of the Board Meetings of the unlisted subsidiary companies are placed at the Board meeting of the Company including statement of all significant transactions and arrangements entered into by the Company with the unlisted subsidiary companies.

Your Company has formulated a policy on material subsidiary as required under Regulation 16 of the Listing Regulations and the policy is hosted on the website of the Company under the web link: <https://www.mrftyres.com/downloads/Attachment%20-%20Policy%20for%20determining%20Material%20Subsidiary.pdf>. The Company does not have any material unlisted subsidiary Company

- (h) The Company has issued a formal letter of appointment to all the Independent Directors. The terms and conditions of their appointment have been disclosed on the Company's website under the web link: <https://www.mrftyres.com/downloads/A4.pdf>

During the year, a meeting of the Independent Directors was held as prescribed under applicable Listing Regulations and the Companies Act, 2013. In the opinion of the Board, Independent Director(s) fulfils the conditions specified in the Listing Regulations and are Independent of the Management.

During the financial year, none of the Independent Directors of the Company have resigned before the expiry of their tenure.

- (i) As required under the Listing Regulations, the Board of Directors have identified the following core skills / expertise/ competencies as required in the context of its business and sector for it to function effectively.

| Core skills / expertise / competencies                     |
|------------------------------------------------------------|
| General Business / Industry awareness                      |
| Functional Knowledge / General Management / Administration |
| Communication and collaborative approach                   |

The Board collectively has the abovementioned skills / expertise / competence. The names of directors and the skills they possess are given below:

| Name of the Director          | General Business/ Industry awareness | Functional knowledge/ General Management/ Administration | Communication and Collaborative approach |
|-------------------------------|--------------------------------------|----------------------------------------------------------|------------------------------------------|
| Mr. K M Mammen                | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Arun Mammen               | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Rahul Mammen Mappillai    | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Samir Thariyan Mappillai  | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Varun Mammen              | ✓                                    | ✓                                                        | ✓                                        |
| Dr. (Mrs) Cibi Mammen         | ✓                                    | ✓                                                        | ✓                                        |
| Mrs. Ambika Mammen            | ✓                                    | ✓                                                        | ✓                                        |
| Mrs. Vimla Abraham            | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Vikram Taranath Hosangady | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Ramesh Rangarajan         | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Dinshaw Keku Parakh       | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Arun Vasu                 | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Vikram Chesetty           | ✓                                    | ✓                                                        | ✓                                        |
| Mr. Prasad Oommen             | ✓                                    | ✓                                                        | ✓                                        |



- (j) A Certificate has been received from Messrs. Elangovan & Associates, Practising Company Secretaries, Chennai, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such Statutory Authority.
- (k) Pursuant to the SEBI circular no. CIR/CFD/ CMD1/27/2019 dated 8th February, 2019, the Company has obtained an Annual Secretarial Compliance Report from Messrs. Elangovan & Associates, Practising Company Secretaries, Chennai, confirming compliance of SEBI Regulations / Circulars / Guidelines issued thereunder and applicable to the Company. There are no observations or adverse remarks in the said report.
- (l) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors for the financial year ended 31st March, 2026 is ₹ 2.42 crores.
- (m) List of Credit ratings obtained by the Company: The Ratings given by CARE Ratings Limited for Long term Bank Facilities to the extent of ₹ 2761.74 crores and Long term/ Short term Bank Facilities to the extent of ₹ 1500 crores of the Company are CARE AAA; Stable and CARE AAA; Stable / CARE A1+ respectively.
- CARE Ratings Limited has also given CARE A1+ for Short term Bank Facilities, to the extent of ₹ 1500 crores.
- Further, CARE Ratings Limited has also given CARE AAA; Stable Ratings for the Non- Convertible Debentures (Redeemed on 24th February, 2026) of the Company aggregating to ₹ 150 Crores.
- All the above credit ratings were reaffirmed by CARE Ratings Limited.
- (n) There was no preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations.

- (o) There was no instance during the financial year 2025 - 26, where the Board of Directors has not accepted the recommendation of any committee of the Board which it was mandatorily required to accept.
- (p) Your Company has formulated a policy for determination of materiality of any event or information as required under Regulation 30 of the Listing Regulations and the policy is hosted on the website of the Company under the web link: <https://www.mrftyres.com/downloads/Attachment-1-Policy-for-determination-of-Materiality.pdf>
- (q) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). – Nil
- (r) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount'. Nil
- (s) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries. – NA
- (t) Disclosure of certain types of agreements binding listed entities as referred in clause 5A of paragraph A of Part A of Schedule III of Listing Regulations – Nil
- (u) There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V to the Listing Regulations.

## 15. Discretionary requirements

The Company has adopted the following discretionary requirements:

- a. The Company's quarterly and half yearly results are published in the newspapers and also uploaded on its website: [www.mrftyres.com](http://www.mrftyres.com) and in Stock Exchange websites namely <https://neaps.nseindia.com/NEWLISTINGCORP/> and [listing.bseindia.com](http://listing.bseindia.com). Therefore, no individual communications are sent to the shareholders in this regard.

- b. There are no qualifications in the Auditors' Report on the accounts for the financial year ended 31st March, 2026.
- c. The internal audit head presents the internal audit observations to the Audit Committee.

#### 16. CEO / CFO Certification

Mr. Rahul Mammen Mappillai, Managing Director and Mr. Madhu P Nainan, Executive Vice President Finance, have certified to the Board regarding the financial statements for the financial year ended 31st March, 2026 in accordance with Regulation 17(8) of Listing Regulations.

#### 17. Equity shares in MRF - Unclaimed Suspense Account

As required by the provisions of Regulation 39 (4) read with Schedule V (F) of Listing Regulations, the Company has transferred the unclaimed shares lying in possession of the Company to MRF – Unclaimed Suspense Account. The status of unclaimed shares lying in MRF - Unclaimed Suspense Account as on 31st March, 2026 are as under:

| Particulars                                                                                                                                                  | Number of Members | Number of Shares |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|------------------|
| Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the financial year.                            | 146               | 3683             |
| Number of shareholders who approached the Company for transfer of the shares from suspense account during the financial year 2025-26.                        | 10                | 464              |
| Shareholders to whom shares were transferred from the suspense account during the year.                                                                      | 10                | 464              |
| Shares transferred to Investor Education and Protection Fund Authority as required by Section 124 (6) of the Companies Act, 2013 read with rules thereunder. | 3                 | 52               |
| Aggregate number of shareholders and the outstanding shares lying in the suspense account as on 31st March, 2026.                                            | 133               | 3167             |

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

#### 18. Transfer of shares to Investor Education and Protection Fund (IEPF)

Pursuant to the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules"), dividends that are unpaid or unclaimed for a period of seven years from the date of their transfer are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the financial year 2025-26, the Company has transferred a total of 1364 Shares to IEPF Authority. The Company has also transferred a sum of ₹ 20,45,313 being unclaimed dividend to IEPF. The dividend amount and shares transferred to the IEPF Authority can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

#### 19. Declaration

As required by Para D of Schedule V to the Listing Regulations, it is hereby confirmed and declared that all the members of the Board and senior management have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2026.

On behalf of the Board of Directors

Chennai  
7th May, 2026

K M MAMMEN  
Chairman & Managing Director  
DIN: 00020202



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## INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF MRF LIMITED

1. This certificate is issued in accordance with the terms of our Engagement Letter dated 08th August 2025.
2. We, M M NISSIM & CO LLP and SASTRI & SHAH, Chartered Accountants, the Statutory Auditors of MRF LIMITED ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended 31st March, 2026, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### MANAGEMENT'S RESPONSIBILITY

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

### AUDITORS' RESPONSIBILITY

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### OPINION

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Paras C, D and E of Schedule V of the Listing Regulations during the year ended 31st March, 2026.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

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## RESTRICTION ON USE

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Regn. No. 107122W/W100672

N KASHINATH  
Partner  
Mem. No. 036490  
UDIN: 26036490VMGBHZ5714

Place: Chennai  
Date: 07th May 2026

For SASTRI & SHAH  
Chartered Accountants  
Firm Regn. No. 003643S

C.R. KUMAR  
Partner  
Mem. No. 026143  
UDIN: 26026143BNCXVW1323

Place: Chennai  
Date: 07th May 2026



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# **STANDALONE FINANCIAL STATEMENTS**

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MRF LIMITED

### Report on the Audit of the Standalone Financial Statements

#### 1. Opinion

We have audited the Separate financial statements (also known as Standalone Financial Statements) of **MRF Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March 2026, and its profit (financial performance including Other Comprehensive Income), the Changes in Equity and its Cash Flows for the year ended on that date.

#### 2. Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

#### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                         | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | <b>Employee Benefits :</b><br><br>The valuation of the retirement benefit schemes in the Company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. | <b>Our audit procedures included:</b><br><br>We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit. |



| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|         | <p>Further the changes to employee benefits plans arising from legislative amendments are treated as plan amendments, requiring recognition of past service cost in the statement of profit and loss.</p> <p>Due to the enacted amendments and the size of these schemes, the changes due to the amendments and assumptions have a material impact on the estimated employee benefits.</p>                                                                                                                                                                                                                                                                                            | <p>We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, the salary restructuring exercise in compliance with the Labour Codes and any other amendments made to the obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 2       | <p><b>Provision for Sales related obligations</b></p> <p>The Company makes an estimated provision for sales related obligations based on commitments, established trade practices, historical trends and other assumptions which are judgemental including those relating to outflow of resources.</p> <p>Considering the significant judgements involved in making the above estimate, we have considered this as a key audit matter.</p>                                                                                                                                                                                                                                            | <p><b>Our audit procedures included:</b></p> <p>We understood and tested the controls over the assumptions applied in arriving at the provision for Sales related obligations.</p> <p>Tested on sample basis, the provision made during the year with relevant data elements, assumptions involved, validation of formula used in the spread sheet and management review and control of the relevant internal and external factors impacting the provision.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 3       | <p><b>Litigation, Claims and Contingent Liabilities</b></p> <p>(Refer Note 27(q))</p> <p>The Company is exposed to variety of different laws, regulations and interpretations thereof. Consequently, in the normal course of business, Provisions and Contingent Liabilities may arise from legal proceedings, constructive obligations and commercial claims.</p> <ul style="list-style-type: none"> <li>Management applies significant judgement when considering whether and how much to provide for the potential exposure of each matter.</li> <li>These estimates could change substantially over time as new facts emerge as each legal case or matters progresses.</li> </ul> | <p><b>Our audit procedures included:</b></p> <ul style="list-style-type: none"> <li>We understood the processes, evaluated the design and implementation of controls and tested the operating effectiveness of the Company's controls over the recording and re-assessment of uncertain legal positions, claims and contingent liabilities.</li> <li>We held discussions with senior management including the person responsible for legal and compliance to obtain an understanding of the factors considered by management in classification of the matter as 'probable', 'possible' and 'remote'.</li> <li>Examined the Company's legal expenses on sample basis and read the minutes of the board meetings in order to ensure completeness.</li> <li>With respect to tax matters, involving our tax specialists, and discussing with the Company's tax officers, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws.</li> <li>Assessing the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures.</li> </ul> |

| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|         | <ul style="list-style-type: none"> <li>Given the different views possible, basis the interpretations, complexity and the magnitude of potential exposures and the judgement necessary to estimate the amount of provision required or determine required disclosures.</li> </ul>                                                                                                                                                                                                                                                                                                           | <ul style="list-style-type: none"> <li>For those matters where management concluded that no provisions should be recorded, considering the adequacy and completeness of the Company's disclosures.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 4       | <p><b>Property, Plant and Equipment (Including Capex)</b></p> <ul style="list-style-type: none"> <li>Tracking and monitoring capex requires more attention to ensure reasonable accurateness and completeness of financial reporting in respect of Property, Plant and Equipment.</li> <li>Further, technical complexities require management to assess and make estimates/ judgements about capitalization, estimated useful life, impairment etc. which has material impact on Balance sheet and operating results.</li> <li>Refer note 1 to Standalone financial statements.</li> </ul> | <p><b>Our audit procedures included:</b></p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</p> <ul style="list-style-type: none"> <li>We assessed company's process regarding maintenance of records and accounting of transactions pertaining to Property, Plant and Equipment including capital work in progress with reference to Ind AS 16.</li> <li>We have carried out substantive audit procedures at financial and assertion level to verify the capitalization of assets as Property, Plant and Equipment.</li> <li>We have reviewed management judgement pertaining to estimation of useful life and depreciation of the Property, Plant and Equipment in accordance with Schedule II of the Companies Act, 2013.</li> <li>We have relied on physical verification conducted by management and management representations.</li> </ul> |

#### 4. Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, Business Responsibility and Sustainability Report, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so,

consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### 5. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair



view of the financial position, financial performance including other comprehensive income, Changes in Equity and Cash Flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

#### **6. Auditor's Responsibility for the audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures,

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and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## 7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143(3) of the Act, based on our audit, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2026 taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements.
- g) As required by section 197(16) of the Act, based on our audit, we report that the Company has paid and provided for remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 27 (q) to the Standalone Financial Statements;



- ii. The Company has long-term contracts including derivative contracts for which there were no material foreseeable losses; and
- iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) As represented to us by the management and to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or otherwise that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) As represented to us by the management and to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations
- under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has complied with the provisions with respect to Section 123 of the Companies Act, 2013 in respect of final dividend proposed in the previous year, interim dividends declared and paid by the Company during the year and the proposed final dividend for the year which is subject to the approval of members at the ensuing Annual General Meeting.
- vi. Based on our examination which included test checks, the company has used an accounting software (SAP) for maintaining its books of account which has a inbuilt feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For M M NISSIM & CO. LLP**

Chartered Accountants

Firm Reg.No.107122W / W100672

**N KASHINATH**

Partner

Mem.No.036490

UDIN: 26036490VPZENK8884

Place: Chennai

Date : 7th May 2026

**For SASTRI & SHAH**

Chartered Accountants

Firm Reg.No. 003643S

**C R KUMAR**

Partner

Mem.No.026143

UDIN: : 26026143BJETG2614

Place : Chennai

Date : 7th May 2026

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**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF  
EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MRF  
LIMITED**

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and Right-of-Use assets;  
B. The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification. All discrepancies have been properly dealt with in the books of accounts;
  - (c) Based on our examination of the registered sale deed / transfer deed / conveyance deed / property tax paid documents (which evidences title) provided to us, we report that, the title in respect of self – constructed buildings and title deeds of all other immovable properties, (other than immovable properties where the Company is the lessee and where the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
  - (d) The Company has not revalued any of its Property, Plant and Equipment ( including Right-of-Use assets ) and Intangible Assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2026 for holding any benami property under the Benami Transaction (Prohibition) Act, 1988, as amended and rules made thereunder.
- (ii) (a) The inventory, except for goods in transit and stocks held with third parties, has been physically verified by the management during the year at reasonable intervals. In our opinion, the coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operation. For stocks held with third parties at the year end, written confirmations have been obtained and in respect of goods in transit, the goods have been received subsequent to the year-end or confirmation have been obtained. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification of inventory when compared with books of account.
  - (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any point of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and other stipulated financial information filed by the Company with such banks are in agreement with the unaudited books of account of the Company for the first three quarters and with the audited books of account in respect of fourth quarter ending 31st March 2026 and there are no material discrepancies.
- (iii) The Company has made investments in companies and other entities. The Company has not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
  - (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year and hence reporting under clauses (iii)(a),(c),(d),(e) and (f) of the order are not applicable.
  - (b) In our opinion, the investments made in companies are *prima facie*, not prejudicial to the Company's interest.



- (iv) In our opinion, in respect of investments made, the Company has complied with the provisions of Section 186 of the Act.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 as amended. Accordingly, the provisions of clause 3(v) of Para 3 of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Act, and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained.
- (vii) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value Added Tax during the year since effective 1st July, 2017, these statutory dues have been subsumed into GST.
- (a) The Company is regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Cess and any other statutory dues with appropriate authorities, where applicable. There are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March 2026 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, the statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March 2026 on account of any dispute, are as follows:

| Statute and nature of dues                           | Financial year to which the matter pertains                               | Forum where dispute is pending | ₹ Crores |
|------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------|----------|
| <b>CENTRAL SALES TAX ACT, 1956 and VAT LAWS</b>      |                                                                           |                                |          |
| Sales tax / VAT and Penalty                          | 2000-01, 2002-03, 2003-04, 2006-07, 2009-10 to 2014-15, 2016-17 & 2017-18 | Appellate Commissioner         | 129.67   |
|                                                      | 1996-97 to 2004-05, 2010-11, 2014-15 to 2017-18                           | Appellate Tribunal/Board       | 5.51     |
|                                                      | 1996-97, 2006-07, 2012-13 to 2017-18                                      | High Court                     | 104.86   |
| <b>CUSTOMS ACT, 1962</b>                             |                                                                           |                                |          |
| Customs Duty and Penalty                             | 2021-22                                                                   | Appellate Commissioner         | 0.07     |
|                                                      | 2010-11 to 2019-20, 2021-22                                               | Appellate Tribunal             | 43.57    |
| <b>CENTRAL EXCISE ACT, 1944 and Finance Act 1994</b> |                                                                           |                                |          |
| Excise duty, Service Tax and Penalty                 | 1997-98                                                                   | Appellate Commissioner         | 0.08     |
|                                                      | 2008-09 to 2017-18                                                        | Appellate Tribunal             | 29.87    |
| <b>INCOME TAX ACT, 1961</b>                          |                                                                           |                                |          |
| Income Tax                                           | 2008-09, 2013-14, 2018-19 & 2019-20                                       | Appellate Commissioner         | 8.54     |
|                                                      | 2014-15 and 2015-16                                                       | Appellate Tribunal             | 6.71     |
| <b>GOODS AND SERVICES TAX</b>                        |                                                                           |                                |          |
| GST                                                  | 2017-18 to 2020-21 and 2022-23                                            | Appellate Commissioner         | 37.08    |
|                                                      | 2017-18, 2022-23                                                          | Appellate Tribunal             | 0.35     |

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- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, *prima facie*, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instruments), during the year and hence reporting under Clause (x) (a) of Para 3 of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of share or fully convertible debentures (fully, partially or optionally convertible) during the year and accordingly provisions of clause (x)(b) of Para 3 of the Order are not applicable to the Company.
- (xi) (a) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any material fraud on the Company has been noticed or reported during the year, nor have we been informed of any such case by the management.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year, while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a Nidhi Company and accordingly provisions of clause (xii) of Para 3 of the order are not applicable to the Company.
- (xiii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and 188 of the Act, and the details have been disclosed in the Standalone Financial Statements in Note 27(c) as required by the applicable Indian Accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non
-



-cash transactions with directors or persons connected with the directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, provisions of clause (xvi)(a) of Para 3 of the Order are not applicable to the Company.
- (b) During the year, the Company has not conducted any Non-Banking Financial or Housing Finance activities and accordingly, provisions of clause (xvi)(b) of Para 3 of the Order are not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the Regulations made by the Reserve Bank of India and accordingly the provisions of clause (xvi)(c) of Para 3 of the Order is not applicable to the Company.
- (d) The group does not have any CIC as a part of the group and accordingly reporting under clause (xvi)(d) of Para 3 of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the Financial Year covered by our audit and in the immediately preceding Financial Year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its

liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on 'other than ongoing' projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with the provision of sub-section (5) of section 135 of the said Act. Accordingly, reporting under clause (xx) (a) of Para 3 of the Order is not applicable for the year.
- (b) In respect of 'ongoing' projects, the Company has transferred unspent CSR amount, to a special account within a period of 30 days from the end of the said financial year in compliance with the provisions of sub section (6) of section 135 of the said Act.

**For M M NISSIM & CO. LLP**  
Chartered Accountants  
Firm Reg.No.107122W / W100672

**N KASHINATH**  
Partner  
Mem.No.036490  
UDIN: 26036490VPZENK8884

Place: Chennai  
Date : 7th May 2026

**For SASTRI & SHAH**  
Chartered Accountants  
Firm Reg.No. 0036435

**C R KUMAR**  
Partner  
Mem.No.026143  
UDIN: 26026143BJETG2614

Place : Chennai  
Date : 7th May 2026

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**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF  
EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF MRF  
LIMITED.**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE  
TO STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF  
SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013  
 (“THE ACT”)**

**1. OPINION**

We have audited the internal financial controls with reference to Standalone Financial Statements of **MRF LIMITED** (“the Company”) as of 31st March 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to standalone financial statements were operating effectively as at 31st March 2026, based on the internal financial control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial reporting issued by the Institute of Chartered Accountants of India (ICAI).

**2. MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL  
CONTROLS**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence

to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

**3. AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements includes obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to Standalone Financial Statements.



#### **4. MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS**

A Company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **5. INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS**

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including

the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **For M M NISSIM & CO. LLP**

Chartered Accountants

Firm Reg.No.107122W / W100672

#### **N KASHINATH**

Partner

Mem.No.036490

UDIN: 26036490VPZENK8884

Place: Chennai

Date : 7th May 2026

#### **For SASTRI & SHAH**

Chartered Accountants

Firm Reg.No. 003643S

#### **C R KUMAR**

Partner

Mem.No.026143

UDIN: 26026143BJETG2614

Place : Chennai

Date : 7th May 2026

**MRF LIMITED, CHENNAI**
**BALANCE SHEET AS AT 31ST MARCH 2026**

|                                                                                            | Note  | As at<br>31.03.2026 | As at<br>31.03.2025 |
|--------------------------------------------------------------------------------------------|-------|---------------------|---------------------|
| <b>ASSETS</b>                                                                              |       |                     |                     |
| <b>Non-Current Assets</b>                                                                  |       |                     |                     |
| Property, Plant and Equipment                                                              | 2 (a) | 12042.37            | 12257.95            |
| Capital Work-in-Progress                                                                   | 2 (b) | 1032.57             | 1166.47             |
| Right of Use Assets                                                                        | 2 (c) | 808.25              | 850.22              |
| Other Intangible Assets                                                                    | 2 (d) | 20.56               | 20.56               |
| Financial Assets                                                                           |       |                     |                     |
| - Investments                                                                              | 3     | 361.59              | 1155.67             |
| - Loans                                                                                    | 4     | 0.41                | 7.61                |
| - Other Financial Assets                                                                   | 5     | 1925.38             | 28.71               |
| Non Current Tax Asset (Net)                                                                |       | 263.15              | 329.29              |
| Other Non-current Assets                                                                   | 6     | 472.71              | 264.82              |
| <b>Current Assets</b>                                                                      |       |                     |                     |
| Inventories                                                                                | 7     | 5337.66             | 5539.34             |
| Financial Assets                                                                           |       |                     |                     |
| - Investments                                                                              | 3     | 2985.74             | 3403.33             |
| - Trade Receivables                                                                        | 8     | 3477.27             | 3302.13             |
| - Cash and Cash Equivalents                                                                | 9     | 260.84              | 243.61              |
| - Bank Balances other than Cash and Cash Equivalents                                       | 10    | 1763.97             | 5.85                |
| - Loans                                                                                    | 4     | 3.49                | 4.99                |
| - Other Financial Assets                                                                   | 5     | 181.06              | 191.20              |
| Other Current Assets                                                                       | 6     | 359.44              | 324.35              |
| <b>TOTAL ASSETS</b>                                                                        |       | <b>31296.46</b>     | <b>29096.10</b>     |
| <b>EQUITY AND LIABILITIES</b>                                                              |       |                     |                     |
| <b>EQUITY</b>                                                                              |       |                     |                     |
| Share Capital                                                                              | SOCE  | 4.24                | 4.24                |
| Other Equity                                                                               | SOCE  | 20447.71            | 18171.63            |
| <b>Total Equity</b>                                                                        |       | <b>20451.95</b>     | <b>18175.87</b>     |
| <b>LIABILITIES</b>                                                                         |       |                     |                     |
| <b>Non-Current Liabilities</b>                                                             |       |                     |                     |
| Financial Liabilities                                                                      |       |                     |                     |
| - Borrowings                                                                               | 11    | 176.02              | 374.43              |
| - Lease Liability                                                                          |       | 719.26              | 755.31              |
| Provisions                                                                                 | 12    | 344.93              | 284.88              |
| Deferred Tax Liabilities (Net)                                                             | 13    | 511.31              | 456.50              |
| Other Non-current Liabilities                                                              | 14    | 213.97              | 242.60              |
| <b>Current Liabilities</b>                                                                 |       |                     |                     |
| Financial Liabilities                                                                      |       |                     |                     |
| - Borrowings                                                                               | 11    | 674.09              | 1212.11             |
| - Lease Liability                                                                          |       | 120.21              | 110.84              |
| - Trade Payables                                                                           |       |                     |                     |
| (A) total outstanding dues of micro enterprises and small enterprises;                     | 15    | 54.95               | 28.55               |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | 15    | 4567.45             | 3978.19             |
| - Other Financial Liabilities                                                              | 16    | 408.10              | 388.32              |
| Other Current Liabilities                                                                  | 14    | 2575.55             | 2746.50             |
| Provisions                                                                                 | 12    | 478.67              | 342.00              |
| <b>Total Liabilities</b>                                                                   |       | <b>10844.51</b>     | <b>10920.23</b>     |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                                        |       | <b>31296.46</b>     | <b>29096.10</b>     |
| Material Accounting Policies                                                               | 1     |                     |                     |

Accompanying Notes are an integral part of these Financial Statements

This is the Balance Sheet referred to in our report of even date

For M M NISSIM & CO LLP

For SASTRI & SHAH

Chartered Accountants

Chartered Accountants

Firm Reg. No. 107122W / W100672

Firm Reg. No. 003643S

N. KASHINATH

C R KUMAR

MADHU P NAINAN

THULSIDASS T V

VIKRAM TARANATH HOSANGADY

K M MAMMEN

Partner

Partner

Executive Vice President

Vice President, General

Director

Chairman & Managing Director

Mem. No. 036490

Mem. No. 026143

Finance

Counsel & Company Secretary

DIN : 09757469

DIN : 00020202

Chennai

Chennai

Chennai

Chennai

Chennai

Chennai

Dated 7<sup>th</sup> May, 2026



## MRF LIMITED, CHENNAI

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2026

|                                                                               | Note                          | Year Ended<br>31.03.2026 | (₹ Crores)<br>Year Ended<br>31.03.2025 |
|-------------------------------------------------------------------------------|-------------------------------|--------------------------|----------------------------------------|
| <b>INCOME</b>                                                                 |                               |                          |                                        |
| Revenue from Operations                                                       | 17                            | 30652.08                 | 27665.22                               |
| Other Income                                                                  | 18                            | 488.17                   | 402.86                                 |
| <b>TOTAL INCOME</b>                                                           |                               | <b>31140.25</b>          | <b>28068.08</b>                        |
| <b>EXPENSES</b>                                                               |                               |                          |                                        |
| Cost of materials consumed                                                    | 19                            | 18740.53                 | 18348.97                               |
| Purchases of Stock-in-Trade                                                   | 27(s(2))                      | 34.29                    | 28.10                                  |
| Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress | 20                            | 602.46                   | (601.10)                               |
| Employee Benefits Expense                                                     | 21                            | 1991.93                  | 1831.53                                |
| Finance Costs                                                                 | 22                            | 297.06                   | 291.43                                 |
| Depreciation and Amortisation Expense                                         | 2 (a),(c) and(d)              | 1747.33                  | 1647.40                                |
| Other Expenses                                                                | 23 a                          | 4531.19                  | 4101.85                                |
| <b>TOTAL EXPENSES</b>                                                         |                               | <b>27944.79</b>          | <b>25648.18</b>                        |
| <b>PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX</b>                                |                               | <b>3195.46</b>           | <b>2419.90</b>                         |
| Exceptional Items                                                             | 23 b                          | (61.99)                  | -                                      |
| <b>PROFIT BEFORE TAX</b>                                                      |                               | <b>3133.47</b>           | <b>2419.90</b>                         |
| <b>TAX EXPENSE</b>                                                            |                               |                          |                                        |
| Current Tax                                                                   |                               | 730.11                   | 597.86                                 |
| Deferred Tax                                                                  |                               | 47.96                    | (0.51)                                 |
| <b>TOTAL TAX EXPENSE</b>                                                      |                               | <b>778.07</b>            | <b>597.35</b>                          |
| <b>PROFIT FOR THE YEAR</b>                                                    |                               | <b>2355.40</b>           | <b>1822.55</b>                         |
| <b>OTHER COMPREHENSIVE INCOME (OCI)</b>                                       |                               |                          |                                        |
| Items that will not be reclassified to Profit or Loss (net of tax)            |                               |                          |                                        |
| Remeasurements of Defined benefit plans                                       | 27(f(2iv(a iii) and<br>b(iv)) | (0.85)                   | (1.45)                                 |
| Items that may be reclassified to Profit or Loss (net of tax)                 |                               |                          |                                        |
| Fair value of cash flow hedges through other comprehensive income             | 24B(ii(b(v))                  | 22.20                    | (9.37)                                 |
| Fair value of debt instruments through other comprehensive income             |                               | (1.00)                   | 8.31                                   |
| <b>TOTAL OTHER COMPREHENSIVE (LOSS) / INCOME FOR THE YEAR, NET OF TAX</b>     |                               | <b>20.35</b>             | <b>(2.51)</b>                          |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>                                |                               | <b>2375.75</b>           | <b>1820.04</b>                         |
| <b>EARNINGS PER EQUITY SHARE</b>                                              |                               |                          |                                        |
| Basic (₹ Per share)                                                           | 27 (m)                        | 5553.70                  | 4297.31                                |
| Diluted (₹ Per share)                                                         |                               | 5553.70                  | 4297.31                                |
| Material Accounting Policies                                                  | 1                             |                          |                                        |

Accompanying Notes are an integral part of these Financial Statements  
This is the Statement of Profit and Loss referred to in our report of even date

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Reg. No. 107122W / W100672

For SASTRI & SHAH  
Chartered Accountants  
Firm Reg. No. 003643S

N. KASHINATH  
Partner  
Mem. No. 036490  
Chennai  
Dated 7<sup>th</sup> May, 2026

C R KUMAR  
Partner  
Mem. No. 026143  
Chennai

MADHU P NAINAN  
Executive Vice President  
Finance  
Chennai

THULSIDASS T V  
Vice President, General  
Counsel & Company Secretary  
Chennai

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469  
Chennai

K M MAMMEN  
Chairman & Managing Director  
DIN : 00020202  
Chennai

## STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH 2026

(₹ Crores)

| SHARE CAPITAL                                                                                                                           | As at<br>31.03.2026<br>Number | As at<br>31.03.2025<br>Number | As at<br>31.03.2026<br>Amount | As at<br>31.03.2025<br>Amount |
|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| <b>Authorised Share Capital</b>                                                                                                         |                               |                               |                               |                               |
| Equity Shares of ₹10/-each                                                                                                              | 9000000                       | 9000000                       | 9.00                          | 9.00                          |
| Redeemable Cumulative Preference Share of ₹100/-each                                                                                    | 100000                        | 100000                        | 1.00                          | 1.00                          |
| Issued, Subscribed and fully paid up Equity Shares (Excludes 71 bonus shares not issued and not allotted on non-payment of call monies) | 4241143                       | 4241143                       | 4.24                          | 4.24                          |
| <b>Balance at the beginning of the reporting year</b>                                                                                   | 4241143                       | 4241143                       | 4.24                          | 4.24                          |
| Changes in equity share capital during the reporting year                                                                               | -                             | -                             | -                             | -                             |
| <b>Balance at the end of the reporting year</b>                                                                                         | <b>4241143</b>                | <b>4241143</b>                | <b>4.24</b>                   | <b>4.24</b>                   |

### Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividends proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

The Company has declared two interim dividends aggregating to ₹ 2.54 Crores (Previous year - ₹ 2.54 Crores) which has been paid during the Financial Year 2025-26.

| Shares in the Company held by each shareholder holding more than five percent shares | As at 31.03.2026 |        | As at 31.03.2025 |        |
|--------------------------------------------------------------------------------------|------------------|--------|------------------|--------|
|                                                                                      | No.              | %      | No.              | %      |
| Comprehensive Investment and Finance Company Private Limited                         | 441834           | 10.42% | 441834           | 10.42% |
| MOWI Foundation                                                                      | 507984           | 11.98% | 507984           | 11.98% |



(₹ Crores)

| OTHER EQUITY                                                                       | Reserves and Surplus |                 |                                         |                   | Other Comprehensive Income(OCI) |                  | TOTAL           |
|------------------------------------------------------------------------------------|----------------------|-----------------|-----------------------------------------|-------------------|---------------------------------|------------------|-----------------|
|                                                                                    | Securities Premium   | General Reserve | Remeasurements of Defined Benefit Plans | Retained Earnings | Cash Flow Hedges                | Debt Instruments |                 |
| <b>Balance at the beginning of the comparative reporting year - 1st April 2024</b> | <b>9.42</b>          | <b>16546.21</b> | <b>(101.95)</b>                         | <b>-</b>          | <b>(0.04)</b>                   | <b>(17.23)</b>   | <b>16436.41</b> |
| Profit for the Comparative Year ending 31st March 2025                             | -                    | -               | -                                       | 1822.55           | -                               | -                | 1822.55         |
| Other Comprehensive (Loss) / Income for the Year ending 31st March 2025            | -                    | -               | (1.45)                                  | -                 | (9.37)                          | 8.31             | (2.51)          |
| <b>Total Comprehensive Income for the Comparative year</b>                         | <b>-</b>             | <b>-</b>        | <b>(1.45)</b>                           | <b>1822.55</b>    | <b>(9.37)</b>                   | <b>8.31</b>      | <b>1820.04</b>  |
| <b>Transactions with owners in their capacity as owners:</b>                       |                      |                 |                                         |                   |                                 |                  |                 |
| - Interim Dividends (₹ 6 per share)                                                | -                    | -               | -                                       | (2.54)            | -                               | -                | (2.54)          |
| - Final Dividend (₹194 per share)                                                  | -                    | -               | -                                       | (82.28)           | -                               | -                | (82.28)         |
| Transfer to General Reserve                                                        | -                    | 1737.73         | -                                       | (1737.73)         | -                               | -                | -               |
| <b>Balance at the beginning of the reporting year</b>                              | <b>9.42</b>          | <b>18283.94</b> | <b>(103.40)</b>                         | <b>-</b>          | <b>(9.41)</b>                   | <b>(8.92)</b>    | <b>18171.63</b> |
| Profit for the reporting year ending 31st March 2026                               | -                    | -               | -                                       | 2355.40           | -                               | -                | 2355.40         |
| Other Comprehensive (Loss) / Income                                                | -                    | -               | (0.85)                                  | -                 | 22.20                           | (1.00)           | 20.35           |
| <b>Total Comprehensive Income for the Reporting year</b>                           | <b>-</b>             | <b>-</b>        | <b>(0.85)</b>                           | <b>2355.40</b>    | <b>22.20</b>                    | <b>(1.00)</b>    | <b>2375.75</b>  |
| <b>Transactions with owners in their capacity as owners:</b>                       |                      |                 |                                         |                   |                                 |                  |                 |
| - Interim Dividends (₹ 6 per share)                                                | -                    | -               | -                                       | (2.54)            | -                               | -                | (2.54)          |
| - Final Dividend (₹ 229 per share)                                                 | -                    | -               | -                                       | (97.13)           | -                               | -                | (97.13)         |
| Transfer to General Reserve                                                        | -                    | 2255.73         | -                                       | (2255.73)         | -                               | -                | -               |
| <b>Balance at the end of reporting year ending 31st March 2026</b>                 | <b>9.42</b>          | <b>20539.67</b> | <b>(104.25)</b>                         | <b>-</b>          | <b>12.79</b>                    | <b>(9.92)</b>    | <b>20447.71</b> |

|                                         |                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| General Reserve                         | General Reserve represents accumulated profits and is created by transfer of profits from Retained Earnings and it is not an item of Other Comprehensive Income and the same shall not be subsequently reclassified to the Profit and Loss.                                                                                                                                                                  |
| Retained Earnings                       | Retained earnings are the Profits that the Company has earned till date, less any transfer to General reserve and Dividend.                                                                                                                                                                                                                                                                                  |
| Cash Flow Hedges                        | Gains / Losses on Effective portion of cashflow hedges are initially recognized in Other Comprehensive Income as per IND AS 109. These gains or losses are reclassified to the Profit or Loss when the forecasted transaction affects earnings, except for hedge transactions resulting in recognition of non financial assets which are included in the carrying amount of the asset ("Basis Adjustments"). |
| Debt Instruments                        | The fair value change of the debt instruments measured at fair value through Other Comprehensive Income is recognised in Debt instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are reclassified to the Profit and Loss.                                                                                                         |
| Remeasurements of Defined Benefit Plans | Gains/Losses arising on Remeasurements of Defined Plan at the end of each reporting period is separately disclosed under Reserves and Surplus and shall not be reclassified to the Profit or Loss in the Subsequent years.                                                                                                                                                                                   |

Accompanying Notes are an integral part of these Financial Statements.

This is the Statement of Changes in Equity (SOCE) referred to in our report of even date.

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Reg. No. 107122W / W100672

For SASTRI & SHAH  
Chartered Accountants  
Firm Reg. No. 003643S

N. KASHINATH  
Partner  
Mem. No. 036490  
Chennai  
Dated 7<sup>th</sup> May, 2026

C R KUMAR  
Partner  
Mem. No. 026143  
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MADHU P NAINAN  
Executive Vice President  
Finance  
Chennai

THULSIDASS T V  
Vice President, General  
Counsel & Company Secretary  
Chennai

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469  
Chennai

K M MAMMEN  
Chairman & Managing Director  
DIN : 00020202  
Chennai



### Disclosure of Shareholding of Promoter and Promoter Group

| SL. No. | Name of the Shareholder                              | As at 31.03.2026 |                   | % change during the year as compared to 31st March, 2025 | As at 31.03.2025 |                   | % change during the year as compared to 31st March, 2024 |
|---------|------------------------------------------------------|------------------|-------------------|----------------------------------------------------------|------------------|-------------------|----------------------------------------------------------|
|         |                                                      | No. of shares    | % of total shares |                                                          | No. of shares    | % of total shares |                                                          |
| 1       | ADARSH MAMMEN VERGHESE                               | 3030             | 0.07              | -                                                        | 3030             | 0.07              | -                                                        |
| 2       | ADITH POULOSE MAMMEN                                 | 1265             | 0.03              | (0.00)                                                   | 1435             | 0.03              | -                                                        |
| 3       | ADITI MAMMEN GUPTA                                   | 4741             | 0.11              | -                                                        | 4741             | 0.11              | (0.00)                                                   |
| 4       | AMBIKA MAMMEN                                        | 2489             | 0.06              | -                                                        | 2489             | 0.06              | -                                                        |
| 5       | AMIT MATHEW                                          | 3000             | 0.07              | (0.01)                                                   | 3570             | 0.08              | -                                                        |
| 6       | AMMU MATHEW                                          | 2650             | 0.06              | -                                                        | 2650             | 0.06              | -                                                        |
| 7       | ANITA MANI                                           | 1821             | 0.04              | -                                                        | 1821             | 0.04              | (0.00)                                                   |
| 8       | ANNA PHILIP                                          | 650              | 0.02              | -                                                        | 650              | 0.02              | -                                                        |
| 9       | ANNA RAPHAEL                                         | 258              | 0.01              | -                                                        | 258              | 0.01              | -                                                        |
| 10      | ANNA THOMAS CHACKO                                   | 2611             | 0.06              | 0.03                                                     | 1291             | 0.03              | -                                                        |
| 11      | ANNAMMA MAMMEN                                       | 3555             | 0.08              | (0.01)                                                   | 3755             | 0.09              | -                                                        |
| 12      | ANNAMMA PHILIP                                       | 7550             | 0.18              | -                                                        | 7550             | 0.18              | (0.09)                                                   |
| 13      | ANNU KURIEN                                          | 15195            | 0.36              | -                                                        | 15195            | 0.36              | -                                                        |
| 14      | ARJUN JOSEPH                                         | 1850             | 0.04              | -                                                        | 1850             | 0.04              | -                                                        |
| 15      | ARUN MAMMEN                                          | 27560            | 0.65              | -                                                        | 27560            | 0.65              | -                                                        |
| 16      | ASHOK KURIYAN                                        | 1871             | 0.04              | -                                                        | 1871             | 0.04              | (0.00)                                                   |
| 17      | ASHWATHI VARGHESE                                    | 9450             | 0.22              | -                                                        | 9450             | 0.22              | -                                                        |
| 18      | ASHWATHI JACOB                                       | 151              | 0.00              | -                                                        | 151              | 0.00              | -                                                        |
| 19      | BADRA ESTATES & INDUSTRIES LIMITED                   | 5805             | 0.14              | -                                                        | 5805             | 0.14              | -                                                        |
| 20      | BEEBI MAMMEN                                         | 20237            | 0.48              | -                                                        | 20237            | 0.48              | -                                                        |
| 21      | BINA MATHEW                                          | 1568             | 0.04              | -                                                        | 1568             | 0.04              | -                                                        |
| 22      | BRAGA INDUSTRIES LLP                                 | 29457            | 0.69              | -                                                        | 29457            | 0.69              | -                                                        |
| 23      | CHALAKUZHYPULOUSE MAMMEN                             | 330              | 0.01              | (0.00)                                                   | 480              | 0.01              | (0.00)                                                   |
| 24      | CHERIAN JACOB                                        | 1506             | 0.04              | -                                                        | 1506             | 0.04              | 0.04                                                     |
| 25      | CHITRA MARIAM MATTHAI                                | 2000             | 0.05              | -                                                        | 2000             | 0.05              | 0.05                                                     |
| 26      | CIBI MAMMEN                                          | 500              | 0.01              | -                                                        | 500              | 0.01              | -                                                        |
| 27      | COMPREHENSIVE INVESTMENT AND FINANCE COMPANY PVT LTD | 441834           | 10.42             | -                                                        | 441834           | 10.42             | -                                                        |
| 28      | DEVON MACHINES PVT LTD                               | 1000             | 0.02              | -                                                        | 1000             | 0.02              | -                                                        |
| 29      | GEETHA ZACHARIAH                                     | 6113             | 0.14              | -                                                        | 6113             | 0.14              | -                                                        |
| 30      | GEETHA MAMMEN MAPPILLAI                              | 250              | 0.01              | -                                                        | 250              | 0.01              | -                                                        |
| 31      | GEORGE JACOB                                         | 1506             | 0.04              | -                                                        | 1506             | 0.04              | 0.04                                                     |
| 32      | GEORGE MAMMEN                                        | 808              | 0.02              | -                                                        | 808              | 0.02              | -                                                        |
| 33      | HANNAH KURIAN                                        | 600              | 0.01              | -                                                        | 600              | 0.01              | -                                                        |
| 34      | HARSHA MATHEW                                        | 2000             | 0.05              | -                                                        | 2000             | 0.05              | -                                                        |
| 35      | JACOB MAMMEN                                         | 35120            | 0.83              | -                                                        | 35120            | 0.83              | -                                                        |
| 36      | JACOB MATHEW                                         | 20027            | 0.47              | -                                                        | 20027            | 0.47              | -                                                        |
| 37      | JACOB MATTHAI                                        | -                | -                 | -                                                        | -                | -                 | (0.09)                                                   |

| SL. No. | Name of the Shareholder                 | As at 31.03.2026 |                   | % change during the year as compared to 31st March, 2025 | As at 31.03.2025 |                   | % change during the year as compared to 31st March, 2024 |
|---------|-----------------------------------------|------------------|-------------------|----------------------------------------------------------|------------------|-------------------|----------------------------------------------------------|
|         |                                         | No. of shares    | % of total shares |                                                          | No. of shares    | % of total shares |                                                          |
| 38      | JAYANT MAMMEN MATHEW                    | 2190             | 0.05              | -                                                        | 2190             | 0.05              | -                                                        |
| 39      | JCEE MANUFACTURING AND SERVICES PVT LTD | 23032            | 0.54              | 0.09                                                     | 19032            | 0.45              | 0.04                                                     |
| 40      | JOSEPH KANIANTHRA PHILIPS               | 1000             | 0.02              | -                                                        | 1000             | 0.02              | -                                                        |
| 41      | K C MAMMEN                              | -                | -                 | -                                                        | -                | -                 | (0.21)                                                   |
| 42      | K K MAMMEN MAPPILLAI                    | 7399             | 0.17              | -                                                        | 7399             | 0.17              | -                                                        |
| 43      | K M MAMMEN                              | 16048            | 0.38              | -                                                        | 16048            | 0.38              | -                                                        |
| 44      | K S JOSEPH                              | 495              | 0.01              | 0.00                                                     | 483              | 0.01              | -                                                        |
| 45      | K Z KURIYAN                             | 650              | 0.02              | -                                                        | 650              | 0.02              | -                                                        |
| 46      | KAVITA PHILIP                           | 10202            | 0.24              | 0.17                                                     | 3109             | 0.07              | 0.07                                                     |
| 47      | KAVYA VERGHESE                          | 2555             | 0.06              | -                                                        | 2555             | 0.06              | -                                                        |
| 48      | KIRAN JOSEPH                            | 1850             | 0.04              | -                                                        | 1850             | 0.04              | -                                                        |
| 49      | KIRAN KURIYAN                           | 403              | 0.01              | -                                                        | 403              | 0.01              | -                                                        |
| 50      | KMMMF PVT TRUST                         | 37522            | 0.88              | -                                                        | 37522            | 0.88              | 0.00                                                     |
| 51      | KULANGARA POULOSE PHILIP                | 500              | 0.01              | -                                                        | 500              | 0.01              | -                                                        |
| 52      | KURIEN JACOB                            | 1506             | 0.04              | -                                                        | 1506             | 0.04              | 0.04                                                     |
| 53      | LATHA MATTHEW                           | 3417             | 0.08              | (0.05)                                                   | 5617             | 0.13              | (0.01)                                                   |
| 54      | M A MATHEW                              | 6599             | 0.16              | -                                                        | 6599             | 0.16              | 0.00                                                     |
| 55      | M M HOUSING PRIVATE LIMITED             | 179              | 0.00              | -                                                        | 179              | 0.00              | -                                                        |
| 56      | M.M.PUBLICATIONS LIMITED                | 300              | 0.01              | -                                                        | 300              | 0.01              | -                                                        |
| 57      | MALINI MATHEW                           | 2000             | 0.05              | -                                                        | 2000             | 0.05              | -                                                        |
| 58      | MAMMEN JACOB                            | 1477             | 0.03              | (0.04)                                                   | 3016             | 0.07              | 0.07                                                     |
| 59      | MAMMEN MAPPILLAI INVESTMENTS LTD        | 1209             | 0.03              | -                                                        | 1209             | 0.03              | -                                                        |
| 60      | MAMMEN MATHEW                           | 11015            | 0.26              | -                                                        | 11015            | 0.26              | -                                                        |
| 61      | MAMMEN PHILIP                           | -                | -                 | (0.19)                                                   | 8000             | 0.19              | -                                                        |
| 62      | MAMY PHILIP                             | 4750             | 0.11              | (0.03)                                                   | 6050             | 0.14              | -                                                        |
| 63      | MARIA MAMMEN                            | 84               | 0.00              | -                                                        | 84               | 0.00              | -                                                        |
| 64      | MARIAM MAMMEN MATHEW                    | 100              | 0.00              | -                                                        | 100              | 0.00              | -                                                        |
| 65      | MARIEN MATHEW                           | 160              | 0.00              | -                                                        | 160              | 0.00              | -                                                        |
| 66      | MARIKA MAMMEN APPIAH                    | 100              | 0.00              | -                                                        | 100              | 0.00              | -                                                        |
| 67      | MARY KURIEN                             | 14594            | 0.34              | -                                                        | 14594            | 0.34              | -                                                        |
| 68      | MAYA THOMAS CHACKO                      | 1319             | 0.03              | 0.03                                                     | -                | -                 | -                                                        |
| 69      | MEERA NINAN                             | 6167             | 0.15              | -                                                        | 6167             | 0.15              | -                                                        |
| 70      | MEERA PHILIP                            | 23441            | 0.55              | -                                                        | 23441            | 0.55              | -                                                        |
| 71      | MEERA MAMMEN                            | 13840            | 0.33              | (0.04)                                                   | 15840            | 0.37              | -                                                        |
| 72      | MICAH MAMMEN PARAMBI                    | 100              | 0.00              | -                                                        | 100              | 0.00              | -                                                        |
| 73      | NIHAL THOMAS                            | 1320             | 0.03              | 0.03                                                     | -                | -                 | -                                                        |
| 74      | NISHA SARAH MATTHEW                     | 2164             | 0.05              | 0.05                                                     | 164              | 0.00              | -                                                        |
| 75      | OMANA MAMMEN                            | 4711             | 0.11              | -                                                        | 4711             | 0.11              | -                                                        |
| 76      | PENINSULAR INVESTMENTS PRIVATE LIMITED  | 124367           | 2.93              | -                                                        | 124367           | 2.93              | -                                                        |
| 77      | PETER PHILIP                            | 12149            | 0.29              | (0.01)                                                   | 12538            | 0.30              | -                                                        |



| SL. No.      | Name of the Shareholder                    | As at 31.03.2026 |                   | % change during the year as compared to 31st March, 2025 | As at 31.03.2025 |                   | % change during the year as compared to 31st March, 2024 |
|--------------|--------------------------------------------|------------------|-------------------|----------------------------------------------------------|------------------|-------------------|----------------------------------------------------------|
|              |                                            | No. of shares    | % of total shares |                                                          | No. of shares    | % of total shares |                                                          |
| 78           | PHILIP MATHEW                              | 11762            | 0.28              | -                                                        | 11762            | 0.28              | -                                                        |
| 79           | PREMA MAMMEN MATHEW                        | 10881            | 0.26              | -                                                        | 10881            | 0.26              | -                                                        |
| 80           | PREMINDA JACOB                             | 98               | 0.00              | -                                                        | 98               | 0.00              | -                                                        |
| 81           | RACHEL MATTHAI                             | 2000             | 0.05              | -                                                        | 2000             | 0.05              | 0.05                                                     |
| 82           | RACHEL KATTUKARAN                          | 15047            | 0.35              | -                                                        | 15047            | 0.35              | -                                                        |
| 83           | RADHIKA MARIA MAMMEN                       | 600              | 0.01              | -                                                        | 600              | 0.01              | -                                                        |
| 84           | RAHUL MAMMEN MAPPILLAI                     | 4538             | 0.11              | -                                                        | 4538             | 0.11              | -                                                        |
| 85           | RAMANI JOSEPH                              | 2509             | 0.06              | -                                                        | 2509             | 0.06              | -                                                        |
| 86           | RANJEET JACOB                              | 28               | 0.00              | -                                                        | 28               | 0.00              | -                                                        |
| 87           | REENU ZACHARIAH                            | 517              | 0.01              | -                                                        | 517              | 0.01              | -                                                        |
| 88           | RIYAD MATHEW                               | 4520             | 0.11              | -                                                        | 4520             | 0.11              | -                                                        |
| 89           | ROHAN MATHEW MAMMEN                        | 1435             | 0.03              | -                                                        | 1435             | 0.03              | -                                                        |
| 90           | ROSHIN VARGHESE                            | 6589             | 0.16              | -                                                        | 6589             | 0.16              | -                                                        |
| 91           | ROY MAMMEN                                 | 12439            | 0.29              | -                                                        | 12439            | 0.29              | -                                                        |
| 92           | SAMIR THARIYAN MAPPILLAI                   | 4470             | 0.11              | -                                                        | 4470             | 0.11              | -                                                        |
| 93           | SARA KURIYAN                               | 1880             | 0.04              | -                                                        | 1880             | 0.04              | -                                                        |
| 94           | SARA SAIRSINGH                             | 1509             | 0.04              | 0.04                                                     | -                | -                 | -                                                        |
| 95           | SARAH CHERIAN TRUST                        | 4950             | 0.12              | -                                                        | 4950             | 0.12              | -                                                        |
| 96           | SARAH THOMAS                               | 12033            | 0.28              | -                                                        | 12033            | 0.28              | (0.01)                                                   |
| 97           | SARASU JACOB                               | 13514            | 0.32              | (0.00)                                                   | 13694            | 0.32              | (0.01)                                                   |
| 98           | SHANTA MAMMEN                              | 4938             | 0.12              | -                                                        | 4938             | 0.12              | -                                                        |
| 99           | SHILPA MAMMEN                              | 6372             | 0.15              | (0.00)                                                   | 6472             | 0.15              | -                                                        |
| 100          | SHIRIN MAMMEN                              | 1450             | 0.03              | -                                                        | 1450             | 0.03              | -                                                        |
| 101          | SHONA BHOJNAGARWALA                        | 50               | 0.00              | -                                                        | 50               | 0.00              | -                                                        |
| 102          | SHREYA JOSEPH                              | 5120             | 0.12              | -                                                        | 5120             | 0.12              | -                                                        |
| 103          | STABLE INVESTMENTS AND FINANCE COMPANY LTD | 3964             | 0.09              | -                                                        | 3964             | 0.09              | -                                                        |
| 104          | SUSAN ABRAHAM                              | 1000             | 0.02              | (0.00)                                                   | 1016             | 0.02              | -                                                        |
| 105          | SUSAN GEORGE                               | 1509             | 0.04              | -                                                        | 1509             | 0.04              | 0.04                                                     |
| 106          | SUSAN KURIAN                               | 9137             | 0.22              | -                                                        | 9137             | 0.22              | -                                                        |
| 107          | SUSY THOMAS                                | -                | -                 | (0.12)                                                   | 5278             | 0.12              | -                                                        |
| 108          | TARA JOSEPH                                | 2815             | 0.07              | (0.00)                                                   | 2975             | 0.07              | -                                                        |
| 109          | TARA THOMAS CHACKO                         | 1319             | 0.03              | 0.03                                                     | -                | -                 | -                                                        |
| 110          | THANGAM MAMMEN                             | 5481             | 0.13              | -                                                        | 5481             | 0.13              | -                                                        |
| 111          | THE MALAYALA MANORAMA COMPANY LIMITED      | 6109             | 0.14              | -                                                        | 6109             | 0.14              | -                                                        |
| 112          | USHA EAPEN GEORGE                          | 1850             | 0.04              | -                                                        | 1850             | 0.04              | (0.01)                                                   |
| 113          | VARUN MAMMEN                               | 10706            | 0.25              | 0.05                                                     | 8706             | 0.21              | -                                                        |
| 114          | VIKRAM KURUVILLA                           | 109              | 0.00              | -                                                        | 109              | 0.00              | -                                                        |
| 115          | ZACHARIAH KURIYAN                          | 3411             | 0.08              | -                                                        | 3411             | 0.08              | -                                                        |
| <b>Total</b> |                                            | <b>1177931</b>   |                   |                                                          | <b>1178291</b>   |                   |                                                          |

**Note :** Figures in bracket represents reduction in percentage change as compared to previous period.

|                                                          | Year ended 31.03.2026 | Year ended 31.03.2025 |
|----------------------------------------------------------|-----------------------|-----------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>          |                       |                       |
| NET PROFIT BEFORE TAX                                    | 3133.47               | 2419.90               |
| <b>Adjustment for :</b>                                  |                       |                       |
| Depreciation                                             | 1747.33               | 1647.40               |
| Reversal of Impairment of Financial Assets               | (0.01)                | (0.61)                |
| Unrealised Exchange (Gain) / Loss                        | (0.51)                | (0.65)                |
| Government Grant                                         | (1.59)                | (1.55)                |
| Finance Cost                                             | 297.06                | 291.43                |
| Interest Income                                          | (156.39)              | (107.22)              |
| Dividend Income                                          | (0.27)                | (0.25)                |
| Loss on Sale / Disposal of Property, Plant and Equipment | 1.00                  | 1.65                  |
| Fair Value changes in Investments                        | (220.53)              | (225.64)              |
| Fair Value changes in Financial Instruments              | 59.37                 | 14.90                 |
| Gain on Sale of Investments                              | (2.29)                | (3.54)                |
| Bad debts written off                                    | 0.04                  | 0.15                  |
| <b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>   | <b>1723.21</b>        | <b>1616.07</b>        |
| Trade Receivables                                        | (163.07)              | (463.70)              |
| Other Receivables                                        | (199.23)              | (37.69)               |
| Inventories - Finished goods                             | 645.63                | (473.45)              |
| Inventories - Raw materials and Others                   | (443.95)              | (705.17)              |
| Trade Payable                                            |                       |                       |
| - Supplier Finance                                       | 37.26                 | -                     |
| - Import acceptance and Others                           | 569.81                | 1066.72               |
| Provisions                                               | 190.74                | (81.20)               |
| Other Liabilities                                        | (190.95)              | (119.18)              |
| <b>CASH GENERATED FROM OPERATIONS</b>                    | <b>5302.92</b>        | <b>3222.30</b>        |
| Direct Taxes paid                                        | (663.97)              | (583.61)              |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>                | <b>4638.95</b>        | <b>2638.69</b>        |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>            |                       |                       |
| Purchase of Property, Plant and Equipment                | (1427.91)             | (1298.74)             |
| Proceeds from sale of Property, Plant and Equipment      | 8.23                  | 13.30                 |
| Purchase of Investments                                  | (501.39)              | (2877.86)             |
| Proceeds from sale of Investments                        | 1934.04               | 1962.02               |
| Fixed Deposits Others - Proceeds                         | 144.00                | -                     |
| Fixed Deposits with Banks - Proceeds                     | 161.00                | 0.05                  |
| Fixed Deposits with Banks - Placed                       | (3806.43)             | -                     |
| Loans (Financial assets) - given                         | (16.35)               | (27.67)               |
| Loans (Financial assets) - repaid                        | 24.52                 | 24.11                 |
| Interest Income                                          | 111.14                | 97.22                 |
| Dividend Income                                          | 0.27                  | 0.25                  |
| <b>NET CASH (USED IN) INVESTING ACTIVITIES</b>           | <b>(3368.88)</b>      | <b>(2107.32)</b>      |



# MRF LIMITED, CHENNAI

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

(₹ Crores)

|                                                                      | Year ended 31.03.2026 | Year ended 31.03.2025 |
|----------------------------------------------------------------------|-----------------------|-----------------------|
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                        |                       |                       |
| (Repayments) / Proceeds from Working Capital Facilities (Net)        | (385.55)              | 57.00                 |
| Repayment of Term Loans                                              | (200.00)              | (100.00)              |
| (Repayments) / Proceeds of Debentures                                | (150.00)              | -                     |
| Government Grant                                                     | 1.59                  | 1.55                  |
| Deferred payment Credit                                              | (1.11)                | (1.00)                |
| Payment of Lease Liability                                           | (194.95)              | (180.62)              |
| Interest paid                                                        | (220.10)              | (215.58)              |
| Dividend Paid                                                        | (99.67)               | (84.82)               |
| <b>NET CASH FROM FINANCING ACTIVITIES</b>                            | <b>(1249.79)</b>      | <b>(523.47)</b>       |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS                 | 20.28                 | 7.90                  |
| CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR Refer Note 9  | 243.61                | 235.55                |
| Unrealised Gain / (Loss) on Foreign currency Cash & Cash equivalents | (3.05)                | 0.16                  |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR Refer Note 9</b> | <b>260.84</b>         | <b>243.61</b>         |

Refer Note No 27 (I) for amount spent during the year ended 31st March 2026 and 31st March 2025 on construction / acquisition of assets relating to CSR activities.

Note to Cash Flow Statement:

- The above Cash Flow Statement has been prepared under the Indirect Method.
- Reconciliation of Financing Liabilities (Refer Note 11)

This is the Cash Flow Statement referred to in our report of even date

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Reg. No. 107122W / W100672

For SASTRI & SHAH  
Chartered Accountants  
Firm Reg. No. 003643S

N. KASHINATH  
Partner  
Mem. No. 036490  
Chennai  
Dated 7<sup>th</sup> May, 2026

C R KUMAR  
Partner  
Mem. No. 026143  
Chennai

MADHU P NAINAN  
Executive Vice President  
Finance  
Chennai

THULSIDASS T V  
Vice President, General  
Counsel & Company Secretary  
Chennai

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469  
Chennai

K M MAMMEN  
Chairman & Managing Director  
DIN : 00020202  
Chennai

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**Note 1 – Company Information, Basis of Preparation, Measurement and Material Accounting Policies.**

**A) General Information**

MRF Limited (the “Company”) is a limited company, incorporated on 5th November, 1960 in India, whose shares are publicly traded.

The Company is India’s largest tyre manufacturer and ranked amongst the top 15 Global Manufacturers, with 10 state-of-the-art factories across India with an expansive tyre range from two-wheelers to fighter aircrafts.

The Registered Office is located at No.114, Greams Road, Chennai-600 006.

The Company is the ultimate parent of MRF Group.

**B) Basis of preparation of Financial Statements**

The material accounting policies applied in the preparation of these Financial Statements are set out in Para C below. These policies have been consistently applied to all the years presented.

**i. Statement of Compliance**

These Separate Financial Statements (also known as Standalone Financial Statements) have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

**ii. Basis of preparation and presentation**

The Financial Statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013, except for the following material item that has been measured at fair value as required by relevant Ind AS. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

- a) Certain financial assets/liabilities measured at fair value (Refer Note 1 (C 10)) and
- b) Any other item as specifically stated in the accounting policy. (Refer Note 27 (f))

The Financial Statement are presented in INR and **all values are rounded off to Rupees Crores** unless otherwise stated.

The Company reclassifies comparative amounts, unless impracticable and whenever the Company changes the presentation or classification of items in its Financial Statements materially. No such material reclassification has been made during the year.

The Financial Statements of the Company for the year ended 31st March, 2026 were authorised for issue in accordance with a resolution of the directors on 7th May, 2026.

**iii. Major Sources of Estimation Uncertainty**

In the application of accounting policy which are described in note (C) below, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

Property, Plant and Equipment/Intangible Assets:

Useful life of Property, Plant and Equipment are as specified in Schedule II to the Companies Act, 2013 and on certain intangible assets based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support. The Company reviews the useful life of Property, Plant and Equipment and intangible assets at the end of each reporting



period. This reassessment may result in change in depreciation charge in future periods. (Refer Note 1 (C 1))

#### Impairment of Non-financial Assets:

For calculating the recoverable amount of non-financial assets, the Company is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs of disposal. For calculating value in use the Company is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

#### Impairment of Financial Assets:

The Company impairs financial assets other than those measured at fair value through profit or loss or designated at fair value through other comprehensive income on expected credit losses. The estimation of expected credit loss includes the estimation of probability of default (PD), loss given default (LGD) and the exposure at default (EAD). Estimation of probability of default apart from involving trend analysis of past delinquency rates includes an estimation on forward-looking information relating to not only the counterparty but also relating to the industry and the economy as a whole. The probability of default is estimated for the entire life of the contract by estimating the cash flows that are likely to be received in default scenario. The lifetime PD is reduced to 12 months PD based on an assessment of past history of default cases in 12 months. Further, the loss given default is calculated based on an estimate of the value of the security recoverable as on the reporting date. The exposure at default is the amount outstanding at the balance sheet date. (Refer Note 1(C 10))

#### Defined Benefit Plans:

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial

valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. (Refer Note 27 (f))

#### Fair Value Measurement of Financial Instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. (Refer Note 1 (C10))

#### Income Taxes:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. (Refer Note 1 (C 9))

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

#### Leases:

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company concludes that no changes are required to lease period relating to the existing lease contracts. (Refer Note 1 (C 4))

#### Allowance for credit losses on receivables:

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

### **C) Material Accounting Policies:**

#### **1) Property, Plant and Equipment (PPE)**

The Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognised as of the transition date, measured as per the Previous GAAP and use that carrying value as its deemed cost.

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for freehold land which is not amortised. Any gain or loss arising on derecognition of an item of Property,

Plant and Equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss with other income or other expense line item on net basis, respectively.

The depreciable amount of an asset is determined after deducting its residual value. Depreciation on the Property, Plant and Equipment, is provided over the useful life of assets based on management estimates which is in line with the useful life indicated in Schedule II to the Companies Act, 2013. Depreciation on all assets except Renewable Energy Saving Devices is provided on straight line basis whereas depreciation on renewable energy saving devices is provided on reducing balance basis. Given below are the estimated useful lives for each class of Property, Plant and Equipment:

| Description of the Asset                                                                     | Estimated Useful life(On Single shift working) |
|----------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>Tangible (Owned Assets) :</b>                                                             |                                                |
| Building & Roads – Factory                                                                   | 30 Years                                       |
| - Other than factory buildings                                                               | 60 Years                                       |
| Plant and Equipment                                                                          | 3-21 Years                                     |
| Moulds                                                                                       | 6 Years                                        |
| Furniture and Fixtures                                                                       | 5 Years                                        |
| Computer Servers                                                                             | 5 Years                                        |
| Computers                                                                                    | 3 Years                                        |
| Office Equipment                                                                             | 5 Years                                        |
| Other Assets, viz., Electrical Fittings, Fire Fighting/Other Equipments and Canteen Utensils | 8-10 Years                                     |
| Renewable Energy Saving Device – Windmills                                                   | 22 Years                                       |
| Vehicles                                                                                     | 7 Years                                        |
| Aircraft                                                                                     | 10 and 20 Years                                |
| <b>Right of Use Assets (Leased Assets) :</b>                                                 |                                                |
| - Buildings-Other than factory buildings                                                     | 1-21 Years                                     |
| - Vehicles                                                                                   | 2 Years                                        |
| - Land – Leasehold                                                                           | Primary period of lease                        |
| <b>Intangible(Owned Assets):</b>                                                             |                                                |
| Software                                                                                     | 5 Years                                        |



## 2) Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets.

Any gain or loss arising on derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss with other income or other expense line item on net basis, respectively.

Intangible Assets are amortised on straight-line method over the estimated useful economic life of the assets over 5 years.

The Company undertakes Research and Development activities for development of new and improved products. The Company recognises all expenditure incurred during the research phase in the profit or loss whereas the expenditure incurred in development phase are presented as Intangible Assets under Development till the time they are available for use in the manner intended at which moment they are treated as Intangible Assets and amortised over their estimated useful life.

## 3) Inventories:

Inventories consisting of stores and spares, raw materials, Work in progress, Stock in Trade and finished goods are measured at lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

The cost is computed on FIFO basis except for stores and spares which are on daily moving Weighted Average Cost basis.

Inventory obsolescence is based on assessment of the future uses. Obsolete and slow-moving items are subjected to continuous technical monitoring.

## 4) Leases:

The Company as a lessee.

The Company's lease asset classes primarily consist of leases for land, buildings and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease term includes extension or termination options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost and subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

## 5) Government Grants:

The grant relating to export benefits is presented under other income on a systematic basis in the Profit or Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Subsidies received from State Government are presented under other operating income. Where the grant relates to an asset under EPCG Scheme, it is presented as a deferred income aggregated under other liabilities in Balance Sheet and presented under other income in

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equal amounts over the expected useful life of the related asset. Where the assets have been fully depreciated with no future related cost, the grant is recognised in profit or loss.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, it is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities in respect of loans/assistance received subsequent to the date of transition.

**6) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognized when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provision for separate sales related obligations (warranty) is made for probable future claims on sales effected and are estimated based on previous claim experience on a scientific basis. This provision is revised annually.

Contingent liabilities are disclosed on the basis of judgment of management / independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

**7) Revenue Recognition:**

The Company derives revenues primarily from sale of goods comprising of Automobile Tyres, Tubes, Flaps and Tread Rubber.

Revenue from contract with customers is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of turnover/product/prompt payment discounts and schemes offered by the Company as part of the contract with the customers. When the level of discount varies with increase in levels of revenue transactions, the Company recognises the liability based on its estimate of the customer's future purchases using expected value method. The Company recognises changes in the estimated amounts of obligations for discounts in the period in which the change occurs. The Company considers certain other commitments in the contract that are separate sales related performance obligations and claims preferred during the year against such contractual obligations are netted off from Revenue, consistent with its past practice. Revenue also excludes taxes collected from customers.

Revenue in excess of invoicing is classified as contract assets while invoicing in excess of revenues are classified as contract liabilities.

Use of significant judgements in Revenue Recognition :

- Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as turnover/product/prompt payment discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment



for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer.

**8) Employee Benefits:**

**a) Short term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages, short-term compensated absences and performance incentives, are recognised during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

**b) Long Term Employee Benefits:**

The cost of providing long term employee benefit such as earned leave is measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period. The expected costs of the benefit is accrued over the period of employment using the same methodology as used for defined benefits post employment plans. Actuarial gains and losses arising from the experience adjustments and changes in actuarial assumptions are charged or credited to profit or loss section of the Statement of Profit or Loss in the period in which they arise except those included in cost of assets as permitted. The benefit is measured annually by independent actuary.

**c) Post Employment Benefits:**

The Company provides the following post employment benefits:

- i) Defined benefit plans such as gratuity, trust managed Provident Fund and post-retirement medical benefit (PRMB); and
- ii) Defined contribution plans such as provident fund, pension fund and superannuation fund.

**d) Defined benefits Plans:**

The cost of providing benefits on account of gratuity and post retirement medical benefits / obligations are determined using the projected unit credit method on the basis of actuarial valuation made at the end of each balance sheet date.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest) are recognised in other comprehensive income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Profit or Loss in subsequent periods.

Eligible employees of the Company receive benefits from a provident fund trust which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employees salary. The Company contributes a part of the contribution to the provident fund trusts. The trusts invests in specific designated instruments as permitted by Indian Law. The remaining portion is contributed to the Government Administered Pension Fund. The rate at which the annual interest is payable to the beneficiaries by the trusts is administered by the Government. The Company has obligation to make good the shortfall, if any, between the return from investments of the Trusts and the notified interest rate. However, as at the year-end no shortfall remains unprovided for.

**e) Defined Contribution Plans:**

Payments to defined contribution retirement benefit plans, viz., Provident Fund for certain eligible employees, Pension Fund and Superannuation benefits are recognised as an expense when employees have rendered the service entitling them to the contribution.

**9) Taxes on Income:**

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the profit or

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loss section of the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

**a) Current Tax:**

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in Other Income.

**b) Deferred Tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

**10) Financial Instruments:**

**Financial Assets**

A financial asset *inter-alia* includes any asset that is cash, equity instrument of another entity or contractual rights to receive cash or another financial asset or to exchange financial asset or financial liability under condition that are potentially favourable to the Company.

**Investments in subsidiaries**

Investments in equity shares of subsidiaries are carried at cost.

**Financial assets other than investment in subsidiaries**

Financial assets of the Company comprise trade receivable, cash and cash equivalents, Bank balances, Investments

in equity shares of companies other than in subsidiaries, Investment in units of Mutual Funds, loans/Debt instrument, advances to employee / related parties / others, security deposit, fixed deposits, claims recoverable etc.

**Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, Trade receivables that do not contain a significant financing component are measured at Transaction Price. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**Subsequent measurement**

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI – Debt Instruments
- Financial assets at fair value through profit or loss

**Financial assets measured at amortized cost**

Bank deposits and Export benefits receivable are measured at amortised cost. Financial assets are measured at amortized cost if the financials asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financials assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss.

**Financial assets at fair value through OCI (FVTOCI)**

Investment in Debt instruments are measured at FVTOCI. Financial assets are mandatorily measured at fair value



through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes relating to financial assets measured at FVTOCI are recognised in the other comprehensive income (OCI). On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to Profit or Loss.

#### **Financial assets at fair value through profit or loss (FVTPL)**

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss.

#### **Derecognition**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

#### **Impairment of financial assets**

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets (excluding equity instruments) measured at fair value through other comprehensive income (FVTOCI).

ECL is measured through a loss allowance on a following basis after considering the value of recoverable security:-

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)

- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in profit and loss.

#### **Financial Liabilities**

The Company's financial liabilities includes borrowings, trade payable, lease liabilities, accrued expenses and other payables.

#### **Initial recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### **Financial Liabilities classified as Amortised Cost:**

All Financial Liabilities other than derivatives are measured at amortised cost. Interest expense that is not capitalised as part of costs of assets is included as Finance costs in Profit or Loss.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an

existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

#### **Derivatives**

Derivative instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument and is recognised in Other Comprehensive Income (OCI). Cash flow hedges are reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged expected future cash flows affect profit or loss. If hedge of a forecast transaction results in the recognition of a non-financial asset or a non-financial liability, then the gain or loss that are accumulated in the cash flow hedge reserve is recognised in the initial cost or other carrying amount of the asset or liability (this is also referred to as "Basis Adjustment").

#### **D) Recent accounting pronouncements:**

The Ministry of corporate Affairs ("MCA") notified amendments on 7th May 2025 and 13th August 2025 under the Companies (Indian Accounting Standards) Amendment Rules, 2025 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which is effective from annual reporting periods beginning on or after 1st April 2025.

##### **(a) Amendment to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangement:**

The amendments to Ind AS 7 'Statement of Cash Flows' and Ind AS 107 'Financial Instruments: Disclosures' clarify the characteristics of supplier finance arrangements and require additional disclosures for such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The supplier finance arrangements during the financial year have been suitably disclosed.

##### **(b) Amendment to Ind AS 1 - Classification of liabilities as current or non-current and non-current liabilities with covenants:**

The amendment specifies the requirements for classifying liabilities as current or non-current in the balance sheet, and clarifies the following:

- i) An entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period. The classification of a liability as current or non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement.
- ii) If an entity's right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.
- iii) In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity's own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

These amendments have no effect on the measurement of any items in the financial statements of the Company. The Company does not make retrospective adjustments as a result of adopting the amendments to Ind AS 1.

##### **(c) Amendment to Ind AS 12 – Pillar-Two Tax Reforms**

The Company is within the scope of the OECD Pillar Two Model Rules. Based on the current assessment, no material exposure to Pillar-Two Top-up taxes is envisaged.

This assessment is based on currently available information and interpretations of the Pillar Two Rules which are evolving. The Company continues to monitor development in tax legislations and guidance across relevant jurisdictions and the actual impact, if any, may differ in future periods.

##### **(d) Amendment to Ind AS 21-Lack of exchangeability**

The Amendments introduce requirement to assess when a currency is exchangeable into another currency and when it is not. The amendment requires an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. These amendments had no effect on the financial statements of the Company.



## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

|                                                                          |                  |                        |                        |                              |               |              |                     |               |                |                 |                 | (₹ Crores)                |
|--------------------------------------------------------------------------|------------------|------------------------|------------------------|------------------------------|---------------|--------------|---------------------|---------------|----------------|-----------------|-----------------|---------------------------|
| NOTE 2 (a) : Property, Plant and Equipment                               |                  |                        |                        |                              |               |              |                     |               |                |                 |                 | NOTE 2 (d)<br>INTANGIBLES |
| Particulars                                                              | Land<br>Freehold | Buildings<br>and Roads | Plant and<br>equipment | Furniture<br>and<br>fixtures | Vehicles      | Air Craft    | Office<br>equipment | Computers     | Moulds         | Other<br>Assets | Total           | Computer<br>Software      |
| <b>Gross Block</b>                                                       |                  |                        |                        |                              |               |              |                     |               |                |                 |                 |                           |
| <b>Carrying Value as at 31st March 2024</b>                              | <b>604.00</b>    | <b>4155.85</b>         | <b>12159.13</b>        | <b>39.16</b>                 | <b>85.63</b>  | <b>83.98</b> | <b>48.41</b>        | <b>77.82</b>  | <b>1110.74</b> | <b>604.86</b>   | <b>18969.58</b> | <b>81.33</b>              |
| Additions                                                                | 5.72             | 423.13                 | 1870.21                | 6.69                         | 13.20         | -            | 4.59                | 13.15         | 151.38         | 89.50           | 2577.57         | 5.47                      |
| Disposals                                                                | -                | (10.96)                | (14.72)                | (0.99)                       | (3.32)        | -            | (1.10)              | (2.29)        | (17.20)        | (11.40)         | (61.98)         | (0.03)                    |
| <b>Carrying Value as at 31st March 2025</b>                              | <b>609.72</b>    | <b>4568.02</b>         | <b>14014.62</b>        | <b>44.86</b>                 | <b>95.51</b>  | <b>83.98</b> | <b>51.90</b>        | <b>88.68</b>  | <b>1244.92</b> | <b>682.96</b>   | <b>21485.17</b> | <b>86.77</b>              |
| Additions                                                                | -                | 131.84                 | 936.87                 | 4.08                         | 30.61         | -            | 7.33                | 40.37         | 159.14         | 78.24           | 1388.48         | 8.56                      |
| Disposals                                                                | (0.20)           | (5.03)                 | (28.64)                | (0.77)                       | (1.98)        | -            | (1.32)              | (1.42)        | (24.76)        | (7.62)          | (71.74)         | -                         |
| <b>Carrying Value as at 31st March 2026</b>                              | <b>609.52</b>    | <b>4694.83</b>         | <b>14922.85</b>        | <b>48.17</b>                 | <b>124.14</b> | <b>83.98</b> | <b>57.91</b>        | <b>127.63</b> | <b>1379.30</b> | <b>753.58</b>   | <b>22801.91</b> | <b>95.33</b>              |
| <b>Accumulated depreciation /<br/>Amortisation as at 31st March 2024</b> | <b>-</b>         | <b>687.36</b>          | <b>5895.53</b>         | <b>29.30</b>                 | <b>42.42</b>  | <b>33.97</b> | <b>36.93</b>        | <b>53.97</b>  | <b>640.61</b>  | <b>355.53</b>   | <b>7775.62</b>  | <b>56.21</b>              |
| Depreciation / Amortisation for the year                                 | -                | 136.34                 | 1141.47                | 4.58                         | 8.18          | 5.91         | 4.63                | 12.07         | 140.53         | 45.51           | 1499.22         | 10.03                     |
| Disposals                                                                | -                | (2.29)                 | (11.98)                | (0.83)                       | (1.29)        | -            | (1.10)              | (2.29)        | (16.98)        | (10.86)         | (47.62)         | (0.03)                    |
| <b>Accumulated depreciation /<br/>Amortisation as at 31st March 2025</b> | <b>-</b>         | <b>821.41</b>          | <b>7025.02</b>         | <b>33.05</b>                 | <b>49.31</b>  | <b>39.88</b> | <b>40.46</b>        | <b>63.75</b>  | <b>764.16</b>  | <b>390.18</b>   | <b>9227.22</b>  | <b>66.21</b>              |
| Depreciation / Amortisation for the year                                 | -                | 144.29                 | 1205.05                | 4.75                         | 11.41         | 5.91         | 5.18                | 16.76         | 145.76         | 55.73           | 1594.84         | 8.56                      |
| Disposals                                                                | -                | (0.01)                 | (27.26)                | (0.60)                       | (1.82)        | -            | (1.19)              | (1.42)        | (24.06)        | (6.16)          | (62.52)         | -                         |
| <b>Accumulated depreciation /<br/>Amortisation as at 31st March 2026</b> | <b>-</b>         | <b>965.69</b>          | <b>8202.81</b>         | <b>37.20</b>                 | <b>58.90</b>  | <b>45.79</b> | <b>44.45</b>        | <b>79.09</b>  | <b>885.86</b>  | <b>439.75</b>   | <b>10759.54</b> | <b>74.77</b>              |
| <b>Net Block</b>                                                         |                  |                        |                        |                              |               |              |                     |               |                |                 |                 |                           |
| <b>As at 31st March 2025</b>                                             | <b>609.72</b>    | <b>3746.61</b>         | <b>6989.60</b>         | <b>11.81</b>                 | <b>46.20</b>  | <b>44.10</b> | <b>11.44</b>        | <b>24.93</b>  | <b>480.76</b>  | <b>292.78</b>   | <b>12257.95</b> | <b>20.56</b>              |
| <b>As at 31st March 2026</b>                                             | <b>609.52</b>    | <b>3729.14</b>         | <b>6720.04</b>         | <b>10.97</b>                 | <b>65.24</b>  | <b>38.19</b> | <b>13.46</b>        | <b>48.54</b>  | <b>493.44</b>  | <b>313.83</b>   | <b>12042.37</b> | <b>20.56</b>              |

### Note:

- Freehold land includes agricultural land - ₹ 0.12 Crores (31st March, 2025 - ₹ 0.12 Crores ).
- Other assets represents Electrical Fittings, Fire Fighting/Other Equipments and Canteen Utensils.
- The amount of Borrowing Cost capitalised during the year ended 31st March, 2026 - ₹ 2.82 Crores (31st March, 2025 - ₹ 5.89 Crores).
- Capital expenditure on Research and Development during the year - ₹ 254.77 Crores (31st March, 2025 - ₹ 20.79 Crores) Refer Note 27 g.
- Title deeds of Freehold Land are held in the name of the Company. Title deeds in respect of Buildings which are constructed on company's Freehold Land is based on documents constituting evidence of legal ownership of the Buildings.

## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

|                                                    | (₹ Crores)          |                     |
|----------------------------------------------------|---------------------|---------------------|
|                                                    | As at<br>31.03.2026 | As at<br>31.03.2025 |
| <b>Note 2 (b). Capital Work-in-Progress (CWIP)</b> | 1032.57             | 1166.47             |

|                                                    | (₹ Crores)          |                     |
|----------------------------------------------------|---------------------|---------------------|
| <b>Movement in Capital Work-In-Progress (CWIP)</b> | As at<br>31.03.2026 | As at<br>31.03.2025 |
| <b>Opening Balance</b>                             | 1166.47             | 2362.51             |
| Add : Additions                                    | 1263.14             | 1387.00             |
| Less : Capitalisation                              | (1397.04)           | (2583.04)           |
| <b>Closing Balance</b>                             | 1032.57             | 1166.47             |

|                                                        | (₹ Crores)                            |                    |                  |                              |                      |
|--------------------------------------------------------|---------------------------------------|--------------------|------------------|------------------------------|----------------------|
| <b>Capital Work-in-Progress (CWIP) Ageing Schedule</b> | <b>Amount in CWIP for a period of</b> |                    |                  |                              | <b>Total</b>         |
|                                                        | <b>Less than 1<br/>year</b>           | <b>1-2 years</b>   | <b>2-3 years</b> | <b>More than 3<br/>years</b> |                      |
| Projects in progress                                   | 682.34<br>(734.35)                    | 216.57<br>(259.46) | 76.06<br>(81.43) | 49.53<br>(88.55)             | 1024.50<br>(1163.79) |
| Projects temporarily suspended                         | 0.22<br>(-)                           | 4.16<br>(-)        | 1.01<br>(-)      | 2.68<br>(2.68)               | 8.07<br>(2.68)       |

Figures in brackets are in respect of Previous year.

**Note:** There were no material projects which have exceeded their original planned cost and timelines.



## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

| NOTE 2 (c): Right of Use Assets                                      |               |                |              | (₹ Crores)     |
|----------------------------------------------------------------------|---------------|----------------|--------------|----------------|
| Particulars                                                          | Land          | Buildings      | Vehicles     | Total          |
| <b>Gross Block</b>                                                   |               |                |              |                |
| <b>Carrying Value as at 31st March 2024</b>                          | <b>100.95</b> | <b>921.16</b>  | <b>60.19</b> | <b>1082.30</b> |
| Additions                                                            | -             | 280.41         | -            | 280.41         |
| Disposals                                                            | -             | (134.15)       | -            | (134.15)       |
| <b>Carrying Value as at 31st March 2025</b>                          | <b>100.95</b> | <b>1067.42</b> | <b>60.19</b> | <b>1228.56</b> |
| Additions                                                            | -             | 148.07         | 2.06         | 150.13         |
| Disposals                                                            | -             | (107.21)       | (62.25)      | (169.46)       |
| <b>Carrying Value as at 31st March 2026</b>                          | <b>100.95</b> | <b>1108.28</b> | <b>-</b>     | <b>1209.23</b> |
| <b>Depreciation Block</b>                                            |               |                |              |                |
| <b>Accumulated depreciation / Amortisation as at 31st March 2024</b> | <b>7.67</b>   | <b>270.10</b>  | <b>46.39</b> | <b>324.16</b>  |
| Depreciation / Amortisation for the year                             | 1.09          | 128.07         | 8.99         | 138.15         |
| Disposals                                                            | -             | (83.97)        | -            | (83.97)        |
| <b>Accumulated depreciation / Amortisation as at 31st March 2025</b> | <b>8.76</b>   | <b>314.20</b>  | <b>55.38</b> | <b>378.34</b>  |
| Depreciation / Amortisation for the year                             | 1.09          | 135.97         | 6.87         | 143.93         |
| Disposals                                                            | -             | (59.04)        | (62.25)      | (121.29)       |
| <b>Accumulated depreciation / Amortisation as at 31st March 2026</b> | <b>9.85</b>   | <b>391.13</b>  | <b>-</b>     | <b>400.98</b>  |
| <b>Net Block</b>                                                     |               |                |              |                |
| <b>As at 31st March 2025</b>                                         | <b>92.19</b>  | <b>753.22</b>  | <b>4.81</b>  | <b>850.22</b>  |
| <b>As at 31st March 2026</b>                                         | <b>91.10</b>  | <b>717.15</b>  | <b>-</b>     | <b>808.25</b>  |

### Note:

- The Company has incurred ₹ 32.23 Crores ( Previous year - ₹ 26.70 Crores) for the year ended 31st March, 2026 towards expenses relating to short-term leases and leases of low-value assets (Refer Note 23 a). The total cash outflow for leases is ₹ 227.18 Crores (Previous year - ₹ 207.32 Crores) for the year ended 31st March, 2026, including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities is ₹ 78.32 Crores (Previous year - ₹ 77.67 Crores) for the year ended 31st March,2026 (Refer Note 22).
- The Company's leases mainly comprise of Land, Buildings and Vehicles. The Company mainly leases Land and Buildings for its manufacturing, warehouse facilities and sales offices. The Company has leased Vehicles for its Goods Transportation.

|                                                              |                   |                   |
|--------------------------------------------------------------|-------------------|-------------------|
| 3. Maturity analysis of lease liabilities                    | (₹Crores)         |                   |
| <b>Maturity Analysis - Contractual discounted cash flows</b> | <b>31.03.2026</b> | <b>31.03.2025</b> |
| Less than 1 year                                             | 120.21            | 110.84            |
| 1-5 Years                                                    | 481.44            | 470.44            |
| More than 5 Years                                            | 237.82            | 284.87            |
| <b>Total discounted lease liabilities as at 31st March</b>   | <b>839.47</b>     | <b>866.15</b>     |

## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 3: INVESTMENTS

(₹ Crores)

| Particulars                                                                                                                                                                                                                                                                                  | Face Value<br>₹ | No. of Shares / Units    |                            |                     |                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------------------------|----------------------------|---------------------|---------------------|
|                                                                                                                                                                                                                                                                                              |                 | As at<br>31.03.2026      | As at<br>31.03.2025        | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Non-Current Investments                                                                                                                                                                                                                                                                      |                 |                          |                            |                     |                     |
| Fully Paid-up                                                                                                                                                                                                                                                                                |                 |                          |                            |                     |                     |
| Quoted                                                                                                                                                                                                                                                                                       |                 |                          |                            |                     |                     |
| Equity Shares (at fair value through Profit or Loss )                                                                                                                                                                                                                                        |                 |                          |                            | 17.16               | 19.40               |
| In Debt Instruments-Bonds (at fair value through OCI )                                                                                                                                                                                                                                       |                 |                          |                            | 322.71              | 1114.55             |
| Unquoted                                                                                                                                                                                                                                                                                     |                 |                          |                            |                     |                     |
| Non-Trade - Unquoted                                                                                                                                                                                                                                                                         |                 |                          |                            |                     |                     |
| Others: (at fair value through Profit or Loss) *                                                                                                                                                                                                                                             |                 |                          |                            | 0.07                | 0.07                |
| * Note: The Company had invested in Co-operative Societies and in certain other Entities towards the corpus. These are non participative shares and normally no dividend is accrued. The Company has carried these investments at its transaction value considering it to be its fair value. |                 |                          |                            |                     |                     |
| Unquoted                                                                                                                                                                                                                                                                                     |                 | Country of Incorporation | Proportion (%) of Interest |                     |                     |
|                                                                                                                                                                                                                                                                                              |                 |                          | Current Year               | Previous Year       |                     |
| Subsidiaries: (At Cost)                                                                                                                                                                                                                                                                      |                 |                          |                            |                     |                     |
| Ordinary Shares in MRF SG PTE. LTD.                                                                                                                                                                                                                                                          |                 | Singapore                | 100                        | 100                 | -                   |
| Equity Shares in MRF Corp Ltd.- ₹ 1500 (31.03.2025 - ₹1500)                                                                                                                                                                                                                                  |                 | India                    | 100                        | 100                 | 10                  |
| Equity Shares in MRF International Ltd.                                                                                                                                                                                                                                                      |                 | India                    | 94.66                      | 94.66               | 10                  |
| Equity Shares in MRF Lanka Pvt. Ltd.                                                                                                                                                                                                                                                         |                 | Srilanka                 | 100                        | 100                 | Sri Lankan Rupee 10 |
| Corpus Contribution to MRF Foundation - ₹ 1000 (31.03.2025 - ₹ 1000)                                                                                                                                                                                                                         |                 | India                    | 100                        | 100                 |                     |
| Total                                                                                                                                                                                                                                                                                        |                 |                          |                            | 361.59              | 1155.67             |
| Aggregate Market Value of Quoted Investments                                                                                                                                                                                                                                                 |                 |                          |                            | 339.87              | 1133.95             |
| Aggregate Amount of Unquoted Investments                                                                                                                                                                                                                                                     |                 |                          |                            | 21.72               | 21.72               |
| Total                                                                                                                                                                                                                                                                                        |                 |                          |                            | 361.59              | 1155.67             |
| Current Investments                                                                                                                                                                                                                                                                          |                 |                          |                            |                     |                     |
| Fully paid up -Unquoted                                                                                                                                                                                                                                                                      |                 |                          |                            |                     |                     |
| In Debt and Arbitrage Mutual Fund Units: (at fair value through Profit or Loss )                                                                                                                                                                                                             |                 |                          |                            |                     |                     |
| Income Plan: Growth Option                                                                                                                                                                                                                                                                   |                 |                          |                            | 2985.74             | 3403.33             |
| Aggregate Amount of Unquoted Investments                                                                                                                                                                                                                                                     |                 |                          |                            | 2985.74             | 3403.33             |



## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 4: LOANS (Unsecured, considered good)

(₹ Crores)

|                    | Non-Current         |                     | Current             |                     |
|--------------------|---------------------|---------------------|---------------------|---------------------|
|                    | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Loans to employees | 0.41                | 7.61                | 3.49                | 4.99                |
| <b>Total</b>       | 0.41                | 7.61                | 3.49                | 4.99                |

### NOTE 5: OTHER FINANCIAL ASSETS (Unsecured, considered good)

(₹ Crores)

|                                                 | Non-Current         |                     | Current             |                     |
|-------------------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                                 | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| <b>Carried at Amortised cost :</b>              |                     |                     |                     |                     |
| Bank deposits with more than 12 months maturity | 1892.45             | -                   | -                   | -                   |
| Export Benefits Receivables                     | -                   | -                   | 3.93                | 0.98                |
| Interest Accrued on Loans and Deposits          | -                   | -                   | 88.74               | 46.22               |
| Fixed Deposits Others                           | -                   | -                   | -                   | 144.00              |
| <b>Carried at Fair value:</b>                   |                     |                     |                     |                     |
| Derivative Financial Assets (FVTOCI)            | -                   | -                   | 80.32               | -                   |
| Derivative Financial Assets (FVTPL)             | -                   | -                   | 8.07                | -                   |
| Security Deposits (FVTPL)                       | 1.39                | 1.31                | -                   | -                   |
| Deposits (FVTPL)                                | 31.54               | 27.40               | -                   | -                   |
| <b>Total</b>                                    | 1925.38             | 28.71               | 181.06              | 191.20              |

## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 6: OTHER ASSETS (Unsecured, considered good)

(₹ Crores)

|                                       | Non-Current         |                     | Current             |                     |
|---------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                       | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Capital Advances                      | 235.18              | 95.88               | -                   | -                   |
| Advances other than capital advances; |                     |                     |                     |                     |
| Deposits                              | 231.28              | 162.74              | -                   | -                   |
| Advances to Employees                 | -                   | -                   | 32.35               | 37.93               |
| <b>Sub Total</b>                      | 466.46              | 258.62              | 32.35               | 37.93               |
| Others                                |                     |                     |                     |                     |
| Advances recoverable in cash or kind  | 6.25                | 6.20                | 206.81              | 134.49              |
| Salary and Wage Advance               | -                   | -                   | 9.04                | 5.20                |
| Prepaid Expenses                      | -                   | -                   | 58.77               | 61.12               |
| Others                                | -                   | -                   | 52.47               | 85.61               |
| <b>Sub Total</b>                      | 6.25                | 6.20                | 327.09              | 286.42              |
| <b>Total</b>                          | 472.71              | 264.82              | 359.44              | 324.35              |

### NOTE 7: INVENTORIES (Valued at lower of Cost and Net Realisable Value)

(₹ Crores)

|                          | As at<br>31.03.2026 | As at<br>31.03.2025 |
|--------------------------|---------------------|---------------------|
| Raw Materials            | 1991.32             | 1791.22             |
| Raw Materials in transit | 227.69              | 139.14              |
| Work-in-progress         | 619.93              | 578.99              |
| Finished goods           | 1858.41             | 2504.04             |
| Stock-in-trade           | 34.24               | 32.01               |
| Stores and Spares        | 606.07              | 493.94              |
| <b>Total</b>             | 5337.66             | 5539.34             |



## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 8: TRADE RECEIVABLES

(₹ Crores)

|                                                                          | As at<br>31.03.2026 | As at<br>31.03.2025 |
|--------------------------------------------------------------------------|---------------------|---------------------|
| Trade receivables                                                        |                     |                     |
| Secured, considered good                                                 | 2077.38             | 1986.44             |
| Unsecured, considered good                                               | 1399.89             | 1315.69             |
| Trade Receivables - credit impaired                                      | 1.01                | 1.02                |
| Less: Expected Credit Loss Provision (Refer Note 24 (B) ii)              | (1.01)              | (1.02)              |
| <b>Total</b>                                                             | <b>3477.27</b>      | <b>3302.13</b>      |
| Of the above, trade receivables due from subsidiaries (Refer Note 27 c ) | 0.64                | 0.41                |

**Note:** The Company has used practical expedient for computing expected credit loss allowance for trade receivables, taking into account historical credit loss experience and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.

#### Trade Receivables Ageing Schedule

(₹ Crores)

| Particulars                                         | Outstanding for following periods from due date of payment |                  |           |           |                   | Total                |
|-----------------------------------------------------|------------------------------------------------------------|------------------|-----------|-----------|-------------------|----------------------|
|                                                     | Less than 6 months                                         | 6 months -1 year | 1-2 Years | 2-3 years | More than 3 years |                      |
| (i) Undisputed Trade Receivables — considered good  | 301.43<br>(336.96)                                         | 2.39<br>(3.23)   | -<br>(-)  | -<br>(-)  | -<br>(-)          | 303.82<br>(340.19)   |
| (ii) Undisputed Trade Receivables — credit impaired | -<br>(-)                                                   | -<br>(-)         | -<br>(-)  | -<br>(-)  | 1.01<br>(1.02)    | 1.01<br>(1.02)       |
| (iii) Amount Not Due                                |                                                            |                  |           |           |                   | 3173.45<br>(2961.94) |
| <b>Total Gross</b>                                  |                                                            |                  |           |           |                   | <b>3478.28</b>       |

(3303.15)

|                                    |                                    |
|------------------------------------|------------------------------------|
| Allowance for Expected Credit Loss | 1.01<br>(1.02)                     |
| <b>Total</b>                       | <b>3477.27</b><br><b>(3302.13)</b> |

Figures in brackets are in respect of Previous year.

**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026****NOTE 9: CASH AND CASH EQUIVALENTS (as per Cash Flow Statement)**

(₹ Crores)

|                                                                 | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-----------------------------------------------------------------|---------------------|---------------------|
| Balances with Banks                                             |                     |                     |
| - In Current accounts                                           | 159.74              | 42.27               |
| - In Term deposits with original maturity of less than 3 months | 100.00              | 161.00              |
| Cheques, drafts on hand; and                                    | 0.48                | 39.60               |
| Cash on hand                                                    | 0.62                | 0.74                |
| <b>Total</b>                                                    | <b>260.84</b>       | <b>243.61</b>       |

**NOTE 10: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

(₹ Crores)

|                                                                                | As at<br>31.03.2026 | As at<br>31.03.2025 |
|--------------------------------------------------------------------------------|---------------------|---------------------|
| Deposits with original maturity of more than 3 months, but less than 12 months | 1752.98             | -                   |
| Unclaimed Dividend Account                                                     | 2.73                | 2.44                |
| Unspent CSR Account                                                            | 8.26                | 3.41                |
| <b>Total</b>                                                                   | <b>1763.97</b>      | <b>5.85</b>         |

**NOTE 11: BORROWINGS**

(₹ Crores)

|                                        | As at<br>31.03.2026 | As at<br>31.03.2025 |
|----------------------------------------|---------------------|---------------------|
| <b>NON CURRENT (AT AMORTISED COST)</b> |                     |                     |
| <u>Secured</u>                         |                     |                     |
| Soft loan from SIPCOT                  | 76.02               | 74.44               |
| <u>Unsecured</u>                       |                     |                     |
| Term loans from Banks;                 |                     |                     |
| - Rupee Term Loan                      | 100.00              | 299.99              |
| <b>Sub - Total</b>                     | <b>176.02</b>       | <b>374.43</b>       |
| <b>CURRENT (AT AMORTISED COST)</b>     |                     |                     |
| <u>Secured</u>                         |                     |                     |
| Loans repayable on demand              |                     |                     |
| - From banks                           | 112.82              | 557.00              |
| - Interest accrued on above            | 1.43                | 0.56                |



## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 11: BORROWINGS (Contd.)

(₹ Crores)

|                                                                                                       | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>Unsecured</b>                                                                                      |                     |                     |
| Loans repayable on demand                                                                             |                     |                     |
| - From banks                                                                                          | 358.63              | 300.00              |
| Current maturities of long-term debt                                                                  | 200.11              | 351.22              |
| - Interest accrued on above                                                                           | 1.10                | 3.33                |
| <b>Sub - Total</b>                                                                                    | <b>674.09</b>       | <b>1212.11</b>      |
| <b>Total</b>                                                                                          | <b>850.11</b>       | <b>1586.54</b>      |
| <b>Note:</b> Security and terms of repayment in respect of above borrowings are detailed in Note 27 h |                     |                     |
| <b>Reconciliation of Financing Liabilities : -</b>                                                    |                     |                     |
| <b>Opening balance</b>                                                                                |                     |                     |
| - Soft Loan from SIPCOT                                                                               | 74.44               | 72.89               |
| - Debentures                                                                                          | -                   | 150.00              |
| - Term Loan from Banks                                                                                | 299.99              | 499.99              |
| - Deferred Payment Credit                                                                             | -                   | 1.23                |
| - Loans repayable on Demand (Secured and Unsecured)                                                   | 857.00              | 800.00              |
| - Current maturities of long term debt                                                                | 351.22              | 100.99              |
| - Interest accrued on debt                                                                            | 3.89                | 5.71                |
| - Lease Liability                                                                                     | 866.15              | 746.28              |
| <b>Total - A</b>                                                                                      | <b>2452.69</b>      | <b>2377.09</b>      |
| a) Cash flow movements                                                                                |                     |                     |
| - (Repayments) / Proceeds from Working Capital Facilities (Net)                                       | (385.55)            | 57.00               |
| - Repayment of Term Loans                                                                             | (200.00)            | (100.00)            |
| - Repayment of Debentures                                                                             | (150.00)            | -                   |
| - Repayment of Deferred Payment Credit                                                                | (1.11)              | (1.00)              |
| - Payment of Lease Liability                                                                          | (194.95)            | (180.62)            |
| - Interest paid                                                                                       | (220.10)            | (215.58)            |
| b) Non-cash movements                                                                                 |                     |                     |
| - Effect of amortization of loan origination costs                                                    | 1.59                | 1.55                |
| - Lease Liability                                                                                     | 168.27              | 300.49              |
| - Interest accrued during the year                                                                    | 218.74              | 213.76              |
| <b>Total - B</b>                                                                                      | <b>(763.11)</b>     | <b>75.60</b>        |
| <b>Closing Balance (A+B)</b>                                                                          | <b>1689.58</b>      | <b>2452.69</b>      |

## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 11: BORROWINGS (Contd.)

(₹ Crores)

|                                                     | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-----------------------------------------------------|---------------------|---------------------|
| <b>Closing Balance Break Up</b>                     |                     |                     |
| - Soft Loan from SIPCOT                             | 76.02               | 74.44               |
| - Term Loan from Banks                              | 100.00              | 299.99              |
| - Loans repayable on Demand (Secured and Unsecured) | 471.45              | 857.00              |
| - Current maturities of long term debt              | 200.11              | 351.22              |
| - Interest accrued on debt                          | 2.53                | 3.89                |
| - Lease Liability                                   | 839.47              | 866.15              |

### NOTE 12: PROVISIONS

(₹ Crores)

|                                                                        | Non-Current         |                     | Current             |                     |
|------------------------------------------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                                                        | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Provision for employee benefits                                        | 82.50               | 64.77               | 127.14              | 43.20               |
| Sales related obligations (Warranty) (Refer Note 27 b )                | 215.37              | 169.90              | 301.26              | 265.23              |
| Provision for Extended Producer Responsibility (EPR) (Refer Note 27 b) | -                   | -                   | 20.41               | 11.62               |
| Others                                                                 | 47.06               | 50.21               | 29.86               | 21.95               |
| <b>Total</b>                                                           | <b>344.93</b>       | <b>284.88</b>       | <b>478.67</b>       | <b>342.00</b>       |

### NOTE 13: DEFERRED TAX LIABILITIES - (NET)

(₹ Crores)

|                                                                                           | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-------------------------------------------------------------------------------------------|---------------------|---------------------|
| Deferred Tax Liabilities :                                                                |                     |                     |
| - Arising on account of difference in carrying amount and tax base of PPE and Intangibles | 528.31              | 467.97              |
| - Unrealised gain/(loss) on FVTPL Debt and Arbitrage Mutual Funds                         | 97.03               | 75.12               |
| - On Right of Use Asset                                                                   | 183.05              | 190.78              |
| - Other adjustments                                                                       | 17.22               | 16.54               |
| <b>Sub Total</b>                                                                          | <b>825.61</b>       | <b>750.41</b>       |
| Deferred Tax Asset:                                                                       |                     |                     |
| - Accrued Expenses allowable on Actual Payments                                           | 66.39               | 35.01               |
| - On remeasurements of defined benefit plans                                              | 35.05               | 34.77               |
| - Unrealised (gain)/loss on FVTOCI Debt Instruments                                       | 3.32                | 2.99                |
| - On revaluation of designated cash flow hedges                                           | (4.30)              | 3.16                |
| - On Lease Liability                                                                      | 213.84              | 217.98              |
| <b>Sub Total</b>                                                                          | <b>314.30</b>       | <b>293.91</b>       |
| <b>Total</b>                                                                              | <b>511.31</b>       | <b>456.50</b>       |



## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 13: DEFERRED TAX LIABILITIES - (NET) (Contd.)

#### COMPONENTS OF DEFERRED TAX LIABILITY (NET)

(₹ Crores)

| Particulars                                                      | As at 31.03.2026 |                                  |                                          |                 | As at 31.03.2025 |                                  |                                          |                 |
|------------------------------------------------------------------|------------------|----------------------------------|------------------------------------------|-----------------|------------------|----------------------------------|------------------------------------------|-----------------|
|                                                                  | Opening Balance  | Recognised in the Profit or Loss | Recognised in Other Comprehensive Income | Closing Balance | Opening Balance  | Recognised in the Profit or Loss | Recognised in Other Comprehensive Income | Closing Balance |
| <b>Tax effect of items constituting Deferred Tax Liabilities</b> |                  |                                  |                                          |                 |                  |                                  |                                          |                 |
| Depreciation and Amortisation                                    | 467.97           | 60.34                            | -                                        | 528.31          | 452.18           | 15.79                            | -                                        | 467.97          |
| Unrealised gain/(loss) on FVTPL Debt and Arbitrage Mutual Funds  | 75.12            | 21.91                            | -                                        | 97.03           | 81.26            | (6.14)                           | -                                        | 75.12           |
| On Right of Use Asset                                            | 190.78           | (7.73)                           | -                                        | 183.05          | 167.33           | 23.45                            | -                                        | 190.78          |
| Others                                                           | 16.54            | 0.68                             | -                                        | 17.22           | 16.00            | 0.54                             | -                                        | 16.54           |
| <b>Gross Deferred Tax Liabilities (a)</b>                        | <b>750.41</b>    | <b>75.20</b>                     | <b>-</b>                                 | <b>825.61</b>   | <b>716.77</b>    | <b>33.64</b>                     | <b>-</b>                                 | <b>750.41</b>   |
| <b>Tax effect of items constituting Deferred Tax Assets</b>      |                  |                                  |                                          |                 |                  |                                  |                                          |                 |
| Accrued expenses allowable on actual payments                    | 35.01            | 31.38                            | -                                        | 66.39           | 31.02            | 3.99                             | -                                        | 35.01           |
| On Remeasurement of Defined Benefit Plans                        | 34.77            | -                                | 0.28                                     | 35.05           | 34.29            | -                                | 0.48                                     | 34.77           |
| Unrealised (gain)/loss on FVTOCI Debt Instruments                | 2.99             | -                                | 0.33                                     | 3.32            | 5.79             | -                                | (2.80)                                   | 2.99            |
| On revaluation of designated cash flow hedges                    | 3.16             | -                                | (7.46)                                   | (4.30)          | 0.01             | -                                | 3.15                                     | 3.16            |
| On Lease Liability                                               | 217.98           | (4.14)                           | -                                        | 213.84          | 187.82           | 30.16                            | -                                        | 217.98          |
| <b>Gross Deferred Tax Assets (b)</b>                             | <b>293.91</b>    | <b>27.24</b>                     | <b>(6.85)</b>                            | <b>314.30</b>   | <b>258.93</b>    | <b>34.15</b>                     | <b>0.83</b>                              | <b>293.91</b>   |
| <b>Net Deferred Tax Liability (a - b)</b>                        | <b>456.50</b>    | <b>47.96</b>                     | <b>6.85</b>                              | <b>511.31</b>   | <b>457.84</b>    | <b>(0.51)</b>                    | <b>(0.83)</b>                            | <b>456.50</b>   |

## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 14: OTHER LIABILITIES

(₹ Crores)

|                           | Non-Current         |                     | Current             |                     |
|---------------------------|---------------------|---------------------|---------------------|---------------------|
|                           | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Contract Liabilities      | -                   | -                   | 23.53               | 22.76               |
| Others;                   |                     |                     |                     |                     |
| Dealers' Security Deposit | -                   | -                   | 2194.75             | 2072.76             |
| Retention Money           | 20.81               | 22.84               | 114.65              | 162.41              |
| Statutory Dues            | -                   | -                   | 173.99              | 427.25              |
| Deferred Income           | 188.86              | 217.08              | 36.09               | 34.94               |
| Others                    | 4.30                | 2.68                | 32.54               | 26.38               |
| <b>Total</b>              | <b>213.97</b>       | <b>242.60</b>       | <b>2575.55</b>      | <b>2746.50</b>      |

#### Movement of Contract Liabilities is as under:

(₹ Crores)

|                                                     | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-----------------------------------------------------|---------------------|---------------------|
| As at the beginning of the year                     | 22.76               | 31.95               |
| Recognised as revenue from contracts with customers | (22.76)             | (31.95)             |
| Advance from customers received during the year     | 23.53               | 22.76               |
| Balance at the close of the year                    | 23.53               | 22.76               |

### NOTE 15: TRADE PAYABLES

(₹ Crores)

|                                                                                                          | As at<br>31.03.2026 | As at<br>31.03.2025 |
|----------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| Outstanding dues of Micro and Small Enterprises (Refer Note 27 e )                                       | 54.95               | 28.55               |
| Outstanding dues of Creditors other than Micro and Small Enterprises                                     | 4567.45             | 3978.19             |
| <b>Total</b>                                                                                             | <b>4622.40</b>      | <b>4006.74</b>      |
| Of the above:                                                                                            |                     |                     |
| - Acceptances                                                                                            | 608.48              | 416.47              |
| - Supplier finance arrangements                                                                          | 37.26               | -                   |
| - Payable to Subsidiaries (net of receivables of ₹ - Nil ,previous year ₹ 1.24 crores) (Refer Note 27 c) | 1531.83             | 1301.30             |



## NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### Trade Payables ageing schedule

(₹ Crores)

| Particulars           | Outstanding for following periods from due date of payment |                  |                 |                   | Total                |
|-----------------------|------------------------------------------------------------|------------------|-----------------|-------------------|----------------------|
|                       | Less than 1 year                                           | 1-2 years        | 2-3 years       | More than 3 years |                      |
| (i) MSME              | 5.53<br>(5.53)                                             | -<br>(0.06)      | -<br>(0.01)     | -<br>(-)          | 5.53<br>(5.60)       |
| (ii) Others           | 262.04<br>(228.93)                                         | 36.84<br>(22.01) | 12.71<br>(0.04) | 1.60<br>(1.61)    | 313.19<br>(252.59)   |
| (iii) Amounts not due | -<br>(-)                                                   | -<br>(-)         | -<br>(-)        | -<br>(-)          | 4303.68<br>(3748.55) |

Figures in brackets are in respect of Previous year.

### Note on Supplier Finance

(₹ Crores)

|                                                                                                                               | As at<br>31.03.2026            | As at<br>31.03.2025 |
|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------|
| Carrying amount of financial liabilities that are part of a supplier finance arrangement Present in trade and other payables: | 37.26                          | -                   |
| - of which suppliers have received payment from the finance provider                                                          | 37.26                          | -                   |
| Range of payment due date:                                                                                                    |                                | -                   |
| Liabilities that are part of the arrangement                                                                                  | 180 days after<br>invoice date | -                   |
|                                                                                                                               | Immediate                      |                     |
| Comparable trade payable that are not part of the arrangement                                                                 | payment on<br>receipt          | -                   |

## NOTE 16: OTHER FINANCIAL LIABILITIES

(₹ Crores)

|                                           | Non-Current         |                     | Current             |                     |
|-------------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                           | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Employee benefits                         | -                   | -                   | 202.78              | 140.37              |
| <b>Carried at Amortised Cost :</b>        |                     |                     |                     |                     |
| Unclaimed dividends                       | -                   | -                   | 2.73                | 2.44                |
| Liabilities for expenses                  | -                   | -                   | 124.49              | 107.62              |
| Others                                    | -                   | -                   | 78.10               | 127.77              |
| <b>Carried at Fair Value :</b>            |                     |                     |                     |                     |
| Derivative Financial Liabilities (FVTOCI) | -                   | -                   | -                   | 9.21                |
| Derivative Financial Liabilities (FVTPL)  | -                   | -                   | -                   | 0.91                |
| <b>Total</b>                              | -                   | -                   | 408.10              | 388.32              |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026****NOTE 17: REVENUE FROM OPERATIONS**

(₹ Crores)

|                                         | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-----------------------------------------|--------------------------|--------------------------|
| Revenue from Contracts with Customers : |                          |                          |
| Sale of Goods                           | 30398.62                 | 27457.61                 |
| Sale of Services                        | 37.53                    | 31.23                    |
| Other Operating Revenues:               |                          |                          |
| Scrap Sales                             | 208.49                   | 169.03                   |
| Subsidy from State Government           | 7.44                     | 7.35                     |
| <b>Total</b>                            | <b>30652.08</b>          | <b>27665.22</b>          |

The Management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under IND AS 115 "Revenue from contracts with customers". Hence no separate disclosure of disaggregate revenues are reported. (Refer note 27 d)

Reconciliation of revenue recognised with the contracted price is as follows:

(₹ Crores)

|                                                                                           | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Gross Sales (Contracted Price)                                                            | 31678.17                 | 28644.86                 |
| Reductions towards variable consideration (Product, Turnover and Prompt payment discount) | (570.62)                 | (522.22)                 |
| Claims preferred against sales related obligation (Note 1(C-7) and 27(b(i)))              | (455.47)                 | (457.42)                 |
| <b>Revenue recognised</b>                                                                 | <b>30652.08</b>          | <b>27665.22</b>          |

**NOTE 18: OTHER INCOME**

(₹ Crores)

|                                                                        | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|------------------------------------------------------------------------|--------------------------|--------------------------|
| Interest Income                                                        | 156.39                   | 107.22                   |
| Dividend Income from Non-Current Investment                            |                          |                          |
| - From a Subsidiary                                                    | 0.10                     | 0.10                     |
| - Others                                                               | 0.17                     | 0.15                     |
| Government Grant :                                                     |                          |                          |
| - Export Incentives                                                    | 13.61                    | 17.86                    |
| - Unwinding of Deferred Income (EPCG)                                  | 36.24                    | 33.75                    |
| Net gain on sale of Investments classified as FVTPL                    | 2.29                     | 3.54                     |
| Net gain on fair value changes on financial assets classified as FVTPL | 220.53                   | 225.64                   |
| Impairment provision written back                                      | 0.01                     | 0.61                     |
| Insurance claims                                                       | 26.84                    | -                        |
| Miscellaneous Income                                                   | 31.99                    | 13.99                    |
| <b>Total</b>                                                           | <b>488.17</b>            | <b>402.86</b>            |



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### NOTE 19: COST OF MATERIALS CONSUMED

|                                | (₹ Crores)               |                          |
|--------------------------------|--------------------------|--------------------------|
|                                | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
| Opening Stock of Raw Materials | 1930.36                  | 1423.93                  |
| Purchases during the year      | 19029.18                 | 18855.40                 |
| Closing Stock of Raw Materials | (2219.01)                | (1930.36)                |
| <b>Total</b>                   | <b>18740.53</b>          | <b>18348.97</b>          |

### NOTE 20: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

|                      | (₹ Crores)               |                          |
|----------------------|--------------------------|--------------------------|
|                      | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
| Closing Stock:       |                          |                          |
| Finished Goods       | 1858.41                  | 2504.04                  |
| Stock-in-Trade       | 34.24                    | 32.01                    |
| Work-in-Progress     | 619.93                   | 578.99                   |
|                      | 2512.58                  | 3115.04                  |
| Less: Opening Stock: |                          |                          |
| Finished Goods       | 2504.04                  | 2030.59                  |
| Stock-in-Trade       | 32.01                    | 32.33                    |
| Work-in-Progress     | 578.99                   | 451.02                   |
|                      | 3115.04                  | 2513.94                  |
| <b>Total</b>         | <b>602.46</b>            | <b>(601.10)</b>          |

### NOTE 21: EMPLOYEE BENEFITS EXPENSE

|                                           | (₹ Crores)               |                          |
|-------------------------------------------|--------------------------|--------------------------|
|                                           | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
| Salaries and Wages                        | 1652.48                  | 1513.85                  |
| Contribution to provident and other funds | 156.12                   | 140.37                   |
| Staff welfare expenses                    | 183.33                   | 177.31                   |
| <b>Total</b>                              | <b>1991.93</b>           | <b>1831.53</b>           |

### NOTE 22: FINANCE COSTS

|                                                         | (₹ Crores)               |                          |
|---------------------------------------------------------|--------------------------|--------------------------|
|                                                         | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
| Interest on Loans and Deposits                          | 194.54                   | 198.84                   |
| Interest on Debentures                                  | 9.43                     | 8.52                     |
| Interest on Deferred Payment Credit                     | 0.07                     | 0.20                     |
| Interest on Lease liabilities (Refer note 2 (c 1))      | 78.32                    | 77.67                    |
| Other Borrowing Costs:                                  |                          |                          |
| Unwinding of discount relating to Long Term Liabilities | 7.67                     | 5.42                     |
| Other Charges                                           | 7.03                     | 0.78                     |
| <b>Total</b>                                            | <b>297.06</b>            | <b>291.43</b>            |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

**NOTE 23 a : OTHER EXPENSES**

|                                                                       | Year Ended<br>31.03.2026 | (₹ Crores)<br>Year Ended<br>31.03.2025 |
|-----------------------------------------------------------------------|--------------------------|----------------------------------------|
| Stores and Spares                                                     | 630.31                   | 517.06                                 |
| Power and Fuel                                                        | 1177.14                  | 1213.12                                |
| Processing Expenses                                                   | 500.97                   | 361.23                                 |
| Rent (Refer note 2 (c 1))                                             | 32.23                    | 26.70                                  |
| Rates and Taxes                                                       | 23.58                    | 20.18                                  |
| Insurance                                                             | 57.08                    | 48.65                                  |
| Printing and Stationery                                               | 12.09                    | 11.18                                  |
| Repairs and Renewals:                                                 |                          |                                        |
| Buildings                                                             | 26.72                    | 25.25                                  |
| Plant and Machinery                                                   | 217.73                   | 193.72                                 |
| Other Assets                                                          | 89.64                    | 103.37                                 |
| Travelling and Conveyance                                             | 53.96                    | 51.48                                  |
| Communication Expenses                                                | 12.56                    | 13.40                                  |
| Vehicle Expenses                                                      | 4.57                     | 13.18                                  |
| Auditors' Remuneration:                                               |                          |                                        |
| As Auditors:                                                          |                          |                                        |
| Audit fee                                                             | 1.27                     | 1.18                                   |
| Tax Audit fee                                                         | 0.23                     | 0.20                                   |
| Other Services                                                        | 0.21                     | 0.12                                   |
| Reimbursement of Expenses                                             | 0.31                     | 0.20                                   |
|                                                                       | <u>2.02</u>              | <u>1.70</u>                            |
| Cost Auditors Remuneration:                                           |                          |                                        |
| Audit fee                                                             | 0.08                     | 0.08                                   |
| Directors' Fees                                                       | 0.24                     | 0.17                                   |
| Directors' Travelling Expenses                                        | 13.85                    | 11.30                                  |
| Advertisement                                                         | 207.58                   | 169.93                                 |
| Sales related Obligations (warranty)                                  | 75.63                    | 72.94                                  |
| VAT/GST absorbed by the company                                       | 0.16                     | 0.40                                   |
| Bad debts written off                                                 | 0.04                     | 0.15                                   |
| Commission                                                            | 2.17                     | 1.84                                   |
| Freight and Forwarding (Net)                                          | 851.49                   | 812.97                                 |
| Loss on Sale of Property, Plant and Equipment (Net)                   | 1.00                     | 1.65                                   |
| Net Loss on Foreign Currency Transactions                             | 38.03                    | 31.30                                  |
| Bank Charges                                                          | 5.87                     | 5.35                                   |
| Corporate Social Responsibility Expenditure (Refer Note 27 l )        | 39.41                    | 29.82                                  |
| Contribution to Rubber Board, towards promotion of Rubber Plantations | 96.00                    | 85.96                                  |
| Extended Producer Responsibility obligation (Note 27 j )              | 150.19                   | 120.89                                 |
| Research and Development expenses - Others                            | 54.12                    | 51.79                                  |
| Professional and Legal Charges                                        | 49.68                    | 44.12                                  |
| Information Technology and Digital services                           | 19.59                    | 18.38                                  |
| Miscellaneous Expenses                                                | 85.46                    | 42.59                                  |
| <b>Total</b>                                                          | <b>4531.19</b>           | <b>4101.85</b>                         |



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### NOTE 23 b Exceptional Items

|                         | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-------------------------|--------------------------|--------------------------|
| Impact due to Wage Code | (61.99)                  | -                        |
| <b>Total</b>            | <b>(61.99)</b>           | <b>-</b>                 |

The Company has assessed the financial implications of the changes to the employee benefit plans arising from Legislative amendments referred to as the “New Labour Codes”. Basis that and the relevant requirements under the Indian Accounting Standards, the Company has estimated a one-time increase in gratuity/leave liability arising out of past service cost amounting to ₹ 61.99 Crores and has been disclosed as “Exceptional Item”.

### NOTE 24

#### A. Capital Management

For the purpose of Company’s Capital Management, capital includes Issued Equity Capital, Securities Premium and all other Equity Reserves attributable to the Equity Holders of the Company. The primary objective of the Company’s Capital Management is to maximise the Shareholder Value.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and requirements of the financial covenants and to continue as a going concern. The Company monitors using a gearing ratio which is net debts divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, less cash and short term deposit.

|                                       | (₹ Crores)       |                  |
|---------------------------------------|------------------|------------------|
| Particulars                           | As at 31.03.2026 | As at 31.03.2025 |
| Interest bearing Loans and Borrowings | 1689.58          | 2452.69          |
| Less: Cash and Short Term Deposits    | (260.84)         | (243.61)         |
| Net Debt                              | 1428.74          | 2209.08          |
| Equity                                | 4.24             | 4.24             |
| Other Equity                          | 20447.71         | 18171.63         |
| <b>Total Capital</b>                  | <b>20451.95</b>  | <b>18175.87</b>  |
| Capital and Net Debt                  | 21880.69         | 20384.95         |
| Gearing Ratio %                       | 6.53%            | 10.84%           |

#### B. Financial Risk Management

The Company’s principal financial liabilities comprise loans and borrowings, lease liability, supplier financing, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. The principal financial assets include trade and other receivables, investments in mutual funds, bonds, cash and short term deposits.

The Company has assessed market risk, credit risk and liquidity risk to its financial instruments.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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**i) Market Risk**

Is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans & borrowings, investments and foreign currency receivables, payables and borrowings.

**a) Interest Rate Risk :**

The Company borrows funds in Indian Rupees to meet both the long term and short term funding requirements. The Company due to its AAA rated status commands one of the cheapest source of funding. Interest rate is fixed for the tenor of the Long term loans availed by the Company. Interest on Short term borrowings is subject to floating interest rate and are repriced regularly. The sensitivity analysis detailed below have been determined based on the exposure to variable interest rates on the average outstanding amounts due to bankers over a year. The Company had issued floating interest rate Non-convertible debenture linked to 6 month T-Bill rate, to meet the long term funding requirements, which has been repaid.

If the interest rates had been 1% higher / lower and all other variables held constant, the Company's profit for the year ended 31st March, 2026 would have been decreased/increased by ₹ 9.52 Crores. (Previous year - ₹ 9.67 crores)

**b) Currency Risk :**

Foreign currency risks from financial instruments at the end of the reporting period expressed in INR:

| <u>Unhedged Short Term Exposures :</u>   | (₹ Crores) |            |
|------------------------------------------|------------|------------|
|                                          | 31.03.2026 | 31.03.2025 |
| Financial Assets/Other Assets            | 263.94     | 218.32     |
| Financial Liabilities/ Other Liabilities | 197.27     | 323.07     |

The company is mainly exposed to changes in US Dollar. The sensitivity to a 5.48% (Previous year - 1.25%) increase or decrease in US Dollar against INR with all other variables held constant will be +/- ( ) ₹ 4.04 Crores (Previous year - ₹ 1.31 Crores)

The Sensitivity analysis is prepared on the net unhedged exposure of the company at the reporting date.

**Hedged Foreign Currency Exposures :**

Foreign Exchange forward Contracts on certain highly probable forecast transactions, are measured at fair value through OCI on being designated as Cash Flow Hedges.

The Company also enters into foreign exchange forward contracts with the intention to minimise the foreign exchange risk of expected purchases, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

The outstanding position and exposures are as under :



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### i) Foreign Currency forward contracts designated as Hedge Instruments :

| Particulars      | Currency | Amount           | ₹ Crores  | Nature          | Cross Currency |
|------------------|----------|------------------|-----------|-----------------|----------------|
| Forward Contract | USD      | 176.79 Million   | 1610.76   | Import purchase | INR            |
|                  |          | (201.56) Million | (1744.83) |                 |                |

Figures in brackets are in respect of Previous year.

The terms of the foreign currency forward contracts match the terms of the transactions. As a result, no hedge ineffectiveness arises requiring recognition through profit or loss.

### ii) Maturity Analysis of Foreign Currency forward contracts designated as Hedge Instruments:

|                                    |            | (₹ Crores) |
|------------------------------------|------------|------------|
| Maturity period                    | 31.03.2026 | 31.03.2025 |
| Less than 3 months                 | 628.47     | 742.79     |
| 3 months to 6 months               | 923.23     | 720.25     |
| 6 months to 12 months              | 59.06      | 281.79     |
| Total Outstanding as at 31st March | 1610.76    | 1744.83    |

### iii) Other Forward Contract Outstanding :

| Particulars      | Currency | Amount          | ₹ Crores | Nature          | Cross Currency |
|------------------|----------|-----------------|----------|-----------------|----------------|
| Forward Contract | USD      | 40.81 Million   | 381.47   | Import purchase | INR            |
|                  |          | (13.55) Million | (117.10) |                 |                |

Figures in brackets are in respect of Previous year.

### iv) Maturity Analysis of Other Forward Contract:

|                                    |            | (₹ Crores) |
|------------------------------------|------------|------------|
| Maturity Period                    | 31.03.2026 | 31.03.2025 |
| Less than 3 months                 | 284.61     | 114.64     |
| 3 months to 6 months               | 96.86      | 2.46       |
| Total Outstanding as at 31st March | 381.47     | 117.10     |

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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v) The following table provides the reconciliation of cash flow hedge:

| Particulars                                            | (₹ Crores)               |                          |
|--------------------------------------------------------|--------------------------|--------------------------|
|                                                        | Year ended<br>31.03.2026 | Year ended<br>31.03.2025 |
| Balance at the beginning of the year                   | (9.41)                   | (0.04)                   |
| Marked to Market Impact                                | 101.28                   | 15.47                    |
| Basis Adjustment                                       | (10.88)                  | (12.63)                  |
| Recycle to Profit or loss                              | (92.00)                  | (30.68)                  |
| Premium Amortisation                                   | 23.80                    | 18.47                    |
| Gain / (Loss) recognized in other comprehensive income | 22.20                    | (9.37)                   |
| Balance at the end of the year                         | 12.79                    | (9.41)                   |

**c) Price Risk :**

The Company is affected by the price stability of certain commodities. Due to the significantly increased volatility of certain commodities like Natural Rubber, Synthetic Rubber, Compound Rubber and other Chemicals, the Company enters into purchase contracts on a short to medium Term and forward foreign exchange contracts are entered into to bring in stability of price fluctuations.

The Company's investments in Quoted and Unquoted Securities are susceptible to market price risk arising from uncertainties about future values of investment securities. The Company manages the securities price risk through investments in debt and arbitrage funds and diversification by placing limits on individual and total investments. Reports on Investment Portfolio are reviewed on regular basis and all approvals of investment decisions are done in concurrence with the senior management.

As at 31st March 2026 the investments in debt and arbitrage mutual funds and bonds amounts to ₹ 3308.45 Crores (Previous year - ₹ 4517.88 Crores). A 1% point increase or decrease in the NAV with all other variables held constant would have lead to approximately an additional ₹ 33 Crores (Previous year - ₹ 45 Crores) on either side in the statement of profit and loss.

**ii) Credit Risk**

Is the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. It arises from credit exposure to customers, financial instruments viz., Bonds, Debt and Arbitrage Funds, Fixed Deposits Others and Balances with Banks.

The Company's marketing policies are well structured and all replacement sales are predominantly through dealers and the outstanding are secured by dealer deposits. As regards sales to O.E., and other institutional sales, the Company carries out periodic credit checks and also limits the exposure by establishing maximum payment period for customers and by offering prompt payment discounts. The outstanding trade receivables due for a period exceeding 180 days as at the year ended 31st March, 2026 is 0.07% (31st March, 2025 - 0.10%) of the total trade receivables.

There are no transactions with single customer which amounts to 10% or more of the Company's revenue.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

The Company uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain. The allowance for lifetime ECL on customer balances for the year ended 31st March 2026 is ₹ 1.01 Crores and for the previous year 31st March 2025 was ₹ 1.02 Crores.

| Particulars                | (₹ Crores)               |                          |
|----------------------------|--------------------------|--------------------------|
|                            | Year ended<br>31.03.2026 | Year ended<br>31.03.2025 |
| Balance at the beginning   | 1.02                     | 1.63                     |
| Impairment loss recognised | -                        | -                        |
| Impairment loss reversed   | 0.01                     | 0.61                     |
| <b>Balance at the end</b>  | <b>1.01</b>              | <b>1.02</b>              |

The Company holds cash and deposits with banks which are having highest safety rankings and hence has a low credit risk.

Investments in mutual funds are primarily debt and arbitrage funds, which have high safety ratings and are monitored on a monthly basis. The Company is of the opinion that its mutual fund investments have low credit risk.

### iii) Liquidity Risk

The Company manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowing facilities by continuously monitoring forecasts and actual cash flows.

The Company has a system of forecasting rolling three months cash inflow and outflow and all liquidity requirements are planned.

All Long term borrowings are for a fixed tenor and generally these cannot be foreclosed.

The Company has access to various source of Short term funding, supplier financing and debt maturing within 12 months can be rolled over with existing lenders/new lenders, or repaid based on short term requirements.

Trade, supplier finance and other payables are plugged into the three months rolling cash flow forecast to ensure timely funding, if required.

All payments are made along due dates and requests for early payments are entertained after due approval and availing early payment discounts.

The details of the contractual maturities of significant financial liabilities as at 31st March, 2026 are as under:

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

| (₹ Crores)                   |                |                      |                    |                    |                    |
|------------------------------|----------------|----------------------|--------------------|--------------------|--------------------|
| Particulars                  | Refer Note     | Less than 1 year     | 1-3 years          | 3-5 years          | More than 5 years  |
| Borrowings                   | Note 11 and 14 | 674.09<br>(1212.11)  | 100<br>(299.99)    | -<br>(-)           | 88.67<br>(88.67)   |
| Trade Payable                | Note 15        | 4622.40<br>(4006.74) | -<br>(-)           | -<br>(-)           | -<br>(-)           |
| Supplier Financing           | Note 15        | 37.26<br>(-)         | -<br>(-)           | -<br>(-)           | -<br>(-)           |
| Other Financial Liabilities  | Note 16        | 202.59<br>(245.51)   | -<br>(-)           | -<br>(-)           | -<br>(-)           |
| Employee Benefit liabilities | Note 16        | 202.78<br>(140.37)   | -<br>(-)           | -<br>(-)           | -<br>(-)           |
| Unclaimed dividends          | Note 16        | 2.73<br>(2.44)       | -<br>(-)           | -<br>(-)           | -<br>(-)           |
| Lease Liabilities            |                | 192.94<br>(188.56)   | 366.66<br>(485.62) | 285.76<br>(181.05) | 272.82<br>(321.26) |

Figures in brackets are in respect of Previous year.

### NOTE 25

#### A) Fair Values and Hierarchy

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

| (₹ Crores)                               |           |                             |                     |
|------------------------------------------|-----------|-----------------------------|---------------------|
| Particulars                              | Hierarchy | Carrying Value / Fair Value |                     |
|                                          |           | As at<br>31.03.2026         | As at<br>31.03.2025 |
| Financial Assets                         |           |                             |                     |
| - Investments                            | Level One | 3325.61                     | 4537.28             |
| - Derivative Financial Assets (Net)      | Level Two | 88.39                       | -                   |
| - Others financial assets                | Level Two | 32.93                       | 28.71               |
| Financial Liabilities                    |           |                             |                     |
| - Borrowings                             | Level Two | 76.02                       | 74.44               |
| - Derivative Financial Liabilities (Net) | Level Two | -                           | 10.12               |



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Fair Value of financial assets and liabilities included is the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair value.

1. The Fair values of Debt and Arbitrage Mutual Funds and Quoted Equities are based on NAV / Quoted Price at the reporting date. Further, the Company had invested in Co-operative Societies and in certain other companies towards the corpus. These are non-participative shares and normally no dividend is accrued. The Company has carried these investments at its transaction value considering it to be its fair value.
2. The Company enters into Derivative financial instruments with counterparties principally with Banks with investment grade credit ratings. The foreign exchange forward contracts are valued using valuation techniques which employs the use of market observable inputs namely, Marked-to-Market.

### NOTE 26 : Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

(₹ Crores)

| Particulars                                         | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-----------------------------------------------------|--------------------------|--------------------------|
| <b>Accounting Profit before Income Tax</b>          | 3133.47                  | 2419.90                  |
| At statutory income tax rate of 25.168%             | 788.63                   | 609.04                   |
| Short provision of tax for earlier assessment years | -                        | 0.71                     |
| Differential Rate on Capital Gains                  | (23.88)                  | (18.43)                  |
| Effect of non-deductible expenses/other adjustments | 14.02                    | 7.10                     |
| Effect of deductions available under Income Tax Act | (0.70)                   | (1.07)                   |
| <b>Total</b>                                        | 778.07                   | 597.35                   |

### NOTE 27 ADDITIONAL/EXPLANATORY INFORMATION :

#### a. Disclosure required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and section 186(4) of the Companies Act, 2013:

1. Details of Investments made are given in Note 3
2. Amount of Loans and advances in the nature of loans outstanding from /to subsidiaries - ₹ Nil (Previous year - ₹ Nil)
3. Loans to employees have been considered to be outside the purview of disclosure requirements.
4. Investment by Loanee in the shares of the Parent company- ₹ Nil (Previous year - ₹ Nil)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

| <b>b. Movement in provisions as required by IND AS - 37 - "Provisions, Contingent Liabilities and Contingent Asset".</b> |                  |                          |                      |                          |                  | (₹ Crores) |
|--------------------------------------------------------------------------------------------------------------------------|------------------|--------------------------|----------------------|--------------------------|------------------|------------|
| Particulars                                                                                                              | As at 31.03.2025 | Provided during the year | Used during the year | Reversed during the year | As at 31.03.2026 |            |
| (i) Sales related Obligations (warranty)                                                                                 | 435.13           | 516.63                   | *                    | 435.13                   | 516.63           |            |
|                                                                                                                          | (358.45)         | (435.13)                 | *                    | (358.45)                 | (435.13)         |            |
| (ii) Litigation and related disputes                                                                                     | 53.41            | 3.01                     | 3.36                 | 2.81                     | 50.25            |            |
|                                                                                                                          | (52.86)          | (5.09)                   | (1.38)               | (3.16)                   | (53.41)          |            |
| (iii) Extended Producer Responsibility (EPR)                                                                             | 11.62            | 179.52                   | 170.73               | -                        | 20.41            |            |
|                                                                                                                          | (144.50)         | (158.23)                 | (254.56)             | (36.55)                  | (11.62)          |            |

### Notes :

- (i) Cash outflow towards Sales related obligations would generally occur during the next two years.  
\* Claims preferred against sales related obligation during the year ₹ 455.47 Crores (Previous year - ₹ 457.42 Crores).
- (ii) Litigation and related disputes represents estimates mainly for probable claims arising out of litigation/disputes pending with authorities under various statutes (i.e. Goods and Service Tax, Excise and Customs Duty, Electricity/Fuel Surcharge, Cess). The probability and the timing of the outflow with regard to these matters will depend on the final outcome of the litigations/disputes.
- (iii) Cash outflow towards EPR provision would generally occur during the next one year.
- (iv) Figures in brackets are in respect of Previous year.

### c. Related party disclosures in accordance with Ind AS 24

- (a) Names of related parties and nature of relationship where control exists are as under:

#### Subsidiaries:

- i) MRF Corp Ltd.
- ii) MRF International Ltd.
- iii) MRF Lanka (Private) Ltd.
- iv) MRF SG PTE. LTD.
- v) MRF DB - FZCO (A Step down Subsidiary)
- vi) MRF Foundation (A Trust)

- (b) Names of related parties and nature of relationship with whom transactions have taken place:

#### Key Management Personnel (KMP):

- i) Mr. K.M. Mammen, Chairman and Managing Director
- ii) Mr. Arun Mammen, Vice Chairman and Managing Director
- iii) Mr. Rahul Mammen Mappillai, Managing Director
- iv) Mr. Samir Thariyan Mappillai, Whole time Director
- v) Mr. Varun Mammen ,Whole time Director
- vi) Mr. S. Dhanvanth Kumar, Company Secretary
- vii) Mr. Madhu P Nainan, Executive Vice President Finance



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

Close Members of the family of KMP

- i) Mrs. Ambika Mammen, Director (Wife of Chairman and Managing Director)
- ii) Dr. (Mrs) Cibi Mammen, Director (Wife of Vice Chairman and Managing Director)
- iii) Mrs. Meera Mammen (Mother of Mr. Varun Mammen)

Companies in which Directors are interested:

Badra Estate & Industries Limited, Devon Machines Pvt. Ltd., Coastal Rubber Equipments Pvt. Ltd., Braga Industries LLP, Jcee Manufacturing & Services Pvt. Ltd., Kasturi Estates Private Limited, Funscool (India) Ltd., The Malayala Manorama Co. Private Limited, Tarapore and Company, Tarapore Constructions Private Limited, The J.H Tarapore Foundation, KSL Media Limited, Narbod Constructions Pvt. Ltd., Automotive Tyre Manufacturers Association (ATMA), SICGIL India Ltd.

Other Related Parties:

MRF Ltd. Executives Provident Fund Trust, MRF Management Staff Gratuity Scheme, MRF Employees Gratuity Scheme, MRF Managers' Superannuation Scheme, Mr. Zachariah Kurian, Mr. George Mammen.

### (c) Transactions with related parties (excluding reimbursements)

| Nature of Transaction                | Subsidiaries          | KMP                   | Close member of the KMP | Companies in which Directors are interested | Other Related Parties |
|--------------------------------------|-----------------------|-----------------------|-------------------------|---------------------------------------------|-----------------------|
|                                      | Year Ended 31.03.2026 | Year Ended 31.03.2026 | Year Ended 31.03.2026   | Year Ended 31.03.2026                       | Year Ended 31.03.2026 |
| i) Sale of Materials                 | 0.54<br>(0.24)        | -<br>(-)              | -<br>(-)                | 0.31<br>(0.33)                              | -<br>(-)              |
| ii) Purchase of Materials/Machinery  | 3475.27<br>(3250.17)  | -<br>(-)              | -<br>(-)                | 321.97<br>(249.82)                          | -<br>(-)              |
| iii) Sale of Finished Goods          | 0.96<br>(0.99)        | -<br>(-)              | -<br>(-)                | -<br>(-)                                    | -<br>(-)              |
| iv) Payment towards Service          | -<br>(-)              | -<br>(-)              | -<br>(-)                | 32.30<br>(24.86)                            | -<br>(-)              |
| v) Selling and Distribution Expenses | -<br>(-)              | -<br>(-)              | -<br>(-)                | 1.62<br>(1.61)                              | -<br>(-)              |
| vi) Dividend Received                | 0.10<br>(0.10)        | -<br>(-)              | -<br>(-)                | -<br>(-)                                    | -<br>(-)              |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

| (₹ Crores)                                                           |                       |                       |                         |                                             |                       |
|----------------------------------------------------------------------|-----------------------|-----------------------|-------------------------|---------------------------------------------|-----------------------|
| Nature of Transaction                                                | Subsidiaries          | KMP                   | Close member of the KMP | Companies in which Directors are interested | Other Related Parties |
|                                                                      | Year Ended 31.03.2026 | Year Ended 31.03.2026 | Year Ended 31.03.2026   | Year Ended 31.03.2026                       | Year Ended 31.03.2026 |
| vii) Other Receipts                                                  | 0.18<br>(0.18)        | -<br>(-)              | -<br>(-)                | 2.93<br>(2.91)                              | -<br>(-)              |
| viii) Professional charges                                           | -<br>(-)              | -<br>(-)              | -<br>(-)                | -<br>(-)                                    | 0.12<br>(0.21)        |
| ix) Contribution to Retirement Benefit fund /Others                  | 28.85<br>(17.60)      | -<br>(-)              | -<br>(-)                | -<br>(-)                                    | 47.39<br>(121.66)     |
| <b>Compensation*</b>                                                 |                       |                       |                         |                                             |                       |
| x) Short term Employee benefit (including Commission payable to KMP) | -<br>(-)              | 162.29<br>(111.82)    | 3.73<br>(3.29)          | -<br>(-)                                    | -<br>(0.35)           |
| xi) Sitting fees                                                     | -<br>(-)              | -<br>(-)              | 0.04<br>(0.02)          | -<br>(-)                                    | -<br>(-)              |
| <b>Outstanding as at Year End</b>                                    |                       |                       |                         |                                             |                       |
| xii) Investments                                                     | 21.65<br>(21.65)      | -<br>(-)              | -<br>(-)                | -<br>(-)                                    | -<br>(-)              |
| xiii) Trade Receivables                                              | 0.64<br>(0.41)        | -<br>(-)              | -<br>(-)                | -<br>(-)                                    | -<br>(-)              |
| xiv) Other Receivables                                               | -<br>(1.24)           | -<br>(-)              | -<br>(-)                | 4.11<br>(4.93)                              | -<br>(-)              |
| xv) Trade Payables                                                   | 1531.83<br>(1302.54)  | -<br>(-)              | -<br>(-)                | 31.75<br>(25.51)                            | -<br>(-)              |
| xvi) Commission Payable                                              | -<br>(-)              | 93.17<br>(45.91)      | -<br>(-)                | -<br>(-)                                    | -<br>(-)              |
| xvii) Contribution payable to Retirement Benefit fund / Others       | 0.37                  | -<br>(-)              | -                       | -<br>(-)                                    | 120.41<br>(-)         |

\*Remuneration does not include provisions made for Gratuity and Leave benefits (excluding past service cost) amounting to ₹ 3.91 Crores (Previous year- ₹ 2.54 Crores).

Figures in brackets are in respect of Previous year.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### (d) Terms and conditions of transactions with related parties;

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31st March 2026, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (Previous Year: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

### d. Disclosures under Ind AS 108 - "Operating Segment" :

The Company is engaged *inter-alia* in the manufacture of Rubber Products such as Tyres, Tubes, Flaps, Tread Rubber. These in the context of IND AS - 108 - 'Operating Segment' are considered to constitute one single primary segment. The Company's operations outside India do not exceed the quantitative threshold for disclosure envisaged in the IND AS. Non-reportable segments has not been disclosed as unallocated reconciling item in view of its materiality. In view of the above, operating segment disclosures for business/geographical segment are not applicable to the Company.

### Entity wide disclosure required by Ind AS 108 are as detailed below:

|                                                                                                            |                          | (₹ Crores)               |  |
|------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--|
| Particulars                                                                                                | Year ended<br>31.03.2026 | Year ended<br>31.03.2025 |  |
| (i) Products :                                                                                             |                          |                          |  |
| Automobile Tyres                                                                                           | 28260.69                 | 25397.99                 |  |
| Automobile Tubes                                                                                           | 1697.15                  | 1537.18                  |  |
| Others                                                                                                     | 440.78                   | 522.44                   |  |
|                                                                                                            | 30398.62                 | 27457.61                 |  |
| (ii) Revenue from Customers:                                                                               |                          |                          |  |
| India                                                                                                      | 28074.45                 | 25151.09                 |  |
| Outside India                                                                                              | 2324.17                  | 2306.52                  |  |
|                                                                                                            | 30398.62                 | 27457.61                 |  |
| (iii) Non Current Assets :                                                                                 |                          |                          |  |
| India                                                                                                      | 16926.99                 | 16081.30                 |  |
| Outside India                                                                                              | -                        | -                        |  |
| (iv) There are no transactions with single customer which amounts to 10% or more of the Company's revenue. |                          |                          |  |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### e. Disclosures under The Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED'):

The details of liabilities to Micro and Small Enterprises, to the extent information available with the Company are given under:

|                                                                                                                                                                                                                                                                           |            | (₹ Crores) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------|
| Particulars                                                                                                                                                                                                                                                               | 31.03.2026 | 31.03.2025 |
| (i) Principal amounts remaining unpaid to suppliers as at the end of the accounting year                                                                                                                                                                                  | 59.55      | 34.95      |
| (ii) Interest accrued and due to suppliers on above amount, unpaid                                                                                                                                                                                                        | 0.07       | 0.07       |
| (iii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the Supplier beyond the appointed day during the accounting year                                                              | -          | -          |
| (iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006                                                 | -          | 0.02       |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year                                                                                                                                                                                 | 0.07       | 0.09       |
| (vi) The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of MSMED Act, 2006. | 1.52       | 1.45       |

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This had been relied upon by the auditors.

### f. Disclosures as per IND AS - 19 - Employee Benefits

- The contributions to MRF Limited Executives Provident Fund Trust is a defined benefit plan in terms of the definition mentioned in para 7 of IND AS - 19 the accounting for which is to be done on an actuarial basis. The actuary has provided a valuation of provident fund liability based on the assumptions listed below and determined that there is no shortfall as at 31st March, 2026 and for the year ended 31st March 2025. However, the interest shortfall as at 31st March, 2026 if any, would be made good by the company.

The details of fund and plan assets are given below :

|                                              |                          | (₹ Crores)               |
|----------------------------------------------|--------------------------|--------------------------|
| Particulars                                  | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
| Fair value of plan assets                    | 484.84                   | 443.68                   |
| Present value of defined benefit obligations | 484.66                   | 438.56                   |
| <b>Net excess/(Shortfall)</b>                | <b>0.18</b>              | <b>5.12</b>              |

The plan assets have been primarily invested in Government securities, Corporate bonds and Exchange Traded Funds.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

The principal assumptions used in determining the present value of obligation of the interest rate guarantee under deterministic approach are:

Expected guaranteed interest rate - 8.25% (Previous Year - 8.25%)

Discount rate - 7.00% (Previous Year - 6.90%)

- 2) During the year, the Company has recognised the following amounts in the Statement of Profit and Loss:

(₹ Crores)

| Particulars                                                          | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|----------------------------------------------------------------------|--------------------------|--------------------------|
| i) Employer's contribution to Provident Fund and Family Pension Fund | 83.51                    | 78.68                    |
| ii) Employer's contribution to Superannuation Fund                   | 22.20                    | 16.16                    |
| iii) Leave Encashment - Unfunded                                     | 18.20                    | 18.12                    |
| iv) Defined benefit obligation:                                      |                          |                          |

### a) Post Retirement Medical Benefit - Unfunded

- i) Expenses Recognised in the Income Statement

(₹ Crores)

| Particulars                                                                 | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-----------------------------------------------------------------------------|--------------------------|--------------------------|
| Current Service Cost                                                        | 0.25                     | 0.25                     |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | 0.50                     | 0.52                     |
|                                                                             | 0.75                     | 0.77                     |

- ii) Changes in the Present Value of Obligation

(₹ Crores)

| Particulars                                                                 | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-----------------------------------------------------------------------------|--------------------------|--------------------------|
| Present Value of Obligation as at the beginning                             | 7.64                     | 7.22                     |
| Current Service Cost                                                        | 0.25                     | 0.25                     |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | 0.50                     | 0.52                     |
| Re-measurement (or Actuarial) (gain) / loss arising from:                   |                          |                          |
| - change in demographic assumptions                                         | (0.80)                   | -                        |
| - change in financial assumptions                                           | (0.02)                   | 0.29                     |
| - experience variance (i.e. Actual experience vs assumptions)               | (2.99)                   | (0.63)                   |
| Benefits Paid                                                               | (0.01)                   | (0.01)                   |
| Present Value of Obligation as at the end                                   | 4.57                     | 7.64                     |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### iii) Other Comprehensive Income

| (₹ Crores)                                                                   |                          |                          |
|------------------------------------------------------------------------------|--------------------------|--------------------------|
| Particulars                                                                  | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
| Actuarial (gains) / losses                                                   |                          |                          |
| - change in demographic assumptions                                          | (0.80)                   | -                        |
| - change in financial assumptions                                            | (0.02)                   | 0.29                     |
| - experience variance (i.e. Actual experience vs assumptions)                | (2.99)                   | (0.63)                   |
| Components of defined benefit costs recognised in Other Comprehensive Income | (3.81)                   | (0.34)                   |

### iv) Actuarial Assumptions

#### a. Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below:

| Particulars               | As at<br>31.03.2026 | As at<br>31.03.2025 |
|---------------------------|---------------------|---------------------|
| Discount rate (per annum) | 6.95%               | 6.90%               |

#### b. Demographic Assumptions

| Particulars                                        | As at<br>31.03.2026 | As at<br>31.03.2025 |
|----------------------------------------------------|---------------------|---------------------|
| Mortality Rate % of IALM 2012-14 (Pre-Retirement)  | 100%                | 100%                |
| Mortality Rate % of IALM 2012-15 (Post-Retirement) | 100%                | 100%                |
| Withdrawal rates, based on age: (per annum)        |                     |                     |
| Up to 30 years                                     | 3% to 15%           | 3.00%               |
| 31-44 years                                        | 2% to 5%            | 2.00%               |
| Above 44 years                                     | 1% to 5%            | 1.00%               |



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### b) Gratuity - Funded

#### i) Changes in the Present Value of Obligation

| (₹ Crores)                                                    |                          |                          |
|---------------------------------------------------------------|--------------------------|--------------------------|
| Particulars                                                   | Year ended<br>31.03.2026 | Year ended<br>31.03.2025 |
| Present Value of Obligation as at the beginning               | 600.37                   | 562.49                   |
| Current Service Cost                                          | 32.74                    | 27.60                    |
| Interest Cost                                                 | 42.66                    | 40.47                    |
| Re-measurement (or Actuarial) (gain) / loss arising from:     |                          |                          |
| - change in demographic assumptions                           | 5.02                     | -                        |
| - change in financial assumptions                             | (4.27)                   | 15.54                    |
| - experience variance (i.e. Actual experience vs assumptions) | (17.63)                  | (9.98)                   |
| Past Service Cost                                             | 41.46                    | -                        |
| Benefits Paid                                                 | (44.96)                  | (35.75)                  |
| Present Value of Obligation as at the end                     | 655.39                   | 600.37                   |

#### ii) Changes in the Fair Value of Plan Assets

| (₹ Crores)                                                                 |                          |                          |
|----------------------------------------------------------------------------|--------------------------|--------------------------|
| Particulars                                                                | Year ended<br>31.03.2026 | Year ended<br>31.03.2025 |
| Fair Value of Plan Assets as at the beginning                              | 564.99                   | 489.07                   |
| Investment Income                                                          | 37.99                    | 35.19                    |
| Employer's Contribution                                                    | -                        | 73.42                    |
| Benefits Paid                                                              | (44.96)                  | (35.75)                  |
| Return on plan assets, excluding amount recognised in net interest expense | (19.19)                  | 3.06                     |
| Fair Value of Plan Assets as at the end                                    | 538.83                   | 564.99                   |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### iii) Expenses Recognised in the Income Statement

(₹ Crores)

| Particulars                                                                 | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-----------------------------------------------------------------------------|--------------------------|--------------------------|
| Current Service Cost                                                        | 32.74                    | 27.60                    |
| Past Service Cost                                                           | 41.46                    | -                        |
| Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset) | 4.67                     | 5.28                     |
| Payable/(Recoverable) to/ from a subsidiary company                         | (2.32)                   | (1.01)                   |
|                                                                             | 76.55                    | 31.87                    |

### iv) Other Comprehensive Income

(₹ Crores)

| Particulars                                                                  | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|------------------------------------------------------------------------------|--------------------------|--------------------------|
| Actuarial (gains) / losses                                                   |                          |                          |
| - change in demographic assumptions                                          | 5.02                     | -                        |
| - change in financial assumptions                                            | (4.27)                   | 15.54                    |
| - experience variance (i.e. Actual experience vs assumptions)                | (17.63)                  | (9.98)                   |
| Return on plan assets, excluding amount recognised in net interest expense   | 19.19                    | (3.06)                   |
| Payable/(Recoverable) from a subsidiary company                              | 2.63                     | (0.23)                   |
| Components of defined benefit costs recognised in other comprehensive income | 4.94                     | 2.27                     |

### v) Major categories of Plan Assets (as percentage of Total Plan Assets)

| Particulars              | As at<br>31.03.2026 | As at<br>31.03.2025 |
|--------------------------|---------------------|---------------------|
| Funds managed by Insurer | 100%                | 100%                |

- In the absence of detailed information regarding Plan assets which is funded with Insurance Company, the composition of each major category of Plan assets, the percentage or amount for each category to the fair value of Plan assets has not been disclosed.

- The group gratuity Policies with Insurance Companies includes employees of MRF Corp Ltd., a Subsidiary Company.



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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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## vi) Actuarial Assumptions

## a. Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below:

| Particulars                    | As at<br>31.03.2026 | As at<br>31.03.2025 |
|--------------------------------|---------------------|---------------------|
| Discount rate (per annum)      | 6.95%               | 6.90%               |
| Salary growth rate (per annum) | 5.50%               | 5.50%               |

## b. Demographic Assumptions

| Particulars                                          | As at<br>31.03.2026 | As at<br>31.03.2025 |
|------------------------------------------------------|---------------------|---------------------|
| Mortality Rate % of IALM 2012-14 (% of IALM 2006-08) | 100%                | 100%                |
| Withdrawal rates, based on age: (per annum)          |                     |                     |
| Up to 30 years                                       | 3% to 15%           | 3.00%               |
| 31 - 44 years                                        | 2% to 5%            | 2.00%               |
| Above 44 years                                       | 1% to 5%            | 1.00%               |

## vii) Amount, Timing and Uncertainty of Future Cash Flows

## a. Sensitivity Analysis:

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

(₹ Crores)

| Particulars                       | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-----------------------------------|---------------------|---------------------|
| Defined Benefit Obligation (Base) | 655.39              | 600.37              |

| Particulars                                    | As at 31.03.2026 |          | As at 31.03.2025 |          |
|------------------------------------------------|------------------|----------|------------------|----------|
|                                                | Decrease         | Increase | Decrease         | Increase |
| Discount Rate (- / + 1%)                       | 708.13           | 609.39   | 657.77           | 550.90   |
| (% change compared to base due to sensitivity) | 8.00%            | -7.00%   | 9.60%            | -8.20%   |
| Salary Growth Rate (- / + 1%)                  | 611.20           | 704.42   | 549.77           | 658.04   |
| (% change compared to base due to sensitivity) | -7.00%           | 7.00%    | -8.40%           | 9.60%    |
| Attrition Rate (- / + 50%)                     | 647.99           | 661.19   | 598.87           | 601.76   |
| (% change compared to base due to sensitivity) | -1.00%           | 1.00%    | -0.30%           | 0.20%    |
| Mortality Rate (- / + 10%)                     | 655.16           | 655.62   | 599.49           | 601.25   |
| (% change compared to base due to sensitivity) | 0.00%            | 0.00%    | -0.10%           | 0.10%    |

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation from the prior period. For change in assumptions please refer to section vi above, where assumptions for prior period, if applicable, are given.

b. Asset Liability Matching Strategies

The scheme is managed on funded basis.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### c. Effect of Plan on Entity's Future Cash Flows

- Funding arrangements and Funding Policy

The scheme is managed on funded basis.

(₹ Crores)

|                                                                                                                                     | As at 31.03.2026 | As at 31.03.2025 |
|-------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| - Expected Contribution during the next annual reporting period<br>The Company's best estimate of Contribution during the next year | 33.43            | 40.83            |

- Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cash flows)

9 Years

9 Years

(₹ Crores)

|                                                                     | As at 31.03.2026 | As at 31.03.2025 |
|---------------------------------------------------------------------|------------------|------------------|
| - Expected cash flows over the next (valued on undiscounted basis): |                  |                  |
| 1 year                                                              | 80.47            | 69.75            |
| 2 to 5 years                                                        | 238.95           | 208.06           |
| 6 to 10 years                                                       | 237.25           | 239.87           |

### v) Other Long Term Employee Benefits unfunded:

(₹ Crores)

| Particulars                 | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-----------------------------|---------------------|---------------------|
| Present value of obligation |                     |                     |
| Leave Encashment            | 88.51               | 64.95               |

### g. Expenditure on Research and Development during the year ended 31st March 2026

(₹ Crores)

| Particulars          | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|----------------------|--------------------------|--------------------------|
| Revenue Expenditure  | 228.50                   | 204.71                   |
| Capital Expenditure* | 254.77                   | 20.79                    |
| <b>Total</b>         | <b>483.27</b>            | <b>225.50</b>            |

\*Includes cost of Test Track constructed ₹ 179.88 Crore.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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**h. Terms of Repayment and Security Description of Borrowings:(Refer Note 11)****a) Current Borrowings**

Loans repayable on demand from banks are secured by hypothecation of Inventories and book debts, equivalent to the outstanding amount and carries interest rates at the rate of 5.36% to 8.50% (Previous year 7% to 9%).

**b) Non Current Borrowings****i) Indian Rupee Term Loan (Unsecured) from the HSBC Bank**

Indian Rupee Term Loan of ₹ 150 Crores availed in July, 2021 is for capital expenditure. Interest is payable at a rate equal to the three months T-Bill rate plus a margin of 1.33% payable monthly. The said Loan is repayable in three equal annual instalment in July 2025/July 2026/July 2027. As on 31st March 2026 the outstanding balance is ₹ 100 Crores.

**ii) Indian Rupee Term Loan (Unsecured) from the HDFC Bank**

a) Indian Rupee Term Loan of ₹ 300 Crores availed in June, 2020 is for capital expenditure. Interest is payable at a rate equal to repo rate plus a margin of 1.70% payable monthly. The said Loan is repayable in three equal annual instalment in June 2024/June 2025/June 2026. As on 31st March 2026, the outstanding balance is ₹ 100 Crores.

b) Indian Rupee Term Loan of ₹ 150 Crores availed in June, 2021 is for capital expenditure. Interest is payable at a rate equal to repo rate plus a margin of 0.75% payable monthly. The said Loan is repayable in three equal annual instalment in June 2025/June 2026/June 2027. As on 31st March 2026, the outstanding balance is ₹ 100 Crores.

iii) 15,000 [Floating Interest rate linked to 6 month T-Bill rate] Listed, Unsecured, rated, redeemable, Taxable, Non-Convertible Debentures of ₹ 1,00,000/- each aggregating to ₹ 150 Crore issued on 24th February 2023, were redeemed on 24th February, 2026.

iv) Secured Loan of ₹ 80.92 Crores was availed under SIPCOT soft loan in March 2020, further, additional SIPCOT Loan (secured) of ₹ 7.75 Crores was availed in March 2023. Interest is payable quarterly at a rate of 0.10% (Previous year - 0.10%). These loans are secured by way of second charge on the Fixed Assets created at the Company's plants at Perambalur, near Trichy, Tamil Nadu. These loans will be repaid in full in April 2033 and April 2036 respectively.

v) Deferred payment credit is repayable along with interest (at varying rates) in 240 consecutive monthly instalments ending in April 2026.

**c) Compliance with loan covenants:**

Bank loans availed by the company are subjected to certain covenants relating to Interest/Debt service coverage ratio, current ratio and total financial debt to EBITDA and Tangible net worth. As at 31st March, 2026, Company is in compliance with all such covenants as stipulated in the loan agreements.



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### i. Inventories

Inventories written down for obsolescence and Non-moving stocks for the year amounts to ₹ 54.08 Crores (Previous Year - ₹ 14.33 Crores) net of reversal. The amount of write down of inventories to net realizable value recognised as an expenses was ₹ 9.21 Crores (Previous Year - ₹ 8.99 Crores). The cost of inventories recognised as an expense during the year in respect of continuing operations was ₹ 20007.59 Crores (Previous Year - ₹ 18293.03 Crores).

### j. Extended Producer Responsibility (EPR)

Vide Notification dated 21st July 2022, The Ministry of Environment, Forest and Climate Change notified Regulations on Extended Producer Responsibilities (EPR) for waste tyres applicable to tyre manufacturers. The Company has a present legal obligation as at the year end to recognize a liability with respect to the levy. The Company has recognized a provision for 2025-26, amounting to ₹ 150.19 Crores (net of reversal of ₹ 29.46 Crores relating to earlier years). The obligations are to be fulfilled by purchasing certificates from recyclers who are registered with the Central Pollution Control Board. The calculation of the levy is based on the domestic revenue, generated in 2023-24 (used for computing obligation in 2025-26).

k. The amount due and paid during the year to “Investor Education and Protection Fund” is ₹ 0.20 Crores (Previous year - ₹ 0.46 Crores)

### l. Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) Activities, which for the financial year ended 31st March 2026 amounts to ₹ 39.41 Crores (Previous year - ₹ 29.82 crores). A CSR Committee has been formed by the Company as per the Act. During the financial year ended 31st March 2026, the Company has incurred an amount of ₹ 21 Crores.

Amount spent during the year on:

(₹ Crores)

| Particulars                                                                                                | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| 1 Amount required to be spent by the company during the year                                               | 39.41                    | 29.82                    |
| 2 Amount of expenditure incurred on :                                                                      |                          |                          |
| (i) Construction/acquisition of any asset                                                                  | 9.16                     | 4.00                     |
| (ii) On Purposes other than (i) above                                                                      | 11.84                    | 10.47                    |
| 3 Shortfall at the end of the year                                                                         | 18.41                    | 15.35                    |
| 4 Total of previous years shortfall                                                                        | -                        | -                        |
| 5 Reason for shortfall*                                                                                    | -                        | -                        |
| 6 Nature of CSR activities**                                                                               | -                        | -                        |
| 7 Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard |                          |                          |
| - Contribution to MRF Foundation in relation to CSR expenditure                                            | 28.85                    | 17.60                    |

\*The shortfall in CSR expenditure was on account of delay in implementation of projects and project duration extending beyond one financial year as per their original schedule of implementation. The shortfall is transferred to unspent CSR Bank account on 29th April, 2026 (Previous year 28th April, 2025). The amount spent, during the year, out of the shortfall at the end of the previous year's is ₹ 10.49 Crores.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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\*\*Disaster Management including Relief, Promotion of Education, Environmental Sustainability, Livelihood enhancement, Vocational Skill development, Promoting Health care, Safe drinking water, Training for Sports, Sanitation and Hygiene, Rural Development projects.

**m. Earnings Per Share (Basic and Diluted)**

| Particulars                                 |          | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|---------------------------------------------|----------|--------------------------|--------------------------|
| Profit after taxation                       | ₹ Crores | 2355.40                  | 1822.55                  |
| Number of equity shares (Face Value ₹ 10/-) | Nos.     | 4241143                  | 4241143                  |
| Earnings per share                          | ₹        | 5553.70                  | 4297.31                  |

**n. Events Occurring after the Balance Sheet date**

The proposed final dividend for Financial Year 2025-26 amounting to ₹ 97.12 Crores will be recognised as distribution to owners during the financial year 2026-27 on its approval by Shareholders. The proposed final dividend amounts to ₹ 229/- per share.

**o. Capital and Other Commitments**

- (i) Estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for - ₹ 1513.75 Crores (Previous Year - ₹ 714.11 Crores)
- (ii) Guarantees given by the Banks - ₹ 70.95 Crores (Previous Year - ₹ 65.03 Crores)
- (iii) Letters of Credit issued by the Banks - ₹ 349.36 Crores (Previous Year - ₹ 168.23 Crores)
- (iv) Commitments relating to Lease arrangements - Refer Note 2(c)(3)
- (v) Commitment to Rubber Board towards Promotion of Rubber Plantations in North East and Other Parts of India- ₹ 112.04 Crores (net of payments) (Previous Year - ₹ 208.04 Crores)
- (vi) Derivative contract related commitments - Refer Note 24B(i)(b)



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### p. (i) Key Financial Ratios

| Sl. No. | Description                      | Numerator                                     | Denominator                                                                                                              | 2025-26 | 2024-25 | Change in Percentage (%) | Reasons for Change if variation is more than 25%                    |
|---------|----------------------------------|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|---------|---------|--------------------------|---------------------------------------------------------------------|
| 1       | Current Ratio                    | Current assets                                | Current Liabilities                                                                                                      | 1.62    | 1.48    | 9                        |                                                                     |
| 2       | Debt Equity Ratio                | Long Term Debt                                | Shareholder's Equity                                                                                                     | 0.02    | 0.04    | (53)                     | Reduction is due to repayment of borrowings during the current year |
| 3       | Debt Service Coverage Ratio      | EBITDA                                        | Interest Expense + Principal Repayments                                                                                  | 9.03    | 13.63   | (34)                     | Reduction is due to repayment of borrowings during the current year |
| 4       | Return on Equity (%)             | PAT (After Exceptional item)                  | Average Shareholder's Equity                                                                                             | 12.20%  | 10.53%  | 16                       |                                                                     |
| 5       | Inventory Turnover Ratio         | Cost of Sales                                 | Average Inventory                                                                                                        | 5.25    | 5.27    | -                        |                                                                     |
| 6       | Trade Receivables Turnover Ratio | Net Credit Sales                              | Average Trade Receivables                                                                                                | 9.04    | 9.00    | -                        |                                                                     |
| 7       | Trade Payables Turnover Ratio    | Net Credit Purchases                          | Average Trade Payables                                                                                                   | 3.63    | 4.42    | (18)                     |                                                                     |
| 8       | Net Capital Turnover Ratio       | Net Sales                                     | Working Capital                                                                                                          | 5.58    | 6.57    | (15)                     |                                                                     |
| 9       | Net Profit Margin (%)            | PAT (After Exceptional item)                  | Total Income                                                                                                             | 7.56%   | 6.49%   | 16                       |                                                                     |
| 10      | Return on Capital Employed (%)   | EBIT (Excl Other income and Exceptional item) | Capital Employed                                                                                                         | 13.14%  | 11.39%  | 15                       |                                                                     |
| 11      | Return on Investment             | Income generated from Invested funds          | Time weighted average of investments (includes Quoted Equity shares, Debt instruments - Bonds and Unquoted mutual funds) | 6.46%   | 8.34%   | (23)                     |                                                                     |

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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**q. Contingent Liabilities not provided for:**

Claims not acknowledged as debts:

- (a) Competition Commission of India (CCI) matter - Refer Note 1 below
- (b) Disputed Sales Tax demands pending before the Appellate Authorities /High Court - ₹ 243.65 Crores (Previous Year- ₹ 241.39 Crores). Against the said demand the Company has deposited an amount of ₹ 3.61 Crores (Previous Year - ₹ 3.63 Crores).
- (c) Contractual claims not acknowledged - ₹ 7.76 Crores (Previous Year - ₹ 7.76 Crores).
- (d) Disputed Excise/Customs Duty demands pending before the Appellate Authorities/High Court - ₹ 64.08 Crores (Previous Year - ₹ 594.43 Crores). Against the said demand the company has deposited an amount of ₹ 3.69 Crores (Previous Year - ₹ 18.21 Crores). Reduction in Tax demand is on account of favourable orders received during the year.
- (e) Disputed Income Tax Demands pending before the appellate authorities - ₹ 112.57 Crores (Previous Year - ₹ 103.44 Crores). Against the said demand the Company has deposited an amount of ₹ 111.54 Crores (Previous Year - ₹ 117.12 Crores).
- (f) Disputed Goods and Service Tax demands pending before the Appellate Authorities - ₹ 40.71 Crores (Previous Year- ₹ 69.66 Crores). Against the said demand the Company has deposited an amount of ₹ 3.28 Crores (Previous Year - ₹ 3.59 Crores).

**Note 1:** The Competition Commission of India (CCI) had on 2nd February, 2022 released its order dated 31st August, 2018, imposing penalty on certain Tyre Manufacturers including the Company and also the Automotive Tyre Manufacturers' Association, concerning the breach of the provisions of the Competition Act, 2002, during the year 2011-12. A penalty of ₹ 622.09 Crores was imposed on the Company. The appeal filed by the Company before National Company Law Appellate Tribunal (NCLAT) has been disposed off by remanding the matter to CCI for review after hearing the parties. CCI has in February 2023 filed an appeal against the Order of NCLAT before the Hon'ble Supreme Court. Pending disposal, the Company has filed an appeal before the Hon'ble Supreme Court against the order of NCLAT, which has been tagged with the appeal filed by CCI in the Supreme Court. The Company is of the view that no provision is considered necessary in respect of this matter in the Standalone Financial Statements.

**r. Other Statutory Information**

- (i) The Company does not have any Benami property nor any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:



## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall :
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not recorded any transaction in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Company has not been declared a wilful defaulter by any bank or financial institution or any of the lenders.
- (ix) The quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

### s. Other Notes :

| Particulars                                                                | (₹ Crores)             |          |                        |          |
|----------------------------------------------------------------------------|------------------------|----------|------------------------|----------|
|                                                                            | Year ended 31.03.2026  |          | Year ended 31.03.2025  |          |
|                                                                            | % of total Consumption | Value    | % of total Consumption | Value    |
| 1) Value of imported/indigenous raw material/ stores and spares consumed : |                        |          |                        |          |
| Raw Materials                                                              |                        |          |                        |          |
| Imported at landed cost                                                    | 33.71                  | 6317.07  | 31.81                  | 5836.11  |
| Indigenous                                                                 | 66.29                  | 12423.46 | 68.19                  | 12512.86 |
|                                                                            | 100.00                 | 18740.53 | 100.00                 | 18348.97 |
| Stores and Spares                                                          |                        |          |                        |          |
| Imported at landed cost                                                    | 6.05                   | 38.14    | 6.42                   | 33.17    |
| Indigenous                                                                 | 93.95                  | 592.17   | 93.58                  | 483.89   |
|                                                                            | 100.00                 | 630.31   | 100.00                 | 517.06   |

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

|                                                                    | (₹ Crores)               |                          |
|--------------------------------------------------------------------|--------------------------|--------------------------|
|                                                                    | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
| 2) Details of Purchase of Stock in Trade                           |                          |                          |
| 'T' and 'S' Equipments                                             | 21.62                    | 7.84                     |
| Sports Goods                                                       | 9.60                     | 16.24                    |
| Others                                                             | 3.07                     | 4.02                     |
|                                                                    | 34.29                    | 28.10                    |
| 3) CIF Value of Imports:                                           |                          |                          |
| a. Raw Materials                                                   | 5627.60                  | 5384.64                  |
| b. Components and Spare Parts                                      | 141.78                   | 105.24                   |
| c. Capital Goods                                                   | 233.98                   | 259.07                   |
| 4) Earnings in Foreign Exchange:                                   |                          |                          |
| FOB Value of Exports                                               | 2030.03                  | 2044.14                  |
| Freight and Insurance                                              | 11.72                    | 15.81                    |
| Note: FOB Value of Exports excludes export sales in Indian Rupees  |                          |                          |
| 5) Expenditure in Foreign Currency paid or payable by the Company: |                          |                          |
| a. Interest and Finance Charges                                    | 3.16                     | 3.58                     |
| b. Professional and Consultation Fees                              | 17.83                    | 15.91                    |
| c. Travelling                                                      | 2.67                     | 2.68                     |
| d. Advertisements                                                  | 23.46                    | 17.73                    |
| e. Traded goods                                                    | 3.57                     | 3.22                     |
| f. Insurance                                                       | 7.23                     | 7.25                     |
| g. Others                                                          | 40.34                    | 39.13                    |

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Reg. No. 107122W / W100672  
N. KASHINATH  
Partner  
Mem. No. 036490  
Chennai  
Dated 7<sup>th</sup> May, 2026

For SASTRI & SHAH  
Chartered Accountants  
Firm Reg. No. 003643S  
C R KUMAR  
Partner  
Mem. No. 026143  
Chennai

MADHU P NAINAN  
Executive Vice President  
Finance  
Chennai

THULSIDASS T V  
Vice President, General  
Counsel & Company Secretary  
Chennai

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469  
Chennai

K M MAMMEN  
Chairman & Managing Director  
DIN : 00020202  
Chennai



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# **CONSOLIDATED FINANCIAL STATEMENTS**

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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MRF LIMITED

### Report on the Audit of the Consolidated Financial Statements

#### 1. Opinion

We have audited the accompanying Consolidated Financial Statements of MRF Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flows Statement for the year ended on that date and notes to financial statements, a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the Consolidated state of affairs (financial position) of the Group as at 31st March 2026, and its Consolidated profit (financial performance including Other

Comprehensive Income), the Consolidated Changes in Equity and its Consolidated Cash Flows for the year ended on that date.

#### 2. Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

#### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements of the current year. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1       | <p><b>Employee Benefits :</b></p> <p>The valuation of the retirement benefit schemes in the Group is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates.</p> <p>Further the changes to employee benefits plans arising from legislative amendments are treated as plan amendments, requiring recognition of past service cost in the statement of profit and loss.</p> <p>Due to the enacted amendments and the size of these schemes, the changes due to the amendments and assumptions have a material impact on the estimated employee benefits.</p> | <p><b>Our audit procedures included:</b></p> <p>We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.</p> <p>We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, the salary restructuring exercise in compliance with the Labour Codes and any other amendments made to the obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.</p> |
| 2       | <p><b>Provision for Sales related obligations (warranty)</b></p> <p>The Holding Company makes an estimated provision for sales related obligations based on commitments, established trade practices, historical trends and other assumptions which are judgemental including those relating to outflow of resources.</p> <p>Considering the significant judgements involved in making the above estimate, we have considered this as a key audit matter.</p>                                                                                                                                                                                                            | <p><b>Our audit procedures included:</b></p> <p>We understood and tested the controls over the assumptions applied in arriving at the provision for Sales related obligations.</p> <p>Tested on sample basis, the provision made during the year with relevant data elements, assumptions involved, validation of formula used in the spread sheet and management review and control of the relevant internal and external factors impacting the provision.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 3       | <p><b>Litigation, Claims and Contingent Liabilities</b></p> <p>Refer Note 25 (j)</p> <ul style="list-style-type: none"> <li>The Group is exposed to variety of different laws, regulations and interpretations thereof. Consequently, in the normal course of business, Provisions and Contingent Liabilities may arise from legal proceedings, constructive obligations and commercial claims.</li> </ul>                                                                                                                                                                                                                                                               | <p><b>Our audit procedures included:</b></p> <ul style="list-style-type: none"> <li>We understood the processes, evaluated the design and implementation of controls and tested the operating effectiveness of the Group's controls over the recording and re-assessment of uncertain legal positions, claims and contingent liabilities.</li> <li>We held discussions with senior management including the person responsible for legal and compliance to obtain an understanding of the factors considered by management in classification of the matter as 'probable', 'possible' and 'remote'.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

| Sr. No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | How the matter was addressed in our audit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|         | <ul style="list-style-type: none"> <li>• Management applies significant judgement when considering whether and how much to provide for the potential exposure of each matter.</li> <li>• These estimates could change substantially over time as new facts emerge as each legal case or matters progresses.</li> <li>• Given the different views possible, basis the interpretations, complexity and the magnitude of potential exposures and the judgement necessary to estimate the amount of provision required or determine required disclosures.</li> </ul>                                   | <ul style="list-style-type: none"> <li>• Examined the Holding Company's legal expenses on sample basis and read the minutes of the board meetings in order to ensure completeness.</li> <li>• With respect to tax matters, involving our tax specialists, and discussing with the Holding Company's tax officers, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws.</li> <li>• Assessing the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures.</li> <li>• For those matters where management concluded that no provisions should be recorded, considering the adequacy and completeness of the disclosures.</li> </ul>                                                                                                                                                                      |
| 4       | <p><b>Property, Plant and Equipment (Including Capex)</b></p> <ul style="list-style-type: none"> <li>• Tracking and monitoring capex requires more attention to ensure reasonable accurateness and completeness of financial reporting in respect of Property, Plant and Equipment.</li> <li>• Further, technical complexities require management to assess and make estimates/judgements about capitalization, estimated useful life, impairment etc., which has material impact on Balance Sheet and Operating Results.</li> <li>• Refer note 1 to Consolidated Financial Statements.</li> </ul> | <p><b>Our audit procedures included:</b></p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>• We assessed company's process regarding maintenance of records and accounting of transactions pertaining to Property, Plant and Equipment including capital work in progress with reference to Ind AS 16.</li> <li>• We have carried out substantive audit procedures at financial and assertion level to verify the capitalization of assets as Property, Plant and Equipment.</li> <li>• We have reviewed management judgement pertaining to estimation of useful life and depreciation of the Property, Plant and Equipment in accordance with Schedule II of the Companies Act, 2013.</li> <li>• We have relied on physical verification conducted by management and management representations.</li> </ul> |



#### **4. Information Other than the Consolidated Financial Statements and Auditor's Report thereon**

The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, Business Responsibility and Sustainability Report, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **5. Management's Responsibility and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Act that give a true and fair view of the Consolidated financial position, Consolidated financial performance including Other Comprehensive Income, Consolidated Changes in Equity and Consolidated Cash Flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies/entity included in the Group are responsible for maintenance of adequate

accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/entity included in the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the companies/entity included in the Group are responsible for assessing the ability of each company/entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Management and Board of Directors either intends to liquidate the Companies/entity or to cease operations, or has no realistic alternative but to do so.

The respective Management and Board of Directors of the companies/entity included in the Group are responsible for overseeing the financial reporting process of the Companies/entity.

#### **6. Auditor's Responsibilities for the audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of Management's and Board of Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events

or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most



significance in the audit of the Consolidated Financial Statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## 7. Other Matters

We did not audit the financial statements / financial information of certain subsidiaries whose financial statements / financial information reflect total assets of ₹ 529.11 Crores as at 31st March 2026, total revenues of ₹ 504.69 Crores, total net profit after tax of ₹ 67.65 Crores and net cash outflow of ₹ 87 Crores for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## 8. Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies are disqualified as on 31st March 2026, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and subsidiary companies, which are companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) As required by section 197(16) of the Act, based on our audit, we report that the Holding Company and its subsidiary companies incorporated in India, has paid and provided for remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

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- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the Consolidated financial position of the Group – Refer Note 25 (j) to the Consolidated Financial Statements;
  - ii. The Group has long-term contracts including derivative contracts for which there were no material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding company and its subsidiary companies incorporated in India.
  - iv. (a) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and other auditors that to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary companies incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or otherwise that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of its subsidiaries, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and other auditors that to the best of their knowledge and belief, no funds have been received by the Holding Company and its subsidiary companies incorporated in India, from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of its subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (c) Based on such audit procedures, we have considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that causes us to believe that the above representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.
- v. The Holding Company and its subsidiary companies incorporated in India have complied with the provisions with respect to Section 123 of the Companies Act, 2013 in respect of final dividend proposed in the previous year, interim dividends declared and paid during the year and the proposed final dividend for the year which is subject to the approval of members at the ensuing Annual General Meeting, as applicable.



- vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, the Holding company, subsidiaries, have used an accounting software for maintaining its books of account which has a inbuilt feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Holding Company and the above referred subsidiaries as per statutory requirements for record retention.
- vii. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the Order/CARO) issued by the central government in terms of section 143 (11) of the act, to be included in the Auditor's Report, according to the information and

explanation given to us, and based on CARO reports issued by us and the component auditor for the Holding company and its subsidiaries incorporated in India included in the consolidated financial statements of the Holding company, to which the reporting under CARO is applicable. We report that there are no qualifications or adverse remarks in these CARO reports.

**For M M NISSIM & CO. LLP**

Chartered Accountants

Firm Reg. No. 107122W / W100672

**N KASHINATH**

Partner

Mem.No.036490

UDIN: 26036490EXFKBA4385

Place: Chennai

Date : 7th May, 2026

**For SASTRI & SHAH**

Chartered Accountants

Firm Reg. No. 003643S

**C R KUMAR**

Partner

Mem.No.026143

UDIN: 26026143HQGACJ6650

Place : Chennai

Date : 7th May, 2026

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**“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF  
EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF  
MRF LIMITED.**

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE  
(I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT,  
2013 (“THE ACT”)**

**OPINION**

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as at and for the year ended 31st March 2026, we have audited the internal financial controls with reference to Consolidated Financial Statements of **MRF LIMITED** (“the Holding Company”) and its subsidiary companies which are companies incorporated in India, as of that date. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and internal financial controls were operating effectively as at 31st March 2026, based on the internal financial control with reference to Consolidated Financial Statement criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

**1. MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL  
CONTROLS**

The Respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal financial control reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the

prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**2. AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and its subsidiary companies which are incorporated in India, based on our audit and report of other auditors. We conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements includes obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of a subsidiary company incorporated in India, in terms of their report referred to in other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company and its subsidiary company which is incorporated in India.



### 3. MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### 4. INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur

and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### 5. OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Financial Statements in so far as it relates to subsidiary companies, incorporated in India, is based on the report of other auditors.

#### For M M NISSIM & CO. LLP

Chartered Accountants

Firm Reg. No. 107122W / W100672

#### N KASHINATH

Partner

Mem. No. 036490

UDIN: 26036490EXFKBA4385

Place: Chennai

Date : 7th May, 2026

#### For SASTRI & SHAH

Chartered Accountants

Firm Reg. No. 003643S

#### C R KUMAR

Partner

Mem. No.026143

UDIN: 26026143HQQACJ6650

Place : Chennai

Date : 7th May, 2026

**MRF LIMITED, CHENNAI****CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2026**

|                                                                                            | Note  | As at 31.03.2026 | (₹ Crores)<br>As at 31.03.2025 |
|--------------------------------------------------------------------------------------------|-------|------------------|--------------------------------|
| <b>ASSETS</b>                                                                              |       |                  |                                |
| <b>Non-Current Assets</b>                                                                  |       |                  |                                |
| Property, Plant and Equipment                                                              | 2 (a) | 12136.15         | 12350.88                       |
| Capital Work-in-Progress                                                                   | 2 (b) | 1033.80          | 1168.63                        |
| Right of Use Assets                                                                        | 2 (c) | 808.37           | 850.34                         |
| Other Intangible Assets                                                                    | 2 (d) | 21.90            | 21.33                          |
| Financial Assets:                                                                          |       |                  |                                |
| - Investments                                                                              | 3     | 340.96           | 1134.82                        |
| - Loans                                                                                    | 4     | 0.49             | 7.67                           |
| - Other financial assets                                                                   | 5     | 2046.10          | 41.19                          |
| Non Current Tax Asset(Net)                                                                 |       | 275.63           | 340.58                         |
| Other non-current assets                                                                   | 6     | 473.61           | 266.82                         |
| <b>Current Assets</b>                                                                      |       |                  |                                |
| Inventories                                                                                | 7     | 5416.82          | 5624.78                        |
| Financial Assets:                                                                          |       |                  |                                |
| - Investments                                                                              | 3     | 3056.85          | 3413.42                        |
| - Trade Receivables                                                                        | 8     | 3541.58          | 3370.25                        |
| - Cash and Cash Equivalents                                                                | 9     | 304.59           | 373.85                         |
| - Bank Balances other than Cash and Cash Equivalents                                       | 10    | 1878.13          | 112.91                         |
| - Loans                                                                                    | 4     | 3.53             | 5.02                           |
| - Other financial assets                                                                   | 5     | 193.01           | 192.65                         |
| Other Current Assets                                                                       | 6     | 421.99           | 413.80                         |
| <b>TOTAL ASSETS</b>                                                                        |       | <b>31953.51</b>  | <b>29688.94</b>                |
| <b>EQUITY AND LIABILITIES</b>                                                              |       |                  |                                |
| <b>EQUITY</b>                                                                              |       |                  |                                |
| Equity Share Capital                                                                       | SOCE  | 4.24             | 4.24                           |
| Other Equity                                                                               | SOCE  | 20970.32         | 18605.52                       |
| Non Controlling Interest                                                                   |       | 0.19             | 0.18                           |
| <b>Total Equity</b>                                                                        |       | <b>20974.75</b>  | <b>18609.94</b>                |
| <b>LIABILITIES</b>                                                                         |       |                  |                                |
| <b>Non-Current Liabilities</b>                                                             |       |                  |                                |
| Financial Liabilities:                                                                     |       |                  |                                |
| - Borrowings                                                                               | 11    | 176.02           | 374.43                         |
| - Lease Liability                                                                          |       | 719.26           | 755.31                         |
| Provisions                                                                                 | 12    | 345.44           | 285.29                         |
| Deferred Tax Liabilities (Net)                                                             | 13    | 517.79           | 462.39                         |
| Other non-current liabilities                                                              | 14    | 213.98           | 241.36                         |
| <b>Current Liabilities</b>                                                                 |       |                  |                                |
| Financial Liabilities:                                                                     |       |                  |                                |
| - Borrowings                                                                               | 11    | 2191.03          | 2530.47                        |
| - Lease Liability                                                                          |       | 120.35           | 110.95                         |
| - Trade Payables                                                                           |       |                  |                                |
| (A) total outstanding dues of micro enterprises and small enterprises;                     | 15    | 62.28            | 37.74                          |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises | 15    | 3148.48          | 2784.62                        |
| - Other Financial Liabilities                                                              | 16    | 412.41           | 391.31                         |
| Other Current Liabilities                                                                  | 14    | 2583.85          | 2754.46                        |
| Provisions                                                                                 | 12    | 481.00           | 344.37                         |
| Current Tax Liabilities (Net)                                                              |       | 6.87             | 6.30                           |
| <b>Total Liabilities</b>                                                                   |       | <b>10978.76</b>  | <b>11079.00</b>                |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                                        |       | <b>31953.51</b>  | <b>29688.94</b>                |
| Material Accounting Policies                                                               | 1     |                  |                                |

Accompanying Notes are an integral part of these Financial Statements.

This is the Consolidated Balance Sheet referred to in our report of even date

For M M NISSIM & CO LLP

For SASTRI & SHAH

Chartered Accountants

Chartered Accountants

Firm Reg. No. 107122W / W100672

Firm Reg. No. 003643S

N. KASHINATH

C R KUMAR

MADHU P NAINAN

THULSIDASS T V

VIKRAM TARANATH HOSANGADY

K M MAMMEN

Partner

Partner

Executive Vice President

Vice President, General

Director

Chairman & Managing Director

Mem. No. 036490

Mem. No. 026143

Finance

Counsel & Company Secretary

DIN : 09757469

DIN : 00020202

Chennai

Chennai

Chennai

Chennai

Chennai

Chennai

Dated 7<sup>th</sup> May, 2026



# MRF LIMITED, CHENNAI

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

|                                                                                    | Note               | Year ended<br>31.03.2026 | (₹ Crores)<br>Year ended<br>31.03.2025 |
|------------------------------------------------------------------------------------|--------------------|--------------------------|----------------------------------------|
| <b>INCOME</b>                                                                      |                    |                          |                                        |
| Revenue from Operations                                                            | 17                 | 31149.01                 | 28153.00                               |
| Other Income                                                                       | 18                 | 504.63                   | 416.65                                 |
| <b>TOTAL INCOME</b>                                                                |                    | <b>31653.64</b>          | <b>28569.65</b>                        |
| <b>EXPENSES</b>                                                                    |                    |                          |                                        |
| Cost of materials consumed                                                         | 19                 | 18883.18                 | 18487.98                               |
| Purchases of Stock-in-Trade                                                        |                    | 34.60                    | 28.45                                  |
| Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress      | 20                 | 605.16                   | (590.31)                               |
| Employee Benefits expense                                                          | 21                 | 2045.93                  | 1885.14                                |
| Finance Costs                                                                      | 22                 | 366.20                   | 360.03                                 |
| Depreciation and Amortisation expense                                              | 2 (a), (c) and (d) | 1753.63                  | 1653.55                                |
| Other Expenses                                                                     | 23 a               | 4679.56                  | 4261.81                                |
| <b>TOTAL EXPENSES</b>                                                              |                    | <b>28368.26</b>          | <b>26086.65</b>                        |
| <b>PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX</b>                                     |                    | <b>3285.38</b>           | <b>2483.00</b>                         |
| Exceptional Item                                                                   | 23 b               | (63.24)                  | -                                      |
| <b>PROFIT BEFORE TAX</b>                                                           |                    | <b>3222.14</b>           | <b>2483.00</b>                         |
| <b>TAX EXPENSE</b>                                                                 |                    |                          |                                        |
| Current Tax                                                                        |                    | 747.47                   | 608.45                                 |
| Deferred Tax                                                                       |                    | 48.57                    | 1.26                                   |
| <b>TOTAL TAX EXPENSE</b>                                                           |                    | <b>796.04</b>            | <b>609.71</b>                          |
| <b>PROFIT FOR THE YEAR</b>                                                         |                    | <b>2426.10</b>           | <b>1873.29</b>                         |
| <b>NON-CONTROLLING INTEREST - ₹ 67495 ( Previous Year ₹ 77430)</b>                 |                    | <b>(0.01)</b>            | <b>(0.01)</b>                          |
| <b>OTHER COMPREHENSIVE INCOME (OCI)</b>                                            |                    |                          |                                        |
| Items that will not be reclassified to Profit or Loss (net of tax)                 |                    |                          |                                        |
| Remeasurements of Defined benefit plans                                            |                    | 1.80                     | (1.68)                                 |
| Items that may be reclassified to Profit or Loss (net of tax)                      |                    |                          |                                        |
| Exchange differences in translating the financial statements of foreign operations |                    | 15.37                    | 3.75                                   |
| Fair value of cash flow hedges through other comprehensive income                  |                    | 22.20                    | (9.37)                                 |
| Fair value of debt instruments through other comprehensive income                  |                    | (1.00)                   | 8.31                                   |
| <b>TOTAL OTHER COMPREHENSIVE (LOSS) / INCOME FOR THE YEAR, NET OF TAX</b>          |                    | <b>38.37</b>             | <b>1.01</b>                            |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>                                     |                    | <b>2464.46</b>           | <b>1874.29</b>                         |
| <b>EARNINGS PER EQUITY SHARE</b>                                                   |                    |                          |                                        |
| Basic (₹ per Share)                                                                | 25 (b)             | 5720.39                  | 4416.94                                |
| Diluted (₹ per Share)                                                              |                    | 5720.39                  | 4416.94                                |
| Material Accounting Policies                                                       | 1                  |                          |                                        |

Accompanying notes are an integral part of these Financial Statements.  
This is the Consolidated Statement of Profit and Loss referred to in our report of even date

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Reg. No. 107122W / W100672  
N. KASHINATH  
Partner  
Mem. No. 036490  
Chennai  
Dated 7<sup>th</sup> May, 2026

For SASTRI & SHAH  
Chartered Accountants  
Firm Reg. No. 003643S  
C R KUMAR  
Partner  
Mem. No. 026143  
Chennai

MADHU P NAINAN  
Executive Vice President  
Finance  
Chennai

THULSIDASS T V  
Vice President, General  
Counsel & Company Secretary  
Chennai

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469  
Chennai

K M MAMMEN  
Chairman & Managing Director  
DIN : 00020202  
Chennai

**MRF LIMITED, CHENNAI**
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH 2026**

|                                                                                      | (₹ Crores)          |                     |                     |                     |
|--------------------------------------------------------------------------------------|---------------------|---------------------|---------------------|---------------------|
| <b>SHARE CAPITAL</b>                                                                 | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
|                                                                                      | Number              | Number              | Amount              | Amount              |
| <b>Authorised Share Capital</b>                                                      |                     |                     |                     |                     |
| Equity Shares of ₹ 10/- each                                                         | 9000000             | 9000000             | 9.00                | 9.00                |
| Redeemable Cumulative Preference Share of ₹ 100/- each                               | 100000              | 100000              | 1.00                | 1.00                |
| <b>Issued, Subscribed and fully paid up Equity Shares</b>                            | 4241143             | 4241143             | 4.24                | 4.24                |
| (Excludes 71 bonus shares not issued and not allotted on non-payment of call monies) |                     |                     |                     |                     |
| <b>Balance at the beginning of the reporting year</b>                                | 4241143             | 4241143             | 4.24                | 4.24                |
| Changes in equity share capital during the reporting period                          | -                   | -                   | -                   | -                   |
| <b>Balance at the end of the reporting year</b>                                      | 4241143             | 4241143             | 4.24                | 4.24                |

**Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital**

The Holding Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Holding Company after distribution of all preferential amounts, in proportion to their shareholding.

The Holding Company has declared two interim dividends aggregating to ₹ 2.54 Crores (Previous year - ₹ 2.54 Crores) which has been paid during the Financial Year 2025-26.

| <b>Shares in the Company held by each shareholder holding more than five percent shares</b> | As at 31.03.2026 |        | As at 31.03.2025 |        |
|---------------------------------------------------------------------------------------------|------------------|--------|------------------|--------|
|                                                                                             | No.              | %      | No.              | %      |
| Comprehensive Investment and Finance Company Private Limited                                | 441834           | 10.42% | 441834           | 10.42% |
| MOWI Foundation                                                                             | 507984           | 11.98% | 507984           | 11.98% |



**MRF LIMITED, CHENNAI**

(₹ Crores)

| OTHER EQUITY                                                                                       | Reserves and Surplus |                                         |                 |                 |                            |                                         |                   | Other Comprehensive Income (OCI) |                  |                                      | TOTAL           |
|----------------------------------------------------------------------------------------------------|----------------------|-----------------------------------------|-----------------|-----------------|----------------------------|-----------------------------------------|-------------------|----------------------------------|------------------|--------------------------------------|-----------------|
|                                                                                                    | Securities Premium   | Capital Contribution (on Consolidation) | Capital Reserve | General Reserve | Capital Redemption Reserve | Remeasurements of Defined Benefit Plans | Retained Earnings | Cash Flow Hedges                 | Debt Instruments | Foreign Currency Translation Reserve |                 |
| <b>Balance at the beginning of the comparative reporting year - 1st April, 2024</b>                | <b>9.42</b>          | <b>113.23</b>                           | <b>0.05</b>     | <b>16788.92</b> | <b>0.44</b>                | <b>(101.57)</b>                         | <b>-</b>          | <b>(0.04)</b>                    | <b>(17.23)</b>   | <b>22.83</b>                         | <b>16816.05</b> |
| Profit for the Comparative Year ending 31st March, 2025                                            | -                    | -                                       | -               | -               | -                          | -                                       | 1873.28           | -                                | -                | -                                    | 1873.28         |
| Other Comprehensive (Loss)/Income for the Comparative Year ending 31st March, 2025                 | -                    | -                                       | -               | -               | -                          | (1.68)                                  | -                 | (9.37)                           | 8.31             | 3.75                                 | 1.01            |
| <b>Total Comprehensive Income for the Comparative Year</b>                                         | <b>-</b>             | <b>-</b>                                | <b>-</b>        | <b>-</b>        | <b>-</b>                   | <b>(1.68)</b>                           | <b>1873.28</b>    | <b>(9.37)</b>                    | <b>8.31</b>      | <b>3.75</b>                          | <b>1874.29</b>  |
| <b>Transactions with owners in their capacity as owners:</b>                                       |                      |                                         |                 |                 |                            |                                         |                   |                                  |                  |                                      |                 |
| - Interim Dividends (₹ 6 per share)                                                                | -                    | -                                       | -               | -               | -                          | -                                       | (2.54)            | -                                | -                | -                                    | (2.54)          |
| - Final Dividend (₹194 per share)                                                                  | -                    | -                                       | -               | -               | -                          | -                                       | (82.28)           | -                                | -                | -                                    | (82.28)         |
| Transfer to General Reserve                                                                        | -                    | -                                       | -               | 1788.46         | -                          | -                                       | (1788.46)         | -                                | -                | -                                    | -               |
| <b>Balance at the beginning of the reporting year</b>                                              | <b>9.42</b>          | <b>113.23</b>                           | <b>0.05</b>     | <b>18577.38</b> | <b>0.44</b>                | <b>(103.25)</b>                         | <b>-</b>          | <b>(9.41)</b>                    | <b>(8.92)</b>    | <b>26.58</b>                         | <b>18605.52</b> |
| Profit for the Current Reporting Year ending 31st March, 2026                                      | -                    | -                                       | -               | -               | -                          | -                                       | 2426.09           | -                                | -                | -                                    | 2426.09         |
| Other Comprehensive (Loss) / Income                                                                | -                    | -                                       | -               | -               | -                          | 1.80                                    | -                 | 22.20                            | (1.00)           | 15.37                                | 38.37           |
| <b>Total Comprehensive Income attributable to the Owners of the Company for the Reporting year</b> | <b>-</b>             | <b>-</b>                                | <b>-</b>        | <b>-</b>        | <b>-</b>                   | <b>1.80</b>                             | <b>2426.09</b>    | <b>22.20</b>                     | <b>(1.00)</b>    | <b>15.37</b>                         | <b>2464.46</b>  |
| <b>Transactions with owners in their capacity as owners:</b>                                       |                      |                                         |                 |                 |                            |                                         |                   |                                  |                  |                                      |                 |
| - Interim Dividends (₹ 6 per share)                                                                | -                    | -                                       | -               | -               | -                          | -                                       | (2.54)            | -                                | -                | -                                    | (2.54)          |
| - Final Dividend (₹ 229 per share)                                                                 | -                    | -                                       | -               | -               | -                          | -                                       | (97.12)           | -                                | -                | -                                    | (97.12)         |
| Transfer to General Reserve                                                                        | -                    | -                                       | -               | 2326.43         | -                          | -                                       | (2326.43)         | -                                | -                | -                                    | -               |
| <b>Balance at the end of the reporting year ending 31st March, 2026</b>                            | <b>9.42</b>          | <b>113.23</b>                           | <b>0.05</b>     | <b>20903.81</b> | <b>0.44</b>                | <b>(101.45)</b>                         | <b>-</b>          | <b>12.79</b>                     | <b>(9.92)</b>    | <b>41.95</b>                         | <b>20970.32</b> |

| <b>Nature and Purpose of each component of equity</b> | <b>Nature and Purpose</b>                                                                                                                                                                                                                                                                                                                                                                                    |
|-------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Securities Premium                                    | Amounts received in excess of par value on issue of shares is classified as Securities Premium.                                                                                                                                                                                                                                                                                                              |
| Capital Contribution                                  | Represents corpus of a subsidiary entity.                                                                                                                                                                                                                                                                                                                                                                    |
| Capital Reserve                                       | Capital reserve was created on purchase of shares by the parent company.                                                                                                                                                                                                                                                                                                                                     |
| General Reserve                                       | General Reserve represents accumulated profits and is created by transfer of profits from Retained Earnings and it is not an item of Other Comprehensive Income and the same shall not be subsequently reclassified to Profit and Loss.                                                                                                                                                                      |
| Capital Redemption Reserve                            | Capital Redemption Reserve represents statutory reserve created upon buyback of equity shares in the earlier years.                                                                                                                                                                                                                                                                                          |
| Retained Earnings                                     | Retained earnings are the Profits that the group has earned till date, less any transfer to General reserve and Dividend.                                                                                                                                                                                                                                                                                    |
| Cash Flow Hedges                                      | Gains / Losses on Effective portion of cashflow hedges are initially recognized in Other Comprehensive Income as per IND AS 109. These gains or losses are reclassified to the Profit or Loss when the forecasted transaction affects earnings, except for hedge transactions resulting in recognition of non financial assets which are included in the carrying amount of the asset ("Basis Adjustments"). |
| Debt Instruments                                      | The fair value change of the debt instruments measured at fair value through Other Comprehensive Income is recognised in Debt instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are reclassified to Profit and Loss.                                                                                                             |
| Remeasurements of Defined Benefit Plans               | Gains/Losses arising on Remeasurements of Defined Plan at the end of each reporting period is separately disclosed under Reserves and Surplus and shall not be reclassified to the Profit or Loss in the Subsequent years.                                                                                                                                                                                   |
| Foreign Currency Translation Reserve                  | Exchange differences relating to the translation of the results and net assets of the groups foreign operations from their functional currencies to the Group's presentation currency, i.e, Indian Rupees.                                                                                                                                                                                                   |

The accompanying notes are an integral part of these Financial Statements.  
This is the Consolidated Statement of Equity (SOCE) referred to in our report of even date

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Reg. No. 107122W / W100672

For SASTRI & SHAH  
Chartered Accountants  
Firm Reg. No. 0036435

N. KASHINATH  
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Vice President, General  
Counsel & Company Secretary  
Chennai

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469  
Chennai

K M MAMMEN  
Chairman & Managing Director  
DIN : 00020202  
Chennai

Dated 7<sup>th</sup> May, 2026



### Disclosure of Shareholding of Promoter and Promoter Group

| Sl. No. | Name of the Shareholder                                | As at 31st March 2026 |                   | % Change during the year as compared to 31st March 2025 | As at 31st March 2025 |                   | % Change during the year as compared to 31st March, 2024 |
|---------|--------------------------------------------------------|-----------------------|-------------------|---------------------------------------------------------|-----------------------|-------------------|----------------------------------------------------------|
|         |                                                        | No. of Shares         | % of total shares |                                                         | No. of Shares         | % of total shares |                                                          |
| 1       | ADARSH MAMMEN VERGHESE                                 | 3030                  | 0.07              | -                                                       | 3030                  | 0.07              | -                                                        |
| 2       | ADITH POULOSE MAMMEN                                   | 1265                  | 0.03              | (0.00)                                                  | 1435                  | 0.03              | -                                                        |
| 3       | ADITI MAMMEN GUPTA                                     | 4741                  | 0.11              | -                                                       | 4741                  | 0.11              | (0.00)                                                   |
| 4       | AMBIKA MAMMEN                                          | 2489                  | 0.06              | -                                                       | 2489                  | 0.06              | -                                                        |
| 5       | AMIT MATHEW                                            | 3000                  | 0.07              | (0.01)                                                  | 3570                  | 0.08              | -                                                        |
| 6       | AMMU MATHEW                                            | 2650                  | 0.06              | -                                                       | 2650                  | 0.06              | -                                                        |
| 7       | ANITA MANI                                             | 1821                  | 0.04              | -                                                       | 1821                  | 0.04              | (0.00)                                                   |
| 8       | ANNA PHILIP                                            | 650                   | 0.02              | -                                                       | 650                   | 0.02              | -                                                        |
| 9       | ANNA RAPHAEL                                           | 258                   | 0.01              | -                                                       | 258                   | 0.01              | -                                                        |
| 10      | ANNA THOMAS CHACKO                                     | 2611                  | 0.06              | 0.03                                                    | 1291                  | 0.03              | -                                                        |
| 11      | ANNAMMA MAMMEN                                         | 3555                  | 0.08              | (0.01)                                                  | 3755                  | 0.09              | -                                                        |
| 12      | ANNAMMA PHILIP                                         | 7550                  | 0.18              | -                                                       | 7550                  | 0.18              | (0.09)                                                   |
| 13      | ANNU KURIEN                                            | 15195                 | 0.36              | -                                                       | 15195                 | 0.36              | -                                                        |
| 14      | ARJUN JOSEPH                                           | 1850                  | 0.04              | -                                                       | 1850                  | 0.04              | -                                                        |
| 15      | ARUN MAMMEN                                            | 27560                 | 0.65              | -                                                       | 27560                 | 0.65              | -                                                        |
| 16      | ASHOK KURIYAN                                          | 1871                  | 0.04              | -                                                       | 1871                  | 0.04              | (0.00)                                                   |
| 17      | ASHWATHI VARGHESE                                      | 9450                  | 0.22              | -                                                       | 9450                  | 0.22              | -                                                        |
| 18      | ASHWATHI JACOB                                         | 151                   | 0.00              | -                                                       | 151                   | 0.00              | -                                                        |
| 19      | BADRA ESTATES & INDUSTRIES LIMITED                     | 5805                  | 0.14              | -                                                       | 5805                  | 0.14              | -                                                        |
| 20      | BEEBI MAMMEN                                           | 20237                 | 0.48              | -                                                       | 20237                 | 0.48              | -                                                        |
| 21      | BINA MATHEW                                            | 1568                  | 0.04              | -                                                       | 1568                  | 0.04              | -                                                        |
| 22      | BRAGA INDUSTRIES LLP                                   | 29457                 | 0.69              | -                                                       | 29457                 | 0.69              | -                                                        |
| 23      | CHALAKUZH Y POULOSE MAMMEN                             | 330                   | 0.01              | (0.00)                                                  | 480                   | 0.01              | (0.00)                                                   |
| 24      | CHERIAN JACOB                                          | 1506                  | 0.04              | -                                                       | 1506                  | 0.04              | 0.04                                                     |
| 25      | CHITRA MARIAM MATTHAI                                  | 2000                  | 0.05              | -                                                       | 2000                  | 0.05              | 0.05                                                     |
| 26      | CIBI MAMMEN                                            | 500                   | 0.01              | -                                                       | 500                   | 0.01              | -                                                        |
| 27      | COMPREHENSIVE INVESTMENT AND FINANCE COMPANY PVT. LTD. | 441834                | 10.42             | -                                                       | 441834                | 10.42             | -                                                        |
| 28      | DEVON MACHINES PVT LTD.                                | 1000                  | 0.02              | -                                                       | 1000                  | 0.02              | -                                                        |
| 29      | GEETHA ZACHARIAH                                       | 6113                  | 0.14              | -                                                       | 6113                  | 0.14              | -                                                        |
| 30      | GEETHA MAMMEN MAPPILLAI                                | 250                   | 0.01              | -                                                       | 250                   | 0.01              | -                                                        |
| 31      | GEORGE JACOB                                           | 1506                  | 0.04              | -                                                       | 1506                  | 0.04              | 0.04                                                     |
| 32      | GEORGE MAMMEN                                          | 808                   | 0.02              | -                                                       | 808                   | 0.02              | -                                                        |
| 33      | HANNAH KURIAN                                          | 600                   | 0.01              | -                                                       | 600                   | 0.01              | -                                                        |
| 34      | HARSHA MATHEW                                          | 2000                  | 0.05              | -                                                       | 2000                  | 0.05              | -                                                        |
| 35      | JACOB MAMMEN                                           | 35120                 | 0.83              | -                                                       | 35120                 | 0.83              | -                                                        |
| 36      | JACOB MATHEW                                           | 20027                 | 0.47              | -                                                       | 20027                 | 0.47              | -                                                        |
| 37      | JACOB MATTHAI                                          | -                     | -                 | -                                                       | -                     | -                 | (0.09)                                                   |

| Sl. No. | Name of the Shareholder                   | As at 31st March 2026 |                   | % Change during the year as compared to 31st March 2025 | As at 31st March 2025 |                   | % Change during the year as compared to 31st March, 2024 |
|---------|-------------------------------------------|-----------------------|-------------------|---------------------------------------------------------|-----------------------|-------------------|----------------------------------------------------------|
|         |                                           | No. of Shares         | % of total shares |                                                         | No. of Shares         | % of total shares |                                                          |
| 38      | JAYANT MAMMEN MATHEW                      | 2190                  | 0.05              | -                                                       | 2190                  | 0.05              | -                                                        |
| 39      | JCEE MANUFACTURING AND SERVICES PVT. LTD. | 23032                 | 0.54              | 0.09                                                    | 19032                 | 0.45              | 0.04                                                     |
| 40      | JOSEPH KANIANTHRA PHILIPS                 | 1000                  | 0.02              | -                                                       | 1000                  | 0.02              | -                                                        |
| 41      | K C MAMMEN                                | -                     | -                 | -                                                       | -                     | -                 | (0.21)                                                   |
| 42      | K K MAMMEN MAPPILLAI                      | 7399                  | 0.17              | -                                                       | 7399                  | 0.17              | -                                                        |
| 43      | K M MAMMEN                                | 16048                 | 0.38              | -                                                       | 16048                 | 0.38              | -                                                        |
| 44      | K S JOSEPH                                | 495                   | 0.01              | 0.00                                                    | 483                   | 0.01              | -                                                        |
| 45      | K Z KURIYAN                               | 650                   | 0.02              | -                                                       | 650                   | 0.02              | -                                                        |
| 46      | KAVITA PHILIP                             | 10202                 | 0.24              | 0.17                                                    | 3109                  | 0.07              | 0.07                                                     |
| 47      | KAVYA VERGHESE                            | 2555                  | 0.06              | -                                                       | 2555                  | 0.06              | -                                                        |
| 48      | KIRAN JOSEPH                              | 1850                  | 0.04              | -                                                       | 1850                  | 0.04              | -                                                        |
| 49      | KIRAN KURIYAN                             | 403                   | 0.01              | -                                                       | 403                   | 0.01              | -                                                        |
| 50      | KMMMF PVT TRUST                           | 37522                 | 0.88              | -                                                       | 37522                 | 0.88              | 0.00                                                     |
| 51      | KULANGARA POULOSE PHILIP                  | 500                   | 0.01              | -                                                       | 500                   | 0.01              | -                                                        |
| 52      | KURIEN JACOB                              | 1506                  | 0.04              | -                                                       | 1506                  | 0.04              | 0.04                                                     |
| 53      | LATHA MATTHEW                             | 3417                  | 0.08              | (0.05)                                                  | 5617                  | 0.13              | (0.01)                                                   |
| 54      | M A MATHEW                                | 6599                  | 0.16              | -                                                       | 6599                  | 0.16              | 0.00                                                     |
| 55      | M M HOUSING PRIVATE LIMITED               | 179                   | 0.00              | -                                                       | 179                   | 0.00              | -                                                        |
| 56      | M.M.PUBLICATIONS LIMITED                  | 300                   | 0.01              | -                                                       | 300                   | 0.01              | -                                                        |
| 57      | MALINI MATHEW                             | 2000                  | 0.05              | -                                                       | 2000                  | 0.05              | -                                                        |
| 58      | MAMMEN JACOB                              | 1477                  | 0.03              | (0.04)                                                  | 3016                  | 0.07              | 0.07                                                     |
| 59      | MAMMEN MAPPILLAI INVESTMENTS LTD          | 1209                  | 0.03              | -                                                       | 1209                  | 0.03              | -                                                        |
| 60      | MAMMEN MATHEW                             | 11015                 | 0.26              | -                                                       | 11015                 | 0.26              | -                                                        |
| 61      | MAMMEN PHILIP                             | -                     | -                 | (0.19)                                                  | 8000                  | 0.19              | -                                                        |
| 62      | MAMY PHILIP                               | 4750                  | 0.11              | (0.03)                                                  | 6050                  | 0.14              | -                                                        |
| 63      | MARIA MAMMEN                              | 84                    | 0.00              | -                                                       | 84                    | 0.00              | -                                                        |
| 64      | MARIAM MAMMEN MATHEW                      | 100                   | 0.00              | -                                                       | 100                   | 0.00              | -                                                        |
| 65      | MARIEN MATHEW                             | 160                   | 0.00              | -                                                       | 160                   | 0.00              | -                                                        |
| 66      | MARIKA MAMMEN APPIAH                      | 100                   | 0.00              | -                                                       | 100                   | 0.00              | -                                                        |
| 67      | MARY KURIEN                               | 14594                 | 0.34              | -                                                       | 14594                 | 0.34              | -                                                        |
| 68      | MAYA THOMAS CHACKO                        | 1319                  | 0.03              | 0.03                                                    | -                     | -                 | -                                                        |
| 69      | MEERA NINAN                               | 6167                  | 0.15              | -                                                       | 6167                  | 0.15              | -                                                        |
| 70      | MEERA PHILIP                              | 23441                 | 0.55              | -                                                       | 23441                 | 0.55              | -                                                        |
| 71      | MEERA MAMMEN                              | 13840                 | 0.33              | (0.04)                                                  | 15840                 | 0.37              | -                                                        |
| 72      | MICAH MAMMEN PARAMBI                      | 100                   | 0.00              | -                                                       | 100                   | 0.00              | -                                                        |
| 73      | NIHAL THOMAS                              | 1320                  | 0.03              | 0.03                                                    | -                     | -                 | -                                                        |
| 74      | NISHA SARAH MATTHEW                       | 2164                  | 0.05              | 0.05                                                    | 164                   | 0.00              | -                                                        |
| 75      | OMANA MAMMEN                              | 4711                  | 0.11              | -                                                       | 4711                  | 0.11              | -                                                        |
| 76      | PENINSULAR INVESTMENTS PRIVATE LIMITED    | 124367                | 2.93              | -                                                       | 124367                | 2.93              | -                                                        |
| 77      | PETER PHILIP                              | 12149                 | 0.29              | (0.01)                                                  | 12538                 | 0.30              | -                                                        |



| Sl. No.      | Name of the Shareholder                    | As at 31st March 2026 |                   | % Change during the year as compared to 31st March 2025 | As at 31st March 2025 |                   | % Change during the year as compared to 31st March, 2024 |
|--------------|--------------------------------------------|-----------------------|-------------------|---------------------------------------------------------|-----------------------|-------------------|----------------------------------------------------------|
|              |                                            | No. of Shares         | % of total shares |                                                         | No. of Shares         | % of total shares |                                                          |
| 78           | PHILIP MATHEW                              | 11762                 | 0.28              | -                                                       | 11762                 | 0.28              | -                                                        |
| 79           | PREMA MAMMEN MATHEW                        | 10881                 | 0.26              | -                                                       | 10881                 | 0.26              | -                                                        |
| 80           | PREMINDA JACOB                             | 98                    | 0.00              | -                                                       | 98                    | 0.00              | -                                                        |
| 81           | RACHEL MATTHAI                             | 2000                  | 0.05              | -                                                       | 2000                  | 0.05              | 0.05                                                     |
| 82           | RACHEL KATTUKARAN                          | 15047                 | 0.35              | -                                                       | 15047                 | 0.35              | -                                                        |
| 83           | RADHIKA MARIA MAMMEN                       | 600                   | 0.01              | -                                                       | 600                   | 0.01              | -                                                        |
| 84           | RAHUL MAMMEN MAPPILLAI                     | 4538                  | 0.11              | -                                                       | 4538                  | 0.11              | -                                                        |
| 85           | RAMANI JOSEPH                              | 2509                  | 0.06              | -                                                       | 2509                  | 0.06              | -                                                        |
| 86           | RANJEET JACOB                              | 28                    | 0.00              | -                                                       | 28                    | 0.00              | -                                                        |
| 87           | REENU ZACHARIAH                            | 517                   | 0.01              | -                                                       | 517                   | 0.01              | -                                                        |
| 88           | RIYAD MATHEW                               | 4520                  | 0.11              | -                                                       | 4520                  | 0.11              | -                                                        |
| 89           | ROHAN MATHEW MAMMEN                        | 1435                  | 0.03              | -                                                       | 1435                  | 0.03              | -                                                        |
| 90           | ROSHIN VARGHESE                            | 6589                  | 0.16              | -                                                       | 6589                  | 0.16              | -                                                        |
| 91           | ROY MAMMEN                                 | 12439                 | 0.29              | -                                                       | 12439                 | 0.29              | -                                                        |
| 92           | SAMIR THARIYAN MAPPILLAI                   | 4470                  | 0.11              | -                                                       | 4470                  | 0.11              | -                                                        |
| 93           | SARA KURIYAN                               | 1880                  | 0.04              | -                                                       | 1880                  | 0.04              | -                                                        |
| 94           | SARA SAIRSINGH                             | 1509                  | 0.04              | 0.04                                                    | -                     | -                 | -                                                        |
| 95           | SARAH CHERIAN TRUST                        | 4950                  | 0.12              | -                                                       | 4950                  | 0.12              | -                                                        |
| 96           | SARAH THOMAS                               | 12033                 | 0.28              | -                                                       | 12033                 | 0.28              | (0.01)                                                   |
| 97           | SARASU JACOB                               | 13514                 | 0.32              | (0.00)                                                  | 13694                 | 0.32              | (0.01)                                                   |
| 98           | SHANTA MAMMEN                              | 4938                  | 0.12              | -                                                       | 4938                  | 0.12              | -                                                        |
| 99           | SHILPA MAMMEN                              | 6372                  | 0.15              | (0.00)                                                  | 6472                  | 0.15              | -                                                        |
| 100          | SHIRIN MAMMEN                              | 1450                  | 0.03              | -                                                       | 1450                  | 0.03              | -                                                        |
| 101          | SHONA BHOJNAGARWALA                        | 50                    | 0.00              | -                                                       | 50                    | 0.00              | -                                                        |
| 102          | SHREYA JOSEPH                              | 5120                  | 0.12              | -                                                       | 5120                  | 0.12              | -                                                        |
| 103          | STABLE INVESTMENTS AND FINANCE COMPANY LTD | 3964                  | 0.09              | -                                                       | 3964                  | 0.09              | -                                                        |
| 104          | SUSAN ABRAHAM                              | 1000                  | 0.02              | (0.00)                                                  | 1016                  | 0.02              | -                                                        |
| 105          | SUSAN GEORGE                               | 1509                  | 0.04              | -                                                       | 1509                  | 0.04              | 0.04                                                     |
| 106          | SUSAN KURIAN                               | 9137                  | 0.22              | -                                                       | 9137                  | 0.22              | -                                                        |
| 107          | SUSY THOMAS                                | -                     | -                 | (0.12)                                                  | 5278                  | 0.12              | -                                                        |
| 108          | TARA JOSEPH                                | 2815                  | 0.07              | (0.00)                                                  | 2975                  | 0.07              | -                                                        |
| 109          | TARA THOMAS CHACKO                         | 1319                  | 0.03              | 0.03                                                    | -                     | -                 | -                                                        |
| 110          | THANGAM MAMMEN                             | 5481                  | 0.13              | -                                                       | 5481                  | 0.13              | -                                                        |
| 111          | THE MALAYALA MANORAMA COMPANY LIMITED      | 6109                  | 0.14              | -                                                       | 6109                  | 0.14              | -                                                        |
| 112          | USHA EAPEN GEORGE                          | 1850                  | 0.04              | -                                                       | 1850                  | 0.04              | (0.01)                                                   |
| 113          | VARUN MAMMEN                               | 10706                 | 0.25              | 0.05                                                    | 8706                  | 0.21              | -                                                        |
| 114          | VIKRAM KURUVILLA                           | 109                   | 0.00              | -                                                       | 109                   | 0.00              | -                                                        |
| 115          | ZACHARIAH KURIYAN                          | 3411                  | 0.08              | -                                                       | 3411                  | 0.08              | -                                                        |
| <b>Total</b> |                                            | <b>1177931</b>        |                   |                                                         | <b>1178291</b>        |                   |                                                          |

**Note :** Figures in bracket represents reduction in percentage change as compared to previous period.

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

(₹ Crores)

|                                                          | Year ended 31.03.2026 | Year ended 31.03.2025 |
|----------------------------------------------------------|-----------------------|-----------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>          |                       |                       |
| <b>NET PROFIT BEFORE TAX</b>                             | 3222.14               | 2483.00               |
| <b>Adjustment for :</b>                                  |                       |                       |
| Depreciation                                             | 1753.63               | 1653.55               |
| Reversal of Impairment of Financial Assets               | (0.57)                | (0.90)                |
| Unrealised Exchange (Gain) / Loss                        | (0.40)                | (0.33)                |
| Impairment of Financial Assets                           | 1.28                  | 1.58                  |
| Finance Cost                                             | 366.20                | 360.03                |
| Government Grant                                         | (1.59)                | (1.55)                |
| Interest Income                                          | (170.20)              | (120.45)              |
| Dividend Income                                          | (0.17)                | (0.15)                |
| Loss on Sale / Disposal of Property, Plant and Equipment | 1.76                  | 2.44                  |
| Fair Value changes in Investments                        | (222.55)              | (225.73)              |
| Fair Value changes in Financial Instruments              | 74.74                 | 18.65                 |
| Gain on Sale of Investments                              | (2.29)                | (3.54)                |
| Bad debts written off                                    | 0.04                  | 0.15                  |
| <b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>   | <b>1799.88</b>        | <b>1683.75</b>        |
|                                                          | <b>5022.02</b>        | <b>4166.75</b>        |
| Trade receivables                                        | (159.98)              | (463.10)              |
| Other receivables                                        | (182.85)              | (65.63)               |
| Inventories - Finished Goods                             | 647.58                | (461.77)              |
| Inventories - Raw materials and Others                   | (439.62)              | (694.43)              |
| Trade Payable                                            |                       |                       |
| - Supplier Finance                                       | 37.26                 | -                     |
| - Import acceptance and Others                           | 342.55                | 173.51                |
| Provisions                                               | 193.33                | (80.23)               |
| Other liabilities                                        | (188.04)              | (119.15)              |
| <b>CASH GENERATED FROM OPERATIONS</b>                    | <b>5272.25</b>        | <b>2455.95</b>        |
| Direct Taxes paid                                        | (681.95)              | (591.19)              |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>                | <b>4590.30</b>        | <b>1864.76</b>        |



## MRF LIMITED, CHENNAI

### CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026(Contd.)

(₹ Crores)

|                                                                            | Year ended 31.03.2026 | Year ended 31.03.2025 |
|----------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                              |                       |                       |
| Purchase of Property, Plant and Equipment                                  | (1434.25)             | (1309.45)             |
| Proceeds from sale of Property, Plant and Equipment                        | 8.23                  | 13.63                 |
| Purchase of Investments                                                    | (560.65)              | (2887.86)             |
| Proceeds from sale of Investments                                          | 1934.04               | 1962.00               |
| Fixed Deposits Others - Proceeds                                           | 144.00                | -                     |
| Fixed Deposits with Banks - Placed                                         | (4028.41)             | (116.66)              |
| Fixed Deposits with Banks - Proceeds                                       | 267.81                | 149.76                |
| Loans (Financial assets) - given                                           | (16.39)               | (27.67)               |
| Loans (Financial assets) - repaid                                          | 24.52                 | 24.13                 |
| Interest Income                                                            | 124.78                | 114.69                |
| Dividend income                                                            | 0.17                  | 0.15                  |
| <b>NET CASH (USED IN) INVESTING ACTIVITIES</b>                             | <b>(3536.15)</b>      | <b>(2077.28)</b>      |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                              |                       |                       |
| (Repayments) / Proceeds from Working Capital Facilities (Net)              | (186.57)              | 919.51                |
| Repayments of Term Loans                                                   | (200.00)              | (100.00)              |
| (Repayments) / Proceeds of Debentures                                      | (150.00)              | -                     |
| Government Grant                                                           | 1.59                  | 1.55                  |
| Deferred payment Credit                                                    | (1.11)                | (1.00)                |
| Payment of Lease Liability                                                 | (194.95)              | (180.62)              |
| Interest paid                                                              | (289.63)              | (272.62)              |
| Dividend Paid                                                              | (99.66)               | (84.82)               |
| <b>NET CASH FROM FINANCING ACTIVITIES</b>                                  | <b>(1120.33)</b>      | <b>282.00</b>         |
| <b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>                | <b>(66.18)</b>        | <b>69.48</b>          |
| <b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b> Refer Note 9 | <b>373.85</b>         | <b>304.27</b>         |
| Unrealised Gain / (Loss) on Foreign currency Cash & Cash equivalents       | (3.08)                | 0.10                  |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b> Refer Note 9       | <b>304.59</b>         | <b>373.85</b>         |

Note to Consolidated Cash Flow Statement:

1. The above Consolidated Cash Flow Statement has been prepared under the Indirect Method.
2. Reconciliation of Financing Liabilities (Refer Note 11).

This is the Consolidated Cash Flow Statement referred to in our report of even date

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Reg. No. 107122W / W100672

N. KASHINATH  
Partner  
Mem. No. 036490  
Chennai  
Dated 7<sup>th</sup> May, 2026

For SASTRI & SHAH  
Chartered Accountants  
Firm Reg. No. 003643S

C R KUMAR  
Partner  
Mem. No. 026143  
Chennai

MADHU P NAINAN  
Executive Vice President  
Finance  
Chennai

THULSIDASS T V  
Vice President, General  
Counsel & Company Secretary  
Chennai

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469  
Chennai

K M MAMMEN  
Chairman & Managing Director  
DIN : 00020202  
Chennai

## Note 1 – Group Information, Principles of Consolidation, Basis of Preparation, Measurement and Material Accounting Policies

### A) General Information

The Consolidated Financial Statements comprise Financial Statements of MRF Limited (the Holding Company) and its Subsidiaries (collectively, the Group) for the year ended 31st March 2026.

The Group, except for MRF Corp Ltd and MRF Foundation, the subsidiary companies, is engaged *inter alia* in the manufacture of Rubber Products such as Tyres, Tubes, Flaps, Tread Rubber and dealing and / or Trading in Rubber and Rubber Chemicals. MRF Corp Ltd., is engaged in the manufacture of specialty coatings. MRF Foundation is a public charitable trust.

#### Principles of Consolidation:

The Consolidated Financial Statements comprise of the Financial Statements of the Holding Company and the following Subsidiaries as on 31st March 2026:

| Name                   | Country of incorporation | Proportion of ownership interest | Financial Statement as on | Accounting Period covered for consolidation |
|------------------------|--------------------------|----------------------------------|---------------------------|---------------------------------------------|
| MRF Corp Ltd.          | India                    | 100%                             | 31st March 2026           | 1st April 2025 – 31st March 2026            |
| MRF International Ltd. | India                    | 94.66%                           | 31st March 2026           | 1st April 2025 – 31st March 2026            |
| MRF Lanka Pvt. Ltd.    | Sri Lanka                | 100%                             | 31st March 2026           | 1st April 2025 – 31st March 2026            |
| MRF SG PTE LTD.        | Singapore                | 100%                             | 31st March 2026           | 1st April 2025 – 31st March 2026            |

|                          |                      |      |                 |                                  |
|--------------------------|----------------------|------|-----------------|----------------------------------|
| MRF DB-FZCO              | United Arab Emirates | 100% | 31st March 2026 | 7th May 2025 – 31st March 2026   |
| MRF Foundation (A Trust) | India                | 100% | 31st March 2026 | 1st April 2025 – 31st March 2026 |

The Consolidated Financial Statements comprise the Financial Statements of the Holding Company and its Subsidiaries as at 31st March 2026. Control is achieved when the Holding Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Holding Company controls an investee if and only if the Holding Company has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Holding Company has less than a majority of the voting or similar rights of an investee, the Holding Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee.
- Rights arising from other contractual arrangements.
- The Holding Company's voting rights and potential voting rights.
- The size of the Holding Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Holding Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of



the three elements of control. Consolidation of a Subsidiary begins when the Holding Company obtains control over the Subsidiary and ceases when the Holding Company loses control of the Subsidiary. Assets, liabilities, income and expenses of a Subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Holding Company gains control until the date the Holding Company ceases to control the Subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments, if material, are made to that group's Financial Statements in preparing the Consolidated Financial Statements to ensure conformity with the group's accounting policies.

The Financial Statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Holding Company, i.e., year ended on 31st March.

**Consolidation procedure:**

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its Subsidiaries.
- b) Offset (eliminate) the carrying amount of the Holding Company's investment in each Subsidiary and the Holding Company's portion of equity of each Subsidiary.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and Property, Plant and Equipment, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Holding Company of

the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the Financial Statements of Subsidiaries to bring their accounting policies in line with the Holding Company's accounting policies.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Holding Company loses control over a Subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the Subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the Holding Company's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Holding Company had directly disposed of the related assets or liabilities.

**B) Basis of preparation of Financial Statements**

The material accounting policies applied in the preparation of these Consolidated Financial Statements are set out below. These policies have been consistently applied to all the years presented.

**i. Statement of Compliance**

The Consolidated Financial Statements have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

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## ii. Basis of preparation and presentation

The Consolidated Financial Statements have been prepared on historical cost basis considering the applicable provisions of Companies Act, 2013, except for the following items that have been measured at fair value as required by relevant IND AS. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

- a) Certain financial assets/liabilities measured at fair value (Refer Note 1 (C 10)) and
- b) Any other item as specifically stated in the accounting policy.

The Consolidated Financial Statement are presented in INR and **all values are rounded off to Rupees Crores** unless otherwise stated.

The group reclassifies comparative amounts, unless impracticable and whenever the group changes the presentation or classification of items in its Financial Statements materially. No such material reclassification has been made during the year.

The Consolidated Financial Statements of the Group for the year ended 31st March 2026 were authorised for issue in accordance with a resolution of the directors on 7th May 2026.

## iii. Major Sources of Estimation Uncertainty

In the application of accounting policy which are described in para (D) below, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis.

Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

### Property, Plant and Equipment/Intangible Assets:

Useful life of Property, Plant and Equipment are as specified in Schedule II to the Companies Act, 2013 and on certain intangible assets based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support. The Group reviews the useful life of Property, Plant and Equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation charge in future periods. (Refer Note 1 (C 1))

### Impairment of Non-financial Assets:

For calculating the recoverable amount of non-financial assets, the Group is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs of disposal. For calculating value in use the Group is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

### Impairment of Financial Assets:

The Group impairs financial assets other than those measured at fair value through profit or loss or designated at fair value through other comprehensive income on expected credit losses. The estimation of expected credit loss includes the estimation of probability of default (PD), loss given default



(LGD) and the exposure at default (EAD). Estimation of probability of default apart from involving trend analysis of past delinquency rates include an estimation on forward-looking information relating to not only the counterparty but also relating to the industry and the economy as a whole. The probability of default is estimated for the entire life of the contract by estimating the cash flows that are likely to be received in default scenario. The lifetime PD is reduced to 12 months PD based on an assessment of past history of default cases in 12 months. Further, the loss given default is calculated based on an estimate of the value of the security recoverable as on the reporting date. The exposure at default is the amount outstanding at the balance sheet date. (Refer Note 1 (C 10))

#### Defined Benefit Plans:

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### Fair Value Measurement of Financial Instruments:

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions

about these factors could affect the reported fair value of financial instruments. (Refer Note 1 (C 10))

#### Income Taxes:

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. (Refer Note 1 (C 9))

In assessing the realizability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the group will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

#### Leases:

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group's operations taking into account the location of the underlying asset and

the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group concludes that no changes are required to lease period relating to the existing lease contracts. (Refer Note 1 (C 4))

Allowance for credit losses on receivables:

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the Group deals with and the countries where it operates. In calculating expected credit loss, the Group has also considered credit reports and other related credit information for its customers to estimate the probability of default in future.

**C) Material Accounting Policies:**

**1) Property, Plant and Equipment (PPE):**

The Group has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognised as of the transition date, measured as per the Previous GAAP and use that carrying value as its deemed cost.

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for freehold land which is not amortised. Any gain or loss arising on derecognition of an item of Property, Plant and Equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss with other income or other expense line item on net basis, respectively.

The depreciable amount of an asset is determined after deducting its residual value. Depreciation on the Property, Plant and Equipment, is provided over the useful life of assets based on management estimates which is in line with the

useful life indicated in Schedule II to the Companies Act, 2013. Depreciation on all assets except Renewable Energy Saving Devices is provided on Straight Line Basis whereas depreciation on renewable energy saving devices is provided on reducing balance basis. Given below are the estimated useful lives for each class of Property, Plant and Equipment:

| Description of the Asset                                                                      | Estimated Useful life(On Single shift working) |
|-----------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>Tangible (Owned Assets) :</b>                                                              |                                                |
| Building & Roads                                                                              |                                                |
| – Factory                                                                                     | 30 Years                                       |
| – Other than factory buildings                                                                | 60 Years                                       |
| Plant and Equipment                                                                           | 3-21 Years                                     |
| Moulds                                                                                        | 6 Years                                        |
| Furniture and Fixtures                                                                        | 5 Years                                        |
| Computer Servers                                                                              | 5 Years                                        |
| Computers                                                                                     | 3 Years                                        |
| Office Equipment                                                                              | 5 Years                                        |
| Other Assets, viz., Electrical Fittings, Fire Fighting/ Other Equipments and Canteen Utensils | 8-10 Years                                     |
| Renewable Energy Saving Device – Windmills                                                    | 22 Years                                       |
| Vehicles                                                                                      | 7 Years                                        |
| Aircraft                                                                                      | 10 and 20 Years                                |
| <b>Right of Use Assets (Leased Assets) :</b>                                                  |                                                |
| - Buildings - Other than factory buildings                                                    | 1-21 Years                                     |
| - Vehicles                                                                                    | 2 Years                                        |
| - Land – Leasehold                                                                            | Primary period of lease                        |
| <b>Intangible (Owned Assets):</b>                                                             |                                                |
| Software                                                                                      | 5 Years                                        |



In respect of Property, Plant and Equipment of MRF Lanka Pvt. Ltd. and MRF SG PTE. LTD. depreciation is provided on straight line method based on management estimate of useful life of assets based on internal technical evaluation, except for certain Property, Plant and Equipment namely Building, Plant and Machinery, Moulds and Equipments of MRF Lanka Pvt. Ltd., which are depreciated on Written Down Value method. The proportion of depreciation of the Subsidiaries to the total depreciation of the group is not material.

## 2) Intangible Assets:

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets.

Any gain or loss arising on derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss with other income or other expense line item on net basis, respectively.

Intangible Assets are amortised on straight-line method over the estimated useful economic life of the assets over 5 years.

The Group undertakes Research and Development activities for development of new and improved products. The Group recognises all expenditure incurred during the research phase in the profit or loss whereas the expenditure incurred in development phase are presented as Intangible Assets under Development till the time they are available for use in the manner intended at which moment they are treated as Intangible Assets and amortised over their estimated useful life.

## 3) Inventories:

Inventories consisting of stores and spares, raw materials, work in progress, stock in trade and finished goods are measured at lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

The cost is computed on FIFO basis except for stores and spares which are on daily moving Weighted Average Cost basis.

Inventory obsolescence is based on assessment of the future uses. Obsolete and slow-moving items are subjected to continuous technical monitoring.

## 4) Leases:

### The Group as a lessee

The Group's lease asset classes primarily consist of leases for land, buildings and vehicles. The Group assesses whether a contract contains a lease, at inception of a contract.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease term includes extension or termination options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost and subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

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The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

**5) Government Grants:**

The grant relating to export benefits is presented under other income on a systematic basis in the Profit or Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Subsidies received from State Government are presented under other operating income. Where the grant relates to an asset under EPCG Scheme, it is presented as a deferred income aggregated under other liabilities in Balance Sheet and presented under other income in equal amounts over the expected useful life of the related asset. Where the assets have been fully depreciated with no future related cost, the grant is recognised in profit or loss.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, it is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities in respect of loans/assistance received subsequent to the date of transition.

**6) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognized when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the

obligation and a reliable estimate can be made of the amount of the obligation.

Provision for separate sales related obligations (warranty) is made for probable future claims on sales effected and are estimated based on previous claim experience on a scientific basis. This provision is revised annually.

Contingent liabilities are disclosed on the basis of judgment of management / independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

**7) Revenue Recognition:**

The Group derives revenues primarily from sale of goods comprising of Automobile Tyres, Tubes, Flaps, Tread Rubber and Speciality Coatings.

Revenue from contract with customers is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of turnover/product/prompt payment discounts and schemes offered by the Group as part of the contract with the customers. When the level of discount varies with increase in levels of revenue transactions, the Group recognises the liability based on its estimate of the customer's future purchases using expected value method. The Group recognises changes in the estimated amounts of obligations for discounts in the period in which the change occurs. The Holding Company considers certain other commitments in the contract that are



separate sales related performance obligations and claims preferred during the year against such contractual obligations are netted off from Revenue, consistent with its past practice. Revenue also excludes taxes collected from customers.

Revenue in excess of invoicing is classified as contract assets while invoicing in excess of revenues are classified as contract liabilities.

Use of significant judgements in Revenue Recognition:

- Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as turnover/product/prompt payment discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.
- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer.

**8) Employee Benefits:**

**a) Short term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Benefits such as salaries, wages,

short-term compensated absences and performance incentives, are recognised during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

**b) Long Term Employee Benefits:**

The cost of providing long term employee benefit such as earned leave is measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period. The expected costs of the benefit is accrued over the period of employment using the same methodology as used for defined benefits post employment plans. Actuarial gains and losses arising from the experience adjustments and changes in actuarial assumptions are charged or credited to profit or loss section of the Statement of Profit or Loss in the period in which they arise except those included in cost of assets as permitted. The benefit is measured annually by independent actuary.

**c) Post Employment Benefits:**

The Group provides the following post employment benefits:

- i) Defined benefit plans such as gratuity, trust managed Provident Fund and post-retirement medical benefit (PRMB); and
- ii) Defined contribution plans such as provident fund, pension fund and superannuation fund.

**d) Defined benefits Plans:**

The cost of providing benefits on account of gratuity and post retirement medical benefits / obligations are determined using the projected unit credit method on the basis of actuarial valuation made at the end of each balance sheet date.

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Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest) are recognised in other comprehensive income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Profit or Loss in subsequent periods.

Eligible employees of the Group receive benefits from a provident fund trust which is a defined benefit plan. Both the eligible employee and the Group make monthly contributions to the provident fund plan equal to a specified percentage of the covered employees salary. The Group contributes a part of the contribution to the provident fund trusts. The trusts invests in specific designated instruments as permitted by Indian Law. The remaining portion is contributed to the Government Administered Pension Fund. The rate at which the annual interest is payable to the beneficiaries by the trusts is administered by the Government. The Group has obligation to make good the shortfall, if any, between the return from investments of the Trusts and the notified interest rate. However, as at the year-end no shortfall remains unprovided for.

**e) Defined Contribution Plans:**

Payments to defined contribution retirement benefit plans, viz., Provident Fund for certain eligible employees, Pension Fund and Superannuation benefits are recognised as an expense when employees have rendered the service entitling them to the contribution.

**9) Taxes on Income:**

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognised in the profit or loss section of the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

**a) Current Tax:**

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates under the relevant tax laws for the relevant period, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in Other Income.

**b) Deferred Tax:**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

The deferred tax assets (net) and deferred tax liabilities (net) are determined separately for the parent and for each subsidiary in the Group, as per their applicable Laws and then aggregated.

**10) Financial Instruments:**

**Financial Assets**

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity or contractual rights to receive cash or another financial asset or to exchange financial asset or financial liability under condition that are potentially favourable to the Company.



### **Financial assets other than investment in subsidiaries**

Financial assets of the Group comprise trade receivable, cash and cash equivalents, Bank balances, Investments in equity shares of companies other than in subsidiaries, Investment in units of Mutual Funds, loans/Debt instrument/advances to employee / related parties / others, security deposit, fixed deposits, claims recoverable etc.

### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, Trade receivables that do not contain a significant financing component are measured at Transaction Price. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

### **Subsequent measurement**

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI – Debt Instruments
- Financial assets at fair value through profit or loss

### **Financial assets measured at amortized cost**

Bank deposits and Export benefits receivable are measured at amortised cost. Financial assets are measured at amortized cost if the financials asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financials assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any

discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss.

### **Financial assets at fair value through OCI (FVTOCI)**

Investment in Debt instruments are measured at FVTOCI. Financial assets are mandatorily measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes relating to financial assets measured at FVTOCI are recognised in the other comprehensive income (OCI). On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to Profit or Loss.

### **Financial assets at fair value through profit or loss (FVTPL)**

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss.

### **Derecognition**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

### **Impairment of financial assets**

The Group assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets (excluding equity instruments) measured at fair value through other comprehensive income (FVTOCI).

ECL is measured through a loss allowance on a following basis after considering the value of recoverable security:-

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date).
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments).

The Group follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Group to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Group assesses the credit risk characteristics on instrument-by-instrument basis.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in profit and loss.

#### **Financial Liabilities**

The Group's financial liabilities includes borrowings, trade payable, lease liabilities, accrued expenses and other payables.

#### **Initial recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### **Financial Liabilities classified as Amortised Cost**

All Financial Liabilities other than derivatives are measured at amortised cost. Interest expense that is not capitalised as part of costs of assets is included as Finance costs in Profit or Loss.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

#### **Derivatives**

Derivative instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument and is recognised in Other Comprehensive Income (OCI). Cash flow hedges are reclassified to profit or loss as a reclassification adjustment in the same period or periods



during which the hedged expected future cash flows affect profit or loss. If hedge of a forecast transaction results in the recognition of a non-financial asset or a non-financial liability, then the gain or loss that are accumulated in the cash flow hedge reserve is recognised in the initial cost or other carrying amount of the asset or liability (this is also referred to as “Basis Adjustment”).

#### **D) Recent accounting pronouncements:**

The Ministry of corporate Affairs (“MCA”) notified amendments on 7th May 2025 and 13th August 2025 under the Companies (Indian Accounting Standards) Amendment Rules, 2025 and the Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which is effective from annual reporting periods beginning on or after 1st April 2025.

##### **(a) Amendment to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangement:**

The amendments to Ind AS 7 ‘Statement of Cash Flows’ and Ind AS 107 ‘Financial Instruments: Disclosures’ clarify the characteristics of supplier finance arrangements and require additional disclosures for such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity’s liabilities, cash flows and exposure to liquidity risk. The supplier finance arrangements during the financial year have been suitably disclosed.

##### **(b) Amendment to Ind AS 1 - Classification of liabilities as current or non-current and non-current liabilities with covenants:**

The amendment specifies the requirements for classifying liabilities as current or non-current in the balance sheet, and clarifies the following:

- i) An entity’s right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period. The classification of a liability as current or non-

current is unaffected by the likelihood that the entity will exercise its right to defer settlement.

- ii) If an entity’s right to defer settlement of a liability is subject to covenants, such covenants affect whether that right exists at the end of the reporting period only if the entity is required to comply with the covenant on or before the end of the reporting period.
- iii) In case of a liability that can be settled, at the option of the counterparty, by the transfer of the entity’s own equity instruments, such settlement terms do not affect the classification of the liability as current or non-current only if the option is classified as an equity instrument.

These amendments have no effect on the measurement of any items in the financial statements of the Company. The Company do not make retrospective adjustments as a result of adopting the amendments to Ind AS 1.

##### **(c) Amendment to Ind AS 12 – Pillar-Two Tax Reforms:**

The Group is within the scope of the OECD Pillar Two Model Rules. Based on the current assessment, no material exposure to Pillar-Two Top-up taxes is envisaged.

This assessment is based on currently available information and interpretations of the Pillar Two Rules which are evolving. The Holding Company continues to monitor development in tax legislations and guidance across relevant jurisdictions and the actual impact, if any, may differ in future periods.

##### **(d) Amendment to Ind AS 21-Lack of exchangeability:**

The Amendments introduces requirement to assess when a currency is exchangeable into another currency and when it is not. The amendment requires an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. These amendments had no effect on the financial statements of the Company.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026**

|                                                                      |               |                     |                     |                        |               |              |                  |               |                |               |                 | (₹ Crores)                        |
|----------------------------------------------------------------------|---------------|---------------------|---------------------|------------------------|---------------|--------------|------------------|---------------|----------------|---------------|-----------------|-----------------------------------|
| <b>NOTE 2 (a) : Property, Plant and Equipment</b>                    |               |                     |                     |                        |               |              |                  |               |                |               |                 | <b>NOTE 2 (d)<br/>INTANGIBLES</b> |
| Particulars                                                          | Land          | Buildings and Roads | Plant and Equipment | Furniture and Fixtures | Vehicles      | Air Craft    | Office equipment | Computers     | Moulds         | Other Assets  | Total           | Computer Software                 |
| <b>Gross Block</b>                                                   |               |                     |                     |                        |               |              |                  |               |                |               |                 |                                   |
| <b>Carrying Value as at 31st March 2024</b>                          | <b>606.23</b> | <b>4185.33</b>      | <b>12203.57</b>     | <b>42.37</b>           | <b>87.13</b>  | <b>83.98</b> | <b>49.14</b>     | <b>79.58</b>  | <b>1111.98</b> | <b>614.08</b> | <b>19063.39</b> | <b>82.07</b>                      |
| Additions                                                            | 5.72          | 430.06              | 1887.74             | 8.04                   | 13.32         | -            | 4.88             | 13.37         | 151.50         | 93.96         | 2608.59         | 5.78                              |
| Disposals                                                            | -             | (11.02)             | (16.47)             | (1.08)                 | (3.32)        | -            | (1.10)           | (2.29)        | (17.20)        | (11.46)       | (63.94)         | (0.03)                            |
| <b>Carrying Value as at 31st March 2025</b>                          | <b>611.95</b> | <b>4604.37</b>      | <b>14074.84</b>     | <b>49.33</b>           | <b>97.13</b>  | <b>83.98</b> | <b>52.92</b>     | <b>90.66</b>  | <b>1246.28</b> | <b>696.58</b> | <b>21608.04</b> | <b>87.82</b>                      |
| Additions                                                            | -             | 313.02              | 759.91              | 4.40                   | 31.50         | -            | 7.54             | 40.53         | 159.20         | 80.03         | 1396.13         | 9.41                              |
| Disposals                                                            | (0.20)        | (5.27)              | (29.99)             | (1.02)                 | (1.98)        | -            | (1.34)           | (1.42)        | (24.76)        | (8.70)        | (74.68)         | -                                 |
| <b>Carrying Value as at 31st March 2026</b>                          | <b>611.75</b> | <b>4912.12</b>      | <b>14804.76</b>     | <b>52.71</b>           | <b>126.65</b> | <b>83.98</b> | <b>59.12</b>     | <b>129.77</b> | <b>1380.72</b> | <b>767.91</b> | <b>22929.49</b> | <b>97.23</b>                      |
| <b>Depreciation Block</b>                                            |               |                     |                     |                        |               |              |                  |               |                |               |                 |                                   |
| <b>Accumulated depreciation / Amortisation as at 31st March 2024</b> | <b>-</b>      | <b>691.45</b>       | <b>5907.76</b>      | <b>31.21</b>           | <b>43.02</b>  | <b>33.97</b> | <b>37.41</b>     | <b>55.29</b>  | <b>640.94</b>  | <b>359.39</b> | <b>7800.44</b>  | <b>56.33</b>                      |
| Depreciation / Amortisation for the year                             | -             | 137.43              | 1144.31             | 5.14                   | 8.30          | 5.91         | 4.73             | 12.37         | 140.56         | 46.45         | 1505.20         | 10.19                             |
| Disposals                                                            | -             | (2.31)              | (12.68)             | (0.92)                 | (1.29)        | -            | (1.10)           | (2.29)        | (16.98)        | (10.91)       | (48.48)         | (0.03)                            |
| <b>Accumulated depreciation / Amortisation as at 31st March 2025</b> | <b>-</b>      | <b>826.57</b>       | <b>7039.39</b>      | <b>35.43</b>           | <b>50.03</b>  | <b>39.88</b> | <b>41.04</b>     | <b>65.37</b>  | <b>764.52</b>  | <b>394.93</b> | <b>9257.16</b>  | <b>66.49</b>                      |
| Depreciation / Amortisation for the year                             | -             | 170.25              | 1182.83             | 5.42                   | 11.53         | 5.91         | 5.35             | 16.95         | 145.82         | 56.81         | 1600.87         | 8.84                              |
| Disposals                                                            | -             | (0.11)              | (27.99)             | (0.85)                 | (1.82)        | -            | (1.19)           | (1.43)        | (24.06)        | (7.24)        | (64.69)         | -                                 |
| <b>Accumulated depreciation / Amortisation as at 31st March 2026</b> | <b>-</b>      | <b>996.71</b>       | <b>8194.23</b>      | <b>40.00</b>           | <b>59.74</b>  | <b>45.79</b> | <b>45.20</b>     | <b>80.89</b>  | <b>886.28</b>  | <b>444.50</b> | <b>10793.34</b> | <b>75.33</b>                      |
| <b>Net Block</b>                                                     |               |                     |                     |                        |               |              |                  |               |                |               |                 |                                   |
| <b>As at 31st March 2025</b>                                         | <b>611.95</b> | <b>3777.80</b>      | <b>7035.45</b>      | <b>13.90</b>           | <b>47.10</b>  | <b>44.10</b> | <b>11.88</b>     | <b>25.29</b>  | <b>481.76</b>  | <b>301.65</b> | <b>12350.88</b> | <b>21.33</b>                      |
| <b>As at 31st Mar 2026</b>                                           | <b>611.75</b> | <b>3915.41</b>      | <b>6610.53</b>      | <b>12.71</b>           | <b>66.91</b>  | <b>38.19</b> | <b>13.92</b>     | <b>48.88</b>  | <b>494.44</b>  | <b>323.41</b> | <b>12136.15</b> | <b>21.90</b>                      |

**Note:**

- Freehold land includes agricultural land - ₹ 0.12 Crores (31st March, 2025 - ₹ 0.12 Crores ).
- Other assets represents Electrical Fittings, Fire Fighting/Other Equipments and Canteen Utensils.
- The amount of Borrowing Cost capitalised during the year ended 31st March, 2026 - ₹ 2.82 Crores (31st March, 2025 - ₹ 5.89 Crores).
- Capital expenditure on Research and Development during the year - ₹ 254.77 Crores (31st March, 2025 - ₹ 20.79 Crores).
- Title deeds of Freehold Land are held in the name of the Company. Title deeds in respect of Buildings which are constructed on company's Freehold Land is based on documents constituting evidence of legal ownership of the Buildings.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

(₹ Crores)

|                                                    | As at<br>31.03.2026 | As at<br>31.03.2025 |
|----------------------------------------------------|---------------------|---------------------|
| <b>Note 2 (b) : Capital Work-in-Progress</b>       | 1033.80             | 1168.63             |
| <b>Movement in Capital Work-in-Progress (CWIP)</b> | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Opening Balance                                    | 1168.63             | 3045.86             |
| Add : Additions                                    | 1270.71             | 737.14              |
| Less : Capitalisation                              | (1405.54)           | (2614.37)           |
| <b>Closing Balance</b>                             | 1033.80             | 1168.63             |

(₹ Crores)

| Capital Work-in-Progress (CWIP) Ageing schedule | Amount in CWIP for a period of |                    |                  |                      | Total                |
|-------------------------------------------------|--------------------------------|--------------------|------------------|----------------------|----------------------|
|                                                 | Less than<br>1 year            | 1-2 years          | 2-3 years        | More than 3<br>years |                      |
| Projects in progress                            | 683.54<br>(735.43)             | 216.60<br>(260.28) | 76.06<br>(81.69) | 49.53<br>(88.55)     | 1025.73<br>(1165.95) |
| Projects temporarily suspended                  | 0.22<br>(-)                    | 4.16<br>(-)        | 1.01<br>(-)      | 2.68<br>(2.68)       | 8.07<br>(2.68)       |

Figures in brackets are in respect of Previous year.

### Note:

There were no material projects which have exceeded their original planned cost and timelines.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

| NOTE 2 (c): Right of Use Assets                                      |               |                |              | (₹ Crores)     |
|----------------------------------------------------------------------|---------------|----------------|--------------|----------------|
| Particulars                                                          | Land          | Buildings      | Vehicles     | Total          |
| <b>Gross Block</b>                                                   |               |                |              |                |
| <b>Carrying Value as at 31st March 2024</b>                          | <b>101.07</b> | <b>921.16</b>  | <b>60.19</b> | <b>1082.42</b> |
| Additions                                                            | -             | 280.41         | -            | 280.41         |
| Disposals                                                            | -             | (134.15)       | -            | (134.15)       |
| <b>Carrying Value as at 31st March 2025</b>                          | <b>101.07</b> | <b>1067.42</b> | <b>60.19</b> | <b>1228.68</b> |
| Additions                                                            |               | 148.07         | 2.06         | 150.13         |
| Disposals                                                            |               | (107.21)       | (62.25)      | (169.46)       |
| <b>Carrying Value as at 31st March 2026</b>                          | <b>101.07</b> | <b>1108.28</b> | <b>-</b>     | <b>1209.35</b> |
| <b>Depreciation Block</b>                                            |               |                |              |                |
| <b>Accumulated depreciation / Amortisation as at 31st March 2024</b> | <b>7.67</b>   | <b>270.10</b>  | <b>46.39</b> | <b>324.16</b>  |
| Depreciation / Amortisation for the year                             | 1.09          | 128.08         | 8.99         | 138.16         |
| Disposals                                                            | -             | (83.98)        | -            | (83.98)        |
| <b>Accumulated depreciation / Amortisation as at 31st March 2025</b> | <b>8.76</b>   | <b>314.20</b>  | <b>55.38</b> | <b>378.34</b>  |
| Depreciation / Amortisation for the year                             | 1.09          | 135.96         | 6.87         | 143.92         |
| Disposals                                                            | -             | (59.03)        | (62.25)      | (121.28)       |
| <b>Accumulated depreciation / Amortisation as at 31st March 2026</b> | <b>9.85</b>   | <b>391.13</b>  | <b>-</b>     | <b>400.98</b>  |
| <b>Net Block</b>                                                     |               |                |              |                |
| <b>As at 31st March 2025</b>                                         | <b>92.31</b>  | <b>753.22</b>  | <b>4.81</b>  | <b>850.34</b>  |
| <b>As at 31st March 2026</b>                                         | <b>91.22</b>  | <b>717.15</b>  | <b>-</b>     | <b>808.37</b>  |

## Note:

- The Group has incurred ₹ 38.30 Crores (Previous year - ₹ 32.96 Crores) for the year ended 31st March, 2026 towards expenses relating to short-term leases and leases of low-value assets (Refer Note 23 a). The total cash outflow for leases is ₹ 233.25 Crores (Previous year - ₹ 213.58 Crores) for the year ended 31st March, 2026, including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities is ₹ 78.33 Crores (Previous year - ₹ 77.68 Crores) for the year ended 31st March, 2026 (Refer Note 22).
- The Group's leases mainly comprise of Land, Buildings and Vehicles. The Group mainly leases Land and Buildings for its manufacturing, warehouse facilities and sales offices. The Company also has leased Vehicles for its Goods Transportation.

|                                                              |               |               |
|--------------------------------------------------------------|---------------|---------------|
| 3. <b>Maturity analysis of lease liabilities</b>             | (₹ Crores)    |               |
| <b>Maturity Analysis - Contractual discounted cash flows</b> | 31.03.2026    | 31.03.2025    |
| Less than 1 year                                             | 120.35        | 110.95        |
| 1-5 Years                                                    | 481.44        | 470.44        |
| More than 5 Years                                            | 237.82        | 284.87        |
| <b>Total discounted lease liabilities as at 31st March</b>   | <b>839.61</b> | <b>866.26</b> |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 3: INVESTMENTS

(₹ Crores)

| Particulars                                                                                                                                                                                                                                                                                                 | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>Non-Current Investments</b>                                                                                                                                                                                                                                                                              |                     |                     |
| <b>Fully Paid-up</b>                                                                                                                                                                                                                                                                                        |                     |                     |
| <b>Quoted</b>                                                                                                                                                                                                                                                                                               |                     |                     |
| Equity Shares (at fair value through Profit or Loss )                                                                                                                                                                                                                                                       | 18.18               | 20.20               |
| In Debt Instruments- Bonds (at fair value through OCI )                                                                                                                                                                                                                                                     | 322.71              | 1114.55             |
| <b>Others: (at fair value through Profit or Loss)*</b>                                                                                                                                                                                                                                                      | 0.07                | 0.07                |
| *Note: The Holding Company had invested in Co-operative Societies and in certain other entities towards the corpus. These are non participative shares and normally no dividend is accrued. The Holding Company has carried these investments at its transaction value considering it to be its fair value. |                     |                     |
| <b>Total</b>                                                                                                                                                                                                                                                                                                | 340.96              | 1134.82             |
| Aggregate Market Value of Quoted Investments                                                                                                                                                                                                                                                                | 340.89              | 1134.75             |
| Aggregate Amount of Unquoted Investments                                                                                                                                                                                                                                                                    | 0.07                | 0.07                |
| <b>Grand Total</b>                                                                                                                                                                                                                                                                                          | 340.96              | 1134.82             |
| <b>Current Investments</b>                                                                                                                                                                                                                                                                                  |                     |                     |
| <b>Fully paid up - Unquoted</b>                                                                                                                                                                                                                                                                             |                     |                     |
| In Debt and Arbitrage Mutual Fund Units: (at fair value through Profit or Loss)                                                                                                                                                                                                                             |                     |                     |
| Income Plan: Growth Option                                                                                                                                                                                                                                                                                  | 3056.85             | 3413.42             |
| <b>Aggregate Amount of Unquoted Investments</b>                                                                                                                                                                                                                                                             | 3056.85             | 3413.42             |

### NOTE 4: LOANS (Unsecured, considered good)

(₹ Crores)

|                    | Non-Current         |                     | Current             |                     |
|--------------------|---------------------|---------------------|---------------------|---------------------|
|                    | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Loans to employees | 0.49                | 7.67                | 3.53                | 5.02                |
| <b>Total</b>       | 0.49                | 7.67                | 3.53                | 5.02                |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026**
**NOTE 5: OTHER FINANCIAL ASSETS (Unsecured, considered good)**

(₹ Crores)

|                                                 | Non-Current         |                     | Current             |                     |
|-------------------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                                 | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| <b>Carried at Amortised cost :</b>              |                     |                     |                     |                     |
| Bank deposits with more than 12 months maturity | 2012.94             | 12.30               | -                   | -                   |
| Export Benefits receivables                     | -                   | -                   | 3.93                | 0.98                |
| Interest Accrued on Loans, Deposits etc         | 0.02                | -                   | 90.15               | 47.48               |
| Fixed Deposits Others                           | -                   | -                   | -                   | 144.00              |
| <b>Carried at Fair value:</b>                   |                     |                     |                     |                     |
| Derivative Financial Assets (FVTOCI)            | -                   | -                   | 80.32               | -                   |
| Derivative Financial Assets (FVTPL)             | -                   | -                   | 18.61               | 0.19                |
| Security Deposits (FVTPL)                       | 1.38                | 1.31                | -                   | -                   |
| Deposits (FVTPL)                                | 31.76               | 27.58               | -                   | -                   |
| <b>Total</b>                                    | 2046.10             | 41.19               | 193.01              | 192.65              |

**NOTE 6: OTHER ASSETS (Unsecured, considered good)**

(₹ Crores)

|                                       | Non-Current         |                     | Current             |                     |
|---------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                       | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Capital Advances                      | 235.59              | 97.53               | -                   | -                   |
| Advances other than capital advances; |                     |                     |                     |                     |
| Deposits                              | 231.77              | 163.09              | -                   | -                   |
| Advances to Employees                 | -                   | -                   | 32.35               | 37.93               |
| <b>Sub Total</b>                      | 467.36              | 260.62              | 32.35               | 37.93               |
| Others                                |                     |                     |                     |                     |
| Balance with statutory authorities    | -                   | -                   | 0.70                | 0.65                |
| Advances recoverable in cash or kind  | 6.25                | 6.20                | 267.52              | 221.13              |
| Salary and wage advance               | -                   | -                   | 9.04                | 5.20                |
| Prepaid Expenses                      | -                   | -                   | 59.91               | 63.28               |
| Others                                | -                   | -                   | 52.47               | 85.61               |
| <b>Sub Total</b>                      | 6.25                | 6.20                | 389.64              | 375.87              |
| <b>Total</b>                          | 473.61              | 266.82              | 421.99              | 413.80              |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 7: INVENTORIES (Valued at lower of Cost and Net Realisable Value)

(₹ Crores)

|                          | As at<br>31.03.2026 | As at<br>31.03.2025 |
|--------------------------|---------------------|---------------------|
| Raw Materials            | 2015.48             | 1819.83             |
| Raw Materials in transit | 228.60              | 140.40              |
| Work-in-progress         | 621.77              | 581.65              |
| Finished goods           | 1901.79             | 2549.37             |
| Stock-in-trade           | 34.68               | 32.38               |
| Stores and spares        | 614.50              | 501.15              |
| <b>Total</b>             | <b>5416.82</b>      | <b>5624.78</b>      |

### NOTE 8: TRADE RECEIVABLES

(₹ Crores)

|                                                             | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-------------------------------------------------------------|---------------------|---------------------|
| Trade receivables                                           |                     |                     |
| Secured, considered good                                    | 2078.56             | 1987.39             |
| Unsecured, considered good                                  | 1463.02             | 1382.86             |
| Trade Receivables - credit impaired                         | 5.10                | 4.39                |
| Less: Expected Credit Loss provision (Refer Note 24 (B) ii) | (5.10)              | (4.39)              |
| <b>Total</b>                                                | <b>3541.58</b>      | <b>3370.25</b>      |

**Note:** The Group has used a practical expedient for computing expected credit loss allowance for trade receivables, taking into account historical credit loss experience and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### Trade Receivables Ageing Schedule

(₹ Crores)

| Particulars                                         | Outstanding for following periods from due date of payment |                  |                |                |                   | Total                |
|-----------------------------------------------------|------------------------------------------------------------|------------------|----------------|----------------|-------------------|----------------------|
|                                                     | Less than 6 months                                         | 6 months -1 year | 1-2 Years      | 2-3 years      | More than 3 years |                      |
| (i) Undisputed Trade Receivables — considered good  | 355.85<br>(393.01)                                         | 12.19<br>(15.30) | -<br>(-)       | -<br>(-)       | -<br>(-)          | 368.04<br>(408.31)   |
| (ii) Undisputed Trade Receivables — credit impaired | -<br>(-)                                                   | 1.28<br>(2.26)   | 2.26<br>(0.81) | 0.48<br>(0.23) | 1.08<br>(1.09)    | 5.10<br>(4.39)       |
| (iii) Amount Not Due                                |                                                            |                  |                |                |                   | 3173.54<br>(2961.94) |
| Total Gross                                         |                                                            |                  |                |                |                   | 3546.68<br>(3374.64) |
| Allowance for Expected Credit Loss                  |                                                            |                  |                |                |                   | 5.10<br>(4.39)       |
| <b>Total</b>                                        |                                                            |                  |                |                |                   | 3541.58<br>(3370.25) |

Figures in brackets are in respect of Previous year.

### NOTE 9: CASH AND CASH EQUIVALENTS (as per Cash Flow Statement)

(₹ Crores)

|                                                                 | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-----------------------------------------------------------------|---------------------|---------------------|
| Balances with Banks                                             |                     |                     |
| - In Current accounts                                           | 181.40              | 153.44              |
| - In Term deposits with original maturity of less than 3 months | 122.07              | 180.04              |
| Cheques, drafts on hand; and                                    | 0.48                | 39.60               |
| Cash on hand                                                    | 0.64                | 0.77                |
| <b>Total</b>                                                    | 304.59              | 373.85              |

### NOTE 10: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ Crores)

|                                                                                | As at<br>31.03.2026 | As at<br>31.03.2025 |
|--------------------------------------------------------------------------------|---------------------|---------------------|
| Deposits with original maturity of more than 3 months, but less than 12 months | 1867.02             | 107.06              |
| Others:                                                                        |                     |                     |
| Unclaimed Dividend Account                                                     | 2.73                | 2.44                |
| Unspent CSR Account                                                            | 8.38                | 3.41                |
| <b>Total</b>                                                                   | 1878.13             | 112.91              |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 11: BORROWINGS

(₹ Crores)

|                                                                                                       | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>NON CURRENT (AT AMORTISED COST)</b>                                                                |                     |                     |
| <u>Secured</u>                                                                                        |                     |                     |
| Softloan from SIPCOT                                                                                  | 76.02               | 74.44               |
| Term loans from Banks;                                                                                |                     |                     |
| Rupee Term Loan                                                                                       | 100.00              | 299.99              |
| <b>Sub - Total</b>                                                                                    | 176.02              | 374.43              |
| <b>CURRENT (AT AMORTISED COST)</b>                                                                    |                     |                     |
| <u>Secured</u>                                                                                        |                     |                     |
| Loans repayable on demand                                                                             |                     |                     |
| - from banks                                                                                          | 112.82              | 557.00              |
| Interest accrued on above                                                                             | 1.43                | 0.56                |
| <u>Unsecured</u>                                                                                      |                     |                     |
| Loans repayable on demand from Banks                                                                  | 1860.82             | 1603.21             |
| Interest accrued on above                                                                             | 14.75               | 15.15               |
| Current maturities of long-term debt                                                                  | 200.11              | 351.22              |
| Interest accrued on above                                                                             | 1.10                | 3.33                |
| <b>Sub - Total</b>                                                                                    | 2191.03             | 2530.47             |
| <b>Total</b>                                                                                          | 2367.05             | 2904.90             |
| Note: Security and terms of repayment in respect of above borrowings are detailed in Note 25 f and g. |                     |                     |
| <b>Reconciliation of Financing Liabilities : -</b>                                                    |                     |                     |
| <b>Opening balance</b>                                                                                |                     |                     |
| - Soft Loan from SIPCOT                                                                               | 74.44               | 72.89               |
| - Debentures                                                                                          | -                   | 150.00              |
| - Term Loan from Banks                                                                                | 299.99              | 499.99              |
| - Deferred Payment Credit                                                                             | -                   | 1.23                |
| - Loans repayable on Demand (Secured and Unsecured)                                                   | 2160.21             | 1240.71             |
| - Current maturities of long term debt                                                                | 351.22              | 100.99              |
| - Interest accrued on debt                                                                            | 19.04               | 9.31                |
| - Lease Liability                                                                                     | 866.26              | 746.38              |
| <b>Total - A</b>                                                                                      | 3771.16             | 2821.50             |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 11: BORROWINGS (Contd.)

(₹ Crores)

|                                                                 | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-----------------------------------------------------------------|---------------------|---------------------|
| a) Cash flow movements                                          |                     |                     |
| - (Repayments) / Proceeds from Working Capital Facilities (Net) | (186.57)            | 919.51              |
| - Repayment of Term Loans                                       | (200.00)            | (100.00)            |
| - Repayment of Debentures                                       | (150.00)            | -                   |
| - Repayment of Deferred Payment Credit                          | (1.11)              | (1.00)              |
| - Payment of Lease Liability                                    | (194.95)            | (180.62)            |
| - Interest paid                                                 | (289.63)            | (272.62)            |
| b) Non-cash movements                                           |                     |                     |
| - Effect of amortization of loan origination costs              | 1.59                | 1.55                |
| - Lease Liability                                               | 168.30              | 300.49              |
| - Interest accrued during the year                              | 287.87              | 282.35              |
| <b>Total - B</b>                                                | <b>(564.50)</b>     | <b>949.66</b>       |
| <b>Closing Balance (A+B)</b>                                    | <b>3206.66</b>      | <b>3771.16</b>      |
| <b>Closing Balance Break Up</b>                                 |                     |                     |
| - Soft Loan from SIPCOT                                         | 76.02               | 74.44               |
| - Term Loan from Banks                                          | 100.00              | 299.99              |
| - Loans repayable on Demand (Secured and Unsecured)             | 1973.64             | 2160.21             |
| - Current maturities of long term debt                          | 200.11              | 351.22              |
| - Interest accrued on debt                                      | 17.28               | 19.04               |
| - Lease Liability                                               | 839.61              | 866.26              |

### NOTE 12: PROVISIONS

(₹ Crores)

|                                                      | Non-Current         |                     | Current             |                     |
|------------------------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                                      | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Provision for employee benefits                      | 83.01               | 65.18               | 129.47              | 45.57               |
| Sales related obligations (Warranty)                 | 215.37              | 169.90              | 301.26              | 265.23              |
| Provision for Extended Producer Responsibility (EPR) | -                   | -                   | 20.41               | 11.62               |
| Others                                               | 47.06               | 50.21               | 29.86               | 21.95               |
| <b>Total</b>                                         | <b>345.44</b>       | <b>285.29</b>       | <b>481.00</b>       | <b>344.37</b>       |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 13: DEFERRED TAX LIABILITIES - (NET)

(₹ Crores)

|                                                                                           | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-------------------------------------------------------------------------------------------|---------------------|---------------------|
| Deferred Tax Liabilities:                                                                 |                     |                     |
| - Arising on account of difference in carrying amount and tax base of PPE and Intangibles | 533.49              | 472.31              |
| - Unrealised gain/(loss) on FVTPL Debt and Arbitrage Mutual Funds                         | 97.54               | 75.14               |
| - On Right of Use Asset                                                                   | 183.05              | 190.78              |
| - Other adjustments                                                                       | 18.36               | 18.16               |
| <b>Sub-Total</b>                                                                          | <b>832.44</b>       | <b>756.39</b>       |
| Deferred Tax Asset:                                                                       |                     |                     |
| - Accrued Expenses allowable on Actual Payments                                           | 66.72               | 35.05               |
| - Unrealised loss on FVTOCI Debt Instruments                                              | 3.32                | 2.99                |
| - On remeasurements of defined benefit plans                                              | 35.05               | 34.77               |
| - On revaluation of designated cash flow hedges                                           | (4.30)              | 3.16                |
| - On Lease Liability                                                                      | 213.84              | 217.98              |
| - Unrealised loss on FVTPL Debt and Arbitrage Mutual Funds                                | 0.02                | 0.05                |
| <b>Sub-Total</b>                                                                          | <b>314.65</b>       | <b>294.00</b>       |
| <b>Total</b>                                                                              | <b>517.79</b>       | <b>462.39</b>       |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026**
**COMPONENTS OF DEFERRED TAX LIABILITY (NET)**

(₹ Crores)

| Particulars                                                      | As at 31.03.2026 |                               |                                          |                 | As at 31.03.2025 |                               |                                          |                 |
|------------------------------------------------------------------|------------------|-------------------------------|------------------------------------------|-----------------|------------------|-------------------------------|------------------------------------------|-----------------|
|                                                                  | Opening Balance  | Recognised in Profit and Loss | Recognised in Other Comprehensive Income | Closing Balance | Opening Balance  | Recognised in Profit and Loss | Recognised in Other Comprehensive Income | Closing Balance |
| <b>Tax effect of items constituting Deferred Tax Liabilities</b> |                  |                               |                                          |                 |                  |                               |                                          |                 |
| Depreciation and amortisation                                    | 472.31           | 61.18                         | -                                        | 533.49          | 455.49           | 16.82                         | -                                        | 472.31          |
| Unrealised gain on FVTPL Debt and Arbitrage Mutual Funds         | 75.14            | 22.40                         | -                                        | 97.54           | 81.26            | (6.12)                        | -                                        | 75.14           |
| On Right of Use Asset                                            | 190.78           | (7.73)                        | -                                        | 183.05          | 167.33           | 23.45                         | -                                        | 190.78          |
| Others                                                           | 18.16            | 0.20                          | -                                        | 18.36           | 16.80            | 1.36                          | -                                        | 18.16           |
| <b>Gross Deferred Tax Liabilities (a)</b>                        | <b>756.39</b>    | <b>76.05</b>                  | <b>-</b>                                 | <b>832.44</b>   | <b>720.88</b>    | <b>35.51</b>                  | <b>-</b>                                 | <b>756.39</b>   |
| <b>Tax effect of items constituting Deferred Tax Assets</b>      |                  |                               |                                          |                 |                  |                               |                                          |                 |
| Accrued expenses allowable on actual payments                    | 35.05            | 31.65                         | -                                        | 66.70           | 31.02            | 4.03                          | -                                        | 35.05           |
| Unrealised loss on FVTOCI Debt Instruments                       | 2.99             | -                             | 0.35                                     | 3.34            | 5.78             | -                             | (2.79)                                   | 2.99            |
| On Remeasurement of Defined Benefit Plans                        | 34.77            | -                             | 0.28                                     | 35.05           | 34.29            | -                             | 0.48                                     | 34.77           |
| On revaluation of designated cash flow hedges                    | 3.16             | -                             | (7.46)                                   | (4.30)          | 0.01             | -                             | 3.15                                     | 3.16            |
| Unrealised loss on FVTPL Debt and Arbitrage Mutual Funds         | 0.05             | (0.03)                        | -                                        | 0.02            | -                | 0.05                          | -                                        | 0.05            |
| On Lease liability                                               | 217.98           | (4.14)                        | -                                        | 213.84          | 187.81           | 30.17                         | -                                        | 217.98          |
| <b>Gross Deferred Tax Assets (b)</b>                             | <b>294.00</b>    | <b>27.48</b>                  | <b>(6.83)</b>                            | <b>314.65</b>   | <b>258.91</b>    | <b>34.25</b>                  | <b>0.84</b>                              | <b>294.00</b>   |
| <b>Net Deferred Tax Liability (a - b)</b>                        | <b>462.39</b>    | <b>48.57</b>                  | <b>6.83</b>                              | <b>517.79</b>   | <b>461.97</b>    | <b>1.26</b>                   | <b>(0.84)</b>                            | <b>462.39</b>   |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

### NOTE 14: OTHER LIABILITIES

(₹ Crores)

|                           | Non-Current         |                     | Current             |                     |
|---------------------------|---------------------|---------------------|---------------------|---------------------|
|                           | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Contract Liabilities      | -                   | -                   | 25.54               | 25.01               |
| Others ;                  |                     |                     |                     |                     |
| Dealers' Security Deposit | -                   | -                   | 2197.67             | 2075.68             |
| Retention Money           | 20.81               | 22.84               | 114.95              | 162.66              |
| Statutory Dues            | -                   | -                   | 176.71              | 429.42              |
| Deferred Income           | 188.86              | 217.08              | 36.09               | 34.94               |
| Others                    | 4.31                | 1.44                | 32.89               | 26.75               |
| <b>Total</b>              | <b>213.98</b>       | <b>241.36</b>       | <b>2583.85</b>      | <b>2754.46</b>      |

#### Movement of contract liabilities is as under;

(₹ Crores)

|                                                     | As at<br>31.03.2026 | As at<br>31.03.2025 |
|-----------------------------------------------------|---------------------|---------------------|
| As at beginning of the year                         | 25.01               | 34.50               |
| Recognised as revenue from contracts with customers | (23.59)             | (32.94)             |
| Advance from customers received during the year     | 24.12               | 23.45               |
| Balance at the close of the year                    | 25.54               | 25.01               |

### NOTE 15: TRADE PAYABLES

(₹ Crores)

|                                                                      | As at<br>31.03.2026 | As at<br>31.03.2025 |
|----------------------------------------------------------------------|---------------------|---------------------|
| Outstanding dues of Micro and Small Enterprises                      | 62.28               | 37.74               |
| Outstanding dues of Creditors other than Micro and Small Enterprises | 3148.48             | 2784.62             |
| <b>Total</b>                                                         | <b>3210.76</b>      | <b>2822.36</b>      |
| Of the above;                                                        |                     |                     |
| - Acceptances                                                        | 608.48              | 416.47              |
| - Supplier finance arrangements                                      | 37.26               | -                   |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31ST MARCH 2026

| Trade Payables ageing schedule |                                                            |           |           |                   | (₹ Crores) |
|--------------------------------|------------------------------------------------------------|-----------|-----------|-------------------|------------|
| Particulars                    | Outstanding for following periods from due date of payment |           |           |                   | Total      |
|                                | Less than 1 year                                           | 1-2 years | 2-3 years | More than 3 years |            |
| (i) MSME                       | 12.86                                                      | -         | -         | -                 | 12.86      |
|                                | (14.72)                                                    | (0.06)    | (0.01)    | (-)               | (14.79)    |
| (ii) Others                    | 329.84                                                     | 36.84     | 16.09     | 1.74              | 384.51     |
|                                | (292.35)                                                   | (27.96)   | (0.04)    | (2.47)            | (322.82)   |
| (iii) Amounts not due          |                                                            |           |           |                   | 2813.39    |
|                                |                                                            |           |           |                   | (2484.75)  |

Figures in brackets are in respect of Previous year.

### Note on Supplier Finance

|                                                                                          | As at<br>31.03.2026                | As at<br>31.03.2025 |
|------------------------------------------------------------------------------------------|------------------------------------|---------------------|
| Carrying amount of financial liabilities that are part of a supplier finance arrangement |                                    |                     |
| Present in trade and other payables:                                                     | 37.26                              | -                   |
| -of which suppliers have received payment from the finance provider                      | 37.26                              | -                   |
| Range of payment due date:                                                               |                                    |                     |
| Liabilities that are part of the arrangement                                             | 180 days after<br>invoice date     | -                   |
| Comparable trade payable that are not part of the arrangement                            | Immediate<br>payment on<br>receipt | -                   |

### NOTE 16: OTHER FINANCIAL LIABILITIES

|                                            | Non-Current         |                     | Current             |                     |
|--------------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                            | As at<br>31.03.2026 | As at<br>31.03.2025 | As at<br>31.03.2026 | As at<br>31.03.2025 |
| Employee benefits                          | -                   | -                   | 203.51              | 140.71              |
| <b>Carried at Amortised Cost :</b>         |                     |                     |                     |                     |
| Unclaimed dividends                        | -                   | -                   | 2.73                | 2.44                |
| Liabilities for expenses                   | -                   | -                   | 125.27              | 107.88              |
| Others                                     | -                   | -                   | 80.90               | 130.16              |
| <b>Carried at Fair Value :</b>             |                     |                     |                     |                     |
| Derivative Financial Liabilities (FVTOCI ) | -                   | -                   | -                   | 9.21                |
| Derivative Financial Liabilities (FVTPL)   | -                   | -                   | -                   | 0.91                |
| <b>Total</b>                               | -                   | -                   | 412.41              | 391.31              |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### NOTE 17: REVENUE FROM OPERATIONS

(₹ Crores)

|                                         | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-----------------------------------------|--------------------------|--------------------------|
| Revenue from Contracts with Customers : |                          |                          |
| Sale Of Goods                           | 30894.14                 | 27943.10                 |
| Sale Of Services                        | 37.53                    | 31.23                    |
| Other Operating Revenues:               |                          |                          |
| Scrap Sales                             | 209.90                   | 170.85                   |
| Subsidy from State Government           | 7.44                     | 7.35                     |
| Miscellaneous                           | -                        | 0.47                     |
| <b>Total</b>                            | <b>31149.01</b>          | <b>28153.00</b>          |

The management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under IND AS 115 "Revenue from contracts with customers". Hence no separate disclosure of disaggregate revenues are reported.(refer note 25 e)

Reconciliation of revenue recognised with the contracted price is as follows:

(₹ Crores)

|                                                                                           | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Gross Sales (Contracted Price)                                                            | 32200.29                 | 29162.59                 |
| Reductions towards variable consideration (Product, Turnover and Prompt payment discount) | (595.81)                 | (552.17)                 |
| Claims preferred against obligation(Note 1(C-7))                                          | (455.47)                 | (457.42)                 |
| <b>Revenue recognised</b>                                                                 | <b>31149.01</b>          | <b>28153.00</b>          |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026****NOTE 18: OTHER INCOME**

(₹ Crores)

|                                                                         | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-------------------------------------------------------------------------|--------------------------|--------------------------|
| Interest Income                                                         | 170.20                   | 120.45                   |
| Dividend Income from Non Current Investment                             | 0.17                     | 0.15                     |
| Government Grant :                                                      |                          |                          |
| - Export Incentives                                                     | 13.61                    | 17.86                    |
| - Unwinding of Deferred Income (EPCG)                                   | 36.24                    | 33.75                    |
| Net gain on sale of Investments classified as FVTPL                     | 2.29                     | 3.54                     |
| Net gains on fair value changes on financial assets classified as FVTPL | 222.55                   | 225.73                   |
| Impairment provision written back                                       | 0.57                     | 0.90                     |
| Insurance claims                                                        | 26.84                    | -                        |
| Miscellaneous Income                                                    | 32.16                    | 14.27                    |
| <b>Total</b>                                                            | <b>504.63</b>            | <b>416.65</b>            |

**NOTE 19: COST OF MATERIALS CONSUMED**

(₹ Crores)

|                                | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|--------------------------------|--------------------------|--------------------------|
| Opening Stock of Raw Materials | 1960.23                  | 1464.85                  |
| Purchases during the year      | 19167.03                 | 18983.36                 |
| Closing Stock of Raw Materials | (2244.08)                | (1960.23)                |
| <b>Total</b>                   | <b>18883.18</b>          | <b>18487.98</b>          |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### NOTE 20: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ Crores)

|                      | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|----------------------|--------------------------|--------------------------|
| Closing Stock:       |                          |                          |
| Finished Goods       | 1901.79                  | 2549.37                  |
| Stock-in-Trade       | 34.68                    | 32.38                    |
| Work-in-Progress     | 621.77                   | 581.65                   |
|                      | <u>2558.24</u>           | <u>3163.40</u>           |
| Less: Opening Stock: |                          |                          |
| Finished Goods       | 2549.37                  | 2087.60                  |
| Stock-in-Trade       | 32.38                    | 32.64                    |
| Work-in-Progress     | 581.65                   | 452.85                   |
|                      | <u>3163.40</u>           | <u>2573.09</u>           |
| <b>Total</b>         | <b>605.16</b>            | <b>(590.31)</b>          |

### NOTE 21: EMPLOYEE BENEFITS EXPENSE

(₹ Crores)

|                                           | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|-------------------------------------------|--------------------------|--------------------------|
| Salaries and Wages                        | 1699.46                  | 1560.68                  |
| Contribution to provident and other funds | 157.98                   | 143.09                   |
| Staff welfare expenses                    | 188.49                   | 181.37                   |
| <b>Total</b>                              | <b>2045.93</b>           | <b>1885.14</b>           |

### NOTE 22: FINANCE COSTS

(₹ Crores)

|                                                         | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|---------------------------------------------------------|--------------------------|--------------------------|
| Interest on Loans and Deposits                          | 263.67                   | 267.43                   |
| Interest on Debentures                                  | 9.43                     | 8.52                     |
| Interest on Deferred Payment Credit                     | 0.07                     | 0.20                     |
| Interest on Lease liabilities (Refer note 2 (c 1))      | 78.33                    | 77.68                    |
| Other Borrowing Costs                                   |                          |                          |
| Unwinding of discount relating to Long Term Liabilities | 7.67                     | 5.42                     |
| Other Charges                                           | 7.03                     | 0.78                     |
| <b>Total</b>                                            | <b>366.20</b>            | <b>360.03</b>            |

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**
**NOTE 23 a: OTHER EXPENSES**

|                                                                       | Year Ended<br>31.03.2026 | (₹ Crores)<br>Year Ended<br>31.03.2025 |
|-----------------------------------------------------------------------|--------------------------|----------------------------------------|
| Stores and Spares Consumed                                            | 631.92                   | 520.06                                 |
| Power and Fuel                                                        | 1179.52                  | 1215.59                                |
| Processing Expenses                                                   | 505.35                   | 367.73                                 |
| Rent (Refer note 2 (c 1))                                             | 38.30                    | 32.96                                  |
| Rates and Taxes                                                       | 24.27                    | 20.85                                  |
| Insurance                                                             | 59.09                    | 50.53                                  |
| Printing and Stationery                                               | 12.35                    | 11.39                                  |
| Repairs and Renewals:                                                 |                          |                                        |
| Buildings                                                             | 26.93                    | 25.37                                  |
| Plant and Machinery                                                   | 218.21                   | 194.73                                 |
| Other Assets                                                          | 91.08                    | 104.83                                 |
| Travelling and Conveyance                                             | 59.66                    | 56.55                                  |
| Communication Expenses                                                | 13.05                    | 13.95                                  |
| Vehicle Expenses                                                      | 5.21                     | 13.81                                  |
| Auditors' Remuneration:                                               |                          |                                        |
| As Auditors:                                                          |                          |                                        |
| Audit fee                                                             | 1.60                     | 1.40                                   |
| Tax Audit fee                                                         | 0.28                     | 0.25                                   |
| Other Services                                                        | 0.21                     | 0.12                                   |
| Reimbursement of Expenses                                             | 0.33                     | 0.21                                   |
|                                                                       | <u>2.42</u>              | <u>1.98</u>                            |
| Cost Auditors Remuneration:                                           |                          |                                        |
| Audit fee                                                             | 0.08                     | 0.08                                   |
| Directors' Fees                                                       | 0.39                     | 0.31                                   |
| Directors' Travelling Expenses                                        | 13.85                    | 11.30                                  |
| Advertisement                                                         | 217.65                   | 190.27                                 |
| Sales related Obligations (warranty)                                  | 75.63                    | 72.94                                  |
| VAT/GST absorbed by the company                                       | 0.44                     | 0.68                                   |
| Bad debts written off                                                 | 0.04                     | 0.15                                   |
| Commission                                                            | 87.67                    | 61.46                                  |
| Freight and Forwarding (Net)                                          | 871.62                   | 841.00                                 |
| Loss on Sale of Property, Plant and Equipment (Net)                   | 1.76                     | 2.44                                   |
| Net Loss on Foreign Currency Transactions                             | 14.05                    | 26.18                                  |
| Bank Charges                                                          | 7.93                     | 7.74                                   |
| Provision for impairment of Financial Assets                          | 1.28                     | 1.58                                   |
| Corporate Social Responsibility Expenditure                           | 45.25                    | 34.39                                  |
| Contribution to Rubber Board, towards promotion of Rubber Plantations | 96.00                    | 85.96                                  |
| Extended Producer Responsibility obligation (EPR) (Refer Note 25 k)   | 150.19                   | 120.89                                 |
| Research and Development expenses - Others                            | 54.12                    | 51.79                                  |
| Professional and Legal Charges                                        | 50.01                    | 44.29                                  |
| Information Technology and Digital services                           | 19.59                    | 18.38                                  |
| Miscellaneous Expenses                                                | 104.65                   | 59.65                                  |
| <b>Total</b>                                                          | <b>4679.56</b>           | <b>4261.81</b>                         |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### NOTE 23 b: Exceptional Items

|                         | Year Ended<br>31.03.2026 | (₹ Crores)<br>Year Ended<br>31.03.2025 |
|-------------------------|--------------------------|----------------------------------------|
| Impact due to Wage Code | (63.24)                  | -                                      |
| <b>Total</b>            | <b>(63.24)</b>           | <b>-</b>                               |

The Holding Company and the Companies incorporated in India has assessed the financial implications of the changes to the employee benefit plans arising from Legislative amendments referred to as the “New Labour Codes”. Basis that and the relevant requirements under the Indian Accounting Standards, the Holding Company and the Companies incorporated in India have estimated a one-time increase in gratuity/leave liability arising out of past service cost amounting to ₹ 63.24 Crores and has been disclosed as “Exceptional Item”.

### NOTE 24

#### A. Capital Management

For the purpose of Group’s Capital Management, capital includes Issued Equity Capital, Securities Premium, and all other Equity Reserves attributable to the Equity Holders of the Group. The primary objective of the Group’s Capital Management is to maximise the Share Holder Value.

The Group manages its capital structure and makes adjustments in the light of changes in economic conditions and requirements of the financial covenants and to continue as a going concern. The Group monitors using a gearing ratio which is net debts divided by total capital plus net debt. The group includes within net debt, interest bearing loans and borrowings, less cash and short term deposit.

#### B. Financial Risk Management

The Group’s principal financial liabilities comprise loans and borrowings, lease liability, Supplier financing, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Group. The principal financial assets include trade and other receivables, investments in mutual funds ,Bonds,cash and short term deposits.

The Group has assessed market risk, credit risk and liquidity risk to its financial instruments.

##### i) Market Risk

Is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans & borrowings, investments and foreign currency receivables, payables and borrowings.

##### a) Interest Rate Risk:

The Group borrows funds in Indian Rupees and Foreign currency, to meet both the long term and short term funding requirements. The Interest rate risk in terms of Foreign currency is managed through financial instruments available to convert floating rate liability into fixed rate liability. The Holding Company due to its AAA rated status commands one of the cheapest source of funding. Interest rate is fixed for the tenor of the Long term loans availed by the Holding Company. Interest on Short term borrowings is subject to floating interest rate and are repriced regularly. The sensitivity analysis detailed below have been determined based on the exposure to variable interest rates on the average outstanding amounts due to bankers over a year. The Holding Company had issued floating interest rate Non-convertible debentures linked to 6 month T-Bill rate , to meet long term funding requirements, which has been repaid.

If the interest rates had been 1% higher / lower and all other variables held constant, the Group’s profit for the year ended 31st March, 2026 would have been decreased/increased by ₹ 24.54 Crores (Previous year - ₹ 22.25 Crores).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### b) Currency Risk:

Foreign currency risks from financial instruments at the end of the reporting period expressed in INR :

| <u>Unhedged Short Term Exposures :</u>  | (₹ Crores) |            |
|-----------------------------------------|------------|------------|
|                                         | 31.03.2026 | 31.03.2025 |
| Financial Assets/Other Assets           | 263.94     | 218.32     |
| Financial Liabilities/Other Liabilities | 197.27     | 323.07     |

The Group is mainly exposed to changes in US Dollar. The sensitivity to a 5.48%(Previous year -1.25%) increase or decrease in US Dollar against INR with all other variables held constant will be +/- ( - ) ₹ 4.04 Crores (Previous year - ₹ 1.31 Crores).

The Sensitivity analysis is prepared on the net unhedged exposure of the company at the reporting date.

### Hedged Foreign Currency exposures :

Foreign Exchange forward Contracts on certain highly probable forecast transactions, are measured at fair value through OCI on being designated as Cash Flow Hedges.

The Group also enters into foreign exchange forward contracts with the intention to minimise the foreign exchange risk of expected purchases/ sales, these contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

The outstanding position and exposures are as under :

### i) Foreign Currency forward contracts designated as Hedge Instruments:

|                  | Currency | Amount                             | (₹ Crores)           | Nature             | Cross Currency |
|------------------|----------|------------------------------------|----------------------|--------------------|----------------|
| Forward Contract | USD      | 176.79 Million<br>(201.56) Million | 1610.76<br>(1744.83) | Import<br>purchase | INR            |

Figures in brackets are in respect of Previous year.

The terms of the foreign currency forward contracts match the terms of the transactions. As a result, no hedge ineffectiveness arises requiring recognition through profit or loss.

### ii) Maturity Analysis of Foreign Currency forward contracts designated as Hedge Instruments:

|                                           | (₹ Crores)     |                |
|-------------------------------------------|----------------|----------------|
| Maturity Period                           | 31.03.2026     | 31.03.2025     |
| Less than 3 months                        | 628.47         | 742.79         |
| 3 months to 6 months                      | 923.23         | 720.25         |
| 6 months to 12 months                     | 59.06          | 281.79         |
| <b>Total Outstanding as at 31st March</b> | <b>1610.76</b> | <b>1744.83</b> |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### iii) Other Forward Contract Outstanding:

|                  | Currency | Amount                           | (₹ Crores)         | Nature          | Cross Currency |
|------------------|----------|----------------------------------|--------------------|-----------------|----------------|
| Forward Contract | USD      | 40.81 Million<br>(13.55) Million | 381.47<br>(117.10) | Import purchase | INR            |
| Forward Contract | USD      | 27.48 Million<br>(16.27) Million | 252.50<br>(139.62) | Sales           | INR            |

Figures in brackets are in respect of Previous year.

### iv) Maturity Analysis of Other Forward Contracts:

|                                           | (₹ Crores )   |               |
|-------------------------------------------|---------------|---------------|
| Maturity period                           | 31.03.2026    | 31.03.2025    |
| Less than 3 months                        | 432.41        | 129.18        |
| 3 months to 6 months                      | 96.86         | 127.54        |
| 6 months to 12 months                     | 104.70        | -             |
| <b>Total Outstanding as at 31st March</b> | <b>633.97</b> | <b>256.72</b> |

### c) Price Risk:

The Group is affected by the price stability of certain commodities. Due to the significantly increased volatility of certain commodities like Natural Rubber, Compound rubber, Synthetic Rubber and other Chemicals, the Group enters into purchase contracts on a short to medium Term and forward foreign exchange contracts are entered into to bring in stability of price fluctuations.

The Group's investments in Quoted and Unquoted Securities are susceptible to market price risk arising from uncertainties about future values of investment securities. The group manages the securities price risk through investments in Debt and Arbitrage Funds and diversification by placing limits on individual and total investments. Reports on Investment Portfolio are reviewed on regular basis and all approvals of investment decisions are done in concurrence with the senior management.

As at 31st March 2026, the investments in Debt and Arbitrage Mutual Funds and bonds amounts to ₹ 3379.56 Crores (Previous year - ₹ 4527.97 Crores). A 1% point increase or decrease in the NAV with all other variables held constant would have lead to approximately an additional ₹34 Crores (Previous year - ₹ 45 Crores) on either side in the statement of profit and loss.

## ii) **Credit Risk**

Is the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. It arises from credit exposure to customers, financial instruments viz., Bonds, Debt and Arbitrage Funds, Fixed Deposits others and Balances with Banks.

The Group's marketing policies are well structured and all replacement sales are predominantly through dealers and the outstanding are secured by dealer deposits. As regards sales to O.E., and other institutional sales, the Group carries out periodic credit checks and also limits the exposure by establishing maximum payment period for customers and by offering prompt payment discounts. The outstanding trade receivables due for a period exceeding 180 days as at the year ended 31st March, 2026 is 0.38% (31st March, 2025 - 0.52%) of the total trade receivables.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

The Group uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain. The allowance for lifetime ECL on customer balances for the year ended 31st March 2026 was ₹ 5.10 Crores and for the previous year ended 31st March 2025 was ₹ 4.39 Crores.

| Particulars                | (₹ Crores)               |                          |
|----------------------------|--------------------------|--------------------------|
|                            | Year ended<br>31.03.2026 | Year ended<br>31.03.2025 |
| Balance at the beginning   | 4.39                     | 3.71                     |
| Impairment loss recognised | 1.28                     | 1.58                     |
| Impairment loss reversed   | (0.57)                   | (0.90)                   |
| <b>Balance at the end</b>  | <b>5.10</b>              | <b>4.39</b>              |

The Group holds cash and deposits with banks which are having highest safety rankings and hence has a low credit risk.

Investments in mutual funds are primarily debt and arbitrage funds, which have high safety ratings and are monitored on a monthly basis and the Group is of the opinion that its mutual fund investments have low credit risk.

### iii) **Liquidity Risk**

The Group manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowing facilities by continuously monitoring forecasts and actual cash flows.

The Group has a system of forecasting rolling three months cash inflow and outflow and all liquidity requirements are planned.

All Long term borrowings are for a fixed tenor and generally these cannot be foreclosed.

The Group has access to various source of Short term funding and debt maturing within 12 months can be rolled over with existing lenders/new lenders, or repaid based on short term requirements.

Trade, supplier finance and other payables are plugged into the three months rolling cash flow forecast to ensure timely funding, if required.

All payments are made along due dates and requests for early payments are entertained after due approval and availing early payment discounts.

The details of the contractual maturities of significant financial liabilities as at 31st March, 2026 are as under:

| Particulars                  | Refer Note     | (₹ Crores)       |           |           |                   |
|------------------------------|----------------|------------------|-----------|-----------|-------------------|
|                              |                | Less than 1 year | 1-3 years | 3-5 years | More than 5 years |
| Borrowings                   | Note 11 and 14 | 2191.03          | 100.00    | -         | 88.67             |
|                              |                | (2530.47)        | (299.99)  | (-)       | (88.67)           |
| Trade Payable                | Note 15        | 3210.76          | -         | -         | -                 |
|                              |                | 2822.36          | (-)       | (-)       | (-)               |
| Other Financial Liabilities  | Note 16        | 206.17           | -         | -         | -                 |
|                              |                | (248.16)         | (-)       | (-)       | (-)               |
| Employee Benefit liabilities | Note 16        | 203.51           | -         | -         | -                 |
|                              |                | (140.71)         | (-)       | (-)       | (-)               |
| Unclaimed dividends          | Note 16        | 2.73             | -         | -         | -                 |
|                              |                | (2.44)           | (-)       | (-)       | (-)               |
| Lease Liabilities            |                | 193.06           | 366.66    | 285.76    | 272.82            |
|                              |                | (188.57)         | (485.69)  | (181.05)  | (321.26)          |

Figures in brackets are in respect of Previous year.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### NOTE 25: ADDITIONAL/EXPLANATORY INFORMATION

#### a. Disclosures:

- (i) The Notes to these Consolidated Ind AS Financial Statements are disclosed to the extent relevant and necessary for presenting a true and fair view of the consolidated Ind AS financial statements based on section 129(4) of The Companies Act, 2013 and as clarified vide Circular No. 39/2014 dated 14th October, 2014.
- (ii) Movement in Provisions as required by IND AS - 37 - "Provisions, Contingent Liabilities and Contingent Assets" are the same as disclosed in the Standalone Ind AS Financial Statements.
- (iii) Consolidated Employee benefit disclosures are not materially different from the employee benefit disclosures of the Standalone Ind AS Financial Statements of the Company.
- (iv) During the year, the holding company contributed CSR funds to MRF Foundation, a trust, consolidated in according to IND AS 110. CSR Expenditure recognised in the Consolidated Financial statements represents amount actually spent on eligible CSR activities with external parties. Accordingly, the comparable figures have been regrouped.

#### b. Earnings Per Share:

| Particulars                                 |          | Year Ended<br>31.03.2026 | Year Ended<br>31.03.2025 |
|---------------------------------------------|----------|--------------------------|--------------------------|
| Profit after taxation                       | ₹ Crores | 2426.10                  | 1873.29                  |
| Number of equity shares (Face Value ₹ 10/-) | Nos.     | 4241143                  | 4241143                  |
| Earnings per share (Basic & Diluted)        | ₹        | 5720.39                  | 4416.94                  |

#### c. Related party disclosures:

- (a) Names of related parties and nature of relationship with whom transactions have taken place:

|                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Key Management Personnel (KMP):    | <ol style="list-style-type: none"> <li>i) Mr. K.M. Mammen, Chairman and Managing Director</li> <li>ii) Mr. Arun Mammen, Vice Chairman and Managing Director</li> <li>iii) Mr. Rahul Mammen Mappillai, Managing Director</li> <li>iv) Mr. Samir Thariyan Mappillai, Whole time Director</li> <li>v) Mr. Varun Mammen, Whole time Director</li> <li>vi) Mr. S. Dhanvanth Kumar, Company Secretary</li> <li>vii) Mr. Madhu P Nainan, Executive Vice President Finance</li> </ol> |
| Close Members of the family of KMP | <ol style="list-style-type: none"> <li>i) Mrs. Ambika Mammen, Director (Wife of Chairman and Managing Director)</li> <li>ii) Dr.(Mrs) Cibi Mammen, Director (Wife of Vice Chairman and Managing Director)</li> <li>iii) Mrs. Meera Mammen (Mother of Mr. Varun Mammen)</li> </ol>                                                                                                                                                                                             |

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

Companies in which Directors are interested: Badra Estate & Industries Limited, Devon Machines Pvt. Ltd., Coastal Rubber Equipments Pvt. Ltd., Braga Industries LLP, Jcee Manufacturing & Services Pvt. Ltd., Kasturi Estates Private Limited, Funkskool (India) Ltd., The Malayala Manorama Co Private Limited, Tarapore and Company, Tarapore Constructions Private Limited, The J.H Tarapore Foundation, KSL Media Limited, Narbod Constructions Pvt. Ltd., Automotive Tyre Manufacturers Association (ATMA), SICGIL India Ltd.

Other Related Parties MRF Ltd Executives Provident Fund Trust, MRF Management Staff Gratuity Scheme, MRF Employees Gratuity Scheme, MRF Managers' Superannuation Scheme, Mr. Zachariah Kurian, Mr. George Mammen.

(b) Transactions with related parties (excluding reimbursements): (₹ Crores)

| Nature of Transaction                                                  | KMP                   | Close member of the KMP | Companies in which Directors are interested | Other Related Parties |
|------------------------------------------------------------------------|-----------------------|-------------------------|---------------------------------------------|-----------------------|
|                                                                        | Year Ended 31.03.2026 | Year Ended 31.03.2026   | Year Ended 31.03.2026                       | Year Ended 31.03.2026 |
| i Sale of Materials                                                    | -                     | -                       | 0.31                                        | -                     |
|                                                                        | (-)                   | (-)                     | (0.33)                                      | (-)                   |
| ii Purchase of Materials/Machinery                                     | -                     | -                       | 321.97                                      | -                     |
|                                                                        | (-)                   | (-)                     | (241.82)                                    | (-)                   |
| iii Payment towards Service                                            | -                     | -                       | 32.30                                       | -                     |
|                                                                        | (-)                   | (-)                     | (24.86)                                     | (-)                   |
| iv Selling and Distribution Expenses                                   | -                     | -                       | 1.62                                        | -                     |
|                                                                        | (-)                   | (-)                     | (1.61)                                      | (-)                   |
| v Other Receipts                                                       | -                     | -                       | 2.93                                        | -                     |
|                                                                        | (-)                   | (-)                     | (2.91)                                      | (-)                   |
| vi Professional charges                                                | -                     | -                       | -                                           | 0.12                  |
|                                                                        | (-)                   | (-)                     | (-)                                         | (0.21)                |
| vii Contribution to Retirement Benefit fund /Others                    | -                     | -                       | -                                           | 47.39                 |
|                                                                        | (-)                   | (-)                     | (-)                                         | (121.66)              |
| <b>Compensation*</b>                                                   |                       |                         |                                             |                       |
| viii Short term Employee benefit (including Commission payable to KMP) | 162.29                | 3.73                    | -                                           | -                     |
|                                                                        | (111.82)              | (3.29)                  | (-)                                         | (0.35)                |
| ix Sitting fees                                                        | -                     | 0.04                    | -                                           | -                     |
|                                                                        | (-)                   | (0.02)                  | (-)                                         | (-)                   |

\* Remuneration does not include provisions made for Gratuity and Leave benefits amounting to ₹ 3.91 Crores (Previous year - ₹2.54 Crores)



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

| (₹ Crores)                                                   |                       |                         |                                             |                       |
|--------------------------------------------------------------|-----------------------|-------------------------|---------------------------------------------|-----------------------|
| Nature of Transaction                                        | KMP                   | Close member of the KMP | Companies in which Directors are interested | Other Related Parties |
|                                                              | Year Ended 31.03.2026 | Year Ended 31.03.2026   | Year Ended 31.03.2026                       | Year Ended 31.03.2026 |
| <b>Outstanding as at Year End</b>                            |                       |                         |                                             |                       |
| x Other Receivables                                          | -                     | -                       | 4.11                                        | -                     |
|                                                              | (-)                   | (-)                     | (4.93)                                      | (-)                   |
| xi Trade Payables                                            | -                     | -                       | 31.75                                       | -                     |
|                                                              | (-)                   | (-)                     | (25.51)                                     | (-)                   |
| xii Commission Payable                                       | 93.17                 | -                       | -                                           | -                     |
|                                                              | (45.91)               | (-)                     | (-)                                         | (-)                   |
| xiii Contribution payable to Retirement Benefit fund /Others | -                     | -                       | -                                           | 120.41                |
|                                                              | (-)                   | (-)                     | (-)                                         | (36.89)               |

Figures in brackets are in respect of Previous year.

(c) Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31st March 2026, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (Previous Year: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**
**d. Additional information on Net Assets and Share of Profit as at 31st March, 2026**

| Name of the entity                                                      |         | Net Assets, i.e., total assets minus total liabilities |                   | Share in profit or loss |                   | Share in Other Comprehensive Income (OCI) |                   | Share in Total comprehensive Income (TCI) |                   |
|-------------------------------------------------------------------------|---------|--------------------------------------------------------|-------------------|-------------------------|-------------------|-------------------------------------------|-------------------|-------------------------------------------|-------------------|
|                                                                         |         | As % of consolidated net assets                        | Amount (₹ Crores) | As % of net Profit      | Amount (₹ Crores) | As a % of OCI                             | Amount (₹ Crores) | As % of TCI                               | Amount (₹ Crores) |
| Parent<br>- MRF Ltd.                                                    | 2025-26 | 97.51                                                  | 20451.95          | 97.09                   | 2355.40           | 53.04                                     | 20.35             | 96.40                                     | 2375.75           |
|                                                                         | 2024-25 | 97.67                                                  | 18175.87          | 97.29                   | 1822.55           | (248.51)                                  | (2.51)            | 97.11                                     | 1820.04           |
| Subsidiaries<br>Indian<br>- MRF Corp.Ltd                                | 2025-26 | 1.04                                                   | 219.05            | 1.54                    | 37.33             | 6.85                                      | 2.63              | 1.62                                      | 39.96             |
|                                                                         | 2024-25 | 0.96                                                   | 179.19            | 0.85                    | 15.84             | (22.77)                                   | (0.23)            | 0.83                                      | 15.61             |
| - MRF International Ltd.                                                | 2025-26 | 0.01                                                   | 2.96              | 0.01                    | 0.12              | -                                         | -                 | -                                         | 0.12              |
|                                                                         | 2024-25 | 0.02                                                   | 2.84              | 0.01                    | 0.13              | -                                         | -                 | 0.01                                      | 0.13              |
| - MRF Foundation                                                        | 2025-26 | 0.59                                                   | 123.83            | 0.11                    | 2.55              | -                                         | -                 | 0.10                                      | 2.55              |
|                                                                         | 2024-25 | 0.65                                                   | 121.30            | 0.21                    | 4.00              | -                                         | -                 | 0.21                                      | 4.00              |
| Foreign<br>- MRF Lanka (P) Ltd.                                         | 2025-26 | 0.15                                                   | 31.39             | 0.11                    | 2.75              | 1.30                                      | 0.50              | 0.13                                      | 3.25              |
|                                                                         | 2024-25 | 0.15                                                   | 28.14             | 0.16                    | 3.09              | 50.50                                     | 0.51              | 0.19                                      | 3.60              |
| - MRF SG PTE. LTD<br>(Includes MRF DB - FZCO)                           | 2025-26 | 0.82                                                   | 172.29            | 1.04                    | 25.31             | 38.81                                     | 14.89             | 1.63                                      | 40.20             |
|                                                                         | 2024-25 | 0.71                                                   | 132.11            | 1.69                    | 31.75             | 320.78                                    | 3.24              | 1.87                                      | 34.99             |
| Minority Interest<br>Indian Subsidiary                                  | 2025-26 | -                                                      | 0.19              | -                       | 0.01              | -                                         | -                 | -                                         | 0.01              |
|                                                                         | 2024-25 | -                                                      | 0.18              | -                       | 0.01              | -                                         | -                 | -                                         | 0.01              |
| Add/(Less): Effect of<br>GAAP, Consolidation<br>adjustment, elimination | 2025-26 | (0.12)                                                 | (26.91)           | 0.10                    | 2.63              | -                                         | -                 | 0.12                                      | 2.63              |
|                                                                         | 2024-25 | (0.16)                                                 | (29.69)           | (0.21)                  | (4.08)            | -                                         | -                 | (0.22)                                    | (4.08)            |
| Total                                                                   | 2025-26 | 100.00                                                 | 20974.75          | 100.00                  | 2426.10           | 100.00                                    | 38.37             | 100.00                                    | 2464.47           |
|                                                                         | 2024-25 | 100.00                                                 | 18609.94          | 100.00                  | 1873.29           | 100.00                                    | 1.01              | 100.00                                    | 1874.30           |



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

### e. Disclosures under Ind AS 108 - "Operating Segment" :

The Group, except for MRF Corp Ltd and MRF Foundation., is engaged in the manufacture of rubber products such as Tyre, Tubes, Flaps, Tread Rubber and / or dealing in Rubber and Rubber Chemicals. In the context of Ind-AS 108 operating segment are considered to constitute one single primary segment. MRF Corp Ltd is engaged in the manufacture of Speciality Coatings and its revenues, results and assets do not meet the criteria specified for reportable segment prescribed in the Ind-AS. MRF Foundation is a public charitable trust. The group's operations outside India do not exceed the quantitative threshold for disclosure envisaged in the Ind-AS. Non-reportable segments have not been disclosed as unallocated reconciling item in view of their materiality. In view of the above, primary and secondary reporting disclosures for business/geographical segment are not applicable.

Entity wide disclosure as per paragraph 31 of Ind AS 108:

(₹ Crores)

| Particulars                                                                                              | Year ended<br>31.03.2026 | Year ended<br>31.03.2025 |
|----------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| (i) Products :                                                                                           |                          |                          |
| Automobile Tyres                                                                                         | 28260.69                 | 25397.99                 |
| Automobile Tubes                                                                                         | 1697.15                  | 1537.18                  |
| Speciality Coating                                                                                       | 481.64                   | 471.59                   |
| Others                                                                                                   | 454.66                   | 536.34                   |
|                                                                                                          | 30894.14                 | 27943.10                 |
| (ii) Revenue from Customers:                                                                             |                          |                          |
| India                                                                                                    | 28555.95                 | 25622.03                 |
| Outside India                                                                                            | 2338.19                  | 2321.07                  |
|                                                                                                          | 30894.14                 | 27943.10                 |
| (iii) Non Current Assets :                                                                               |                          |                          |
| India                                                                                                    | 17121.95                 | 16168.36                 |
| Outside India                                                                                            | 15.06                    | 13.90                    |
| (iv) There are no transactions with single customer which amounts to 10% or more of the Group's revenue. |                          |                          |

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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**f. Terms of Repayment and Security Description of Current Borrowings:**

Loans repayable on demand from banks are secured by hypothecation of Inventories and book debts ,equivalent to the outstanding amount and carries interest rates at the rate of 5.36% to 8.50% (Previous year 7% to 9%).

**g. Terms of Repayment and Security Description of Non Current Borrowings:****i) Indian Rupee Term Loan (Unsecured) from the HSBC Bank**

Indian Rupee Term Loan of ₹ 150 Crores availed in July,2021 is for capital expenditure. Interest is payable at a rate equal to the three months T-Bill rate plus a margin of 1.33% payable monthly. The said Loan is repayable in three equal annual instalment in July, 2025/July, 2026/July, 2027. As on 31st March 2026 the outstanding balance is ₹ 100 Crores.

**ii) Indian Rupee Term Loan (Unsecured) from the HDFC Bank**

a) Indian Rupee Term Loan of ₹ 300 Crores availed in June,2020 is for capital expenditure. Interest is payable at a rate equal to repo rate plus a margin of 1.70% payable monthly. The said Loan is repayable in three equal annual instalment in June, 2024/June, 2025/June, 2026. As on 31st March 2026, the outstanding balance is ₹ 100 Crores.

b) Indian Rupee Term Loan of ₹ 150 Crores availed in June, 2021 is for capital expenditure. Interest is payable at a rate equal to repo rate plus a margin of 0.75% payable monthly. The said Loan is repayable in three equal annual instalment in June, 2025/June, 2026/June, 2027. As on 31st March 2026, the outstanding balance is ₹100 Crores.

The above loans availed by the holding company are subjected to certain covenants relating to Interest/Debt service coverage ratio, current ratio and total financial debt to EBITDA and Tangible net worth. As at 31st March, 2026, the holding company is in compliance with all such covenants as stipulated in the loan agreements.

iii) 15000 [Floating Interest rate linked to 6 month T-Bill rate] Listed, Unsecured, rated, redeemable, Taxable, Non-Convertible Debentures of ₹ 1,00,000/- each aggregating to ₹ 150 Crore issued on 24th February, 2023 are redeemed on 24th February, 2026.

iv) Secured Loan of ₹ 80.92 Crores was availed under SIPCOT soft loan in March, 2020, further, additional SIPCOT Loan (secured) of ₹ 7.75 Crores was availed in March, 2023. Interest is payable quarterly at a rate of 0.10% (Previous year - 0.10%). These loans are secured by way of second charge on the Fixed Assets created at the holding company's plants at Perambalur, near Trichy,Tamil Nadu. These loans will be repaid in full in April, 2033 and March, 2036 respectively.

v) Deferred payment credit is repayable along with interest( at varying rates) in 240 consecutive monthly instalments ending in April 2026.



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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

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### **h. Events Occurring after the Balance Sheet date**

The proposed final dividend for Financial Year 2025-26 amounting to ₹ 97.12 Crores will be recognised as distribution to owners during the financial year 2026-27 on its approval by Shareholders. The proposed final dividend amounts to ₹ 229/- per share.

### **i. Commitment:**

- (i) Estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for - ₹1513.75 Crores (Previous Year - ₹ 714.11 Crores).
- (ii) Guarantees given by the Banks - ₹ 70.95 Crores (Previous Year - ₹ 65.03 Crores).
- (iii) Letters of Credit issued by the Banks - ₹ 349.36 Crores (Previous Year - ₹ 168.23 Crores).
- (iv) Commitment to Rubber Board towards Promotion of Rubber Plantations in North East and Other Parts of India- ₹ 112.04 Crores(net of payments) (Previous Year - ₹ 208.04 Crores).

### **j. Contingent Liabilities not provided for:**

Claims not acknowledged as debts:

- (a) Competition Commission of India (CCI) matter - Refer Note 1 below.
- (b) Disputed Sales Tax demands pending before the Appellate Authorities /High Court - ₹ 243.65 Crores (Previous Year- ₹ 241.39 Crores).Against the said demand the Holding Company has deposited an amount of ₹ 3.61 Crores (Previous Year - ₹ 3.63 Crores).
- (c) Contractual claims not acknowledged - ₹ 7.76 Crores (Previous Year - ₹ 7.76 Crores).
- (d) Disputed Excise/Customs Duty demands pending before the Appellate Authorities/High Court - ₹ 64.08 Crores (Previous Year - ₹ 594.43 Crores). Against the said demand the Holding Company has deposited an amount of ₹ 3.69 Crores (Previous Year - ₹ 18.21 Crores). Reduction in Tax demand is on account of favourable orders received during the year.
- (e) Disputed Income Tax Demands pending before the appellate authorities - ₹ 112.57 Crores (Previous Year - ₹ 103.44 Crores).Against the said demand the Holding Company has deposited an amount of ₹ 111.54 Crores (Previous Year - ₹ 117.12 Crores).
- (f) Disputed Goods and Service Tax demands pending before the Appellate Authorities - ₹ 40.71 Crores (Previous Year - ₹ 69.66 Crores ). Against the said demand the Holding Company has deposited an amount of ₹ 3.28 Crores (Previous Year - ₹ 3.59 Crores).

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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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**Note 1 :** The Competition Commission of India (CCI) had on 2nd February, 2022 released its order dated 31st August, 2018, imposing penalty on certain Tyre Manufacturers including the Holding Company and also the Automotive Tyre Manufacturers' Association, concerning the breach of the provisions of the Competition Act 2002, during the year 2011-12. A penalty of ₹ 622.09 Crores was imposed on the Holding Company. The appeal filed by the Holding Company before National Company Law Appellate Tribunal (NCLAT) has been disposed off by remanding the matter to CCI for review after hearing the parties. CCI has in February 2023 filed an appeal against the Order of NCLAT before the Hon'ble Supreme Court. Pending disposal, the Holding Company has filed an appeal before the Hon'ble Supreme Court against the order of NCLAT, which has been tagged with the appeal filed by CCI in the Supreme Court. The Holding Company is of the view that no provision is considered necessary in respect of this matter in the Consolidated Financial Statements.

**k. Extended Producer Responsibility (EPR):**

Vide Notification dated 21st July 2022, The Ministry of Environment, Forest and Climate Change notified Regulations on Extended Producer Responsibilities (EPR) for waste tyres applicable to tyre manufacturers. The Holding Company has a present legal obligation as at the year end to recognize a liability with respect to the levy. The Holding Company has recognized a provision for 2025-26, amounting to ₹ 150.19 Crores (net of reversal of ₹ 29.46 crores relating to earlier years). The obligations are to be fulfilled by purchasing certificates from recyclers who are registered with the Central Pollution Control Board. The calculation of the levy is based on the domestic revenue, generated in 2023-24 ( used for computing obligation in 2025-26).

**l. Other Statutory Information:**

- (i) The Holding Company and Companies incorporated in India does not have any Benami property nor any proceeding has been initiated or pending against the Companies.
- (ii) The Holding Company and Companies incorporated in India does not have any transactions with companies struck off.
- (iii) The Holding Company and Companies incorporated in India does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Holding Company and Companies incorporated in India has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Holding Company and Companies incorporated in India has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the companies or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026**

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- (vi) The Holding Company and Companies incorporated in India has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the companies shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the companies (Ultimate Beneficiaries), or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Holding Company and Companies incorporated in India has not recorded any transaction in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Holding Company and Companies incorporated in India has not been declared a wilful defaulter by any bank or financial institution or any of the lenders.
- (ix) The quarterly returns or statements of current assets filed by the Holding Company and Companies incorporated in India with banks or financial institutions are in agreement with the books of accounts.

For M M NISSIM & CO LLP  
Chartered Accountants  
Firm Reg. No. 107122W / W100672  
N. KASHINATH  
Partner  
Mem. No. 036490  
Chennai  
Dated 7<sup>th</sup> May, 2026

For SASTRI & SHAH  
Chartered Accountants  
Firm Reg. No. 003643S  
C R KUMAR  
Partner  
Mem. No. 026143  
Chennai

MADHU P NAINAN  
Executive Vice President  
Finance  
Chennai

THULSIDASS T V  
Vice President, General  
Counsel & Company Secretary  
Chennai

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469  
Chennai

K M MAMMEN  
Chairman & Managing Director  
DIN : 00020202  
Chennai

## FORM AOC-1

(Pursuant to first proviso to sub-section(3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures

### SUBSIDIARIES

(₹ Crores)

| Sr. No | Name of the Subsidiary               | The Date since when subsidiary was acquired | Reporting Period of the Subsidiary  | Reporting Currency | Exchange Rate as on 31.03.2026 | Share Capital | Reserve & Surplus | Total Assets | Total Liabilities | Investments | Turnover | Profit before Taxation | Provision for Taxation | Profit after Taxation | Proposed Dividend | Extent of Shareholding (in %) |
|--------|--------------------------------------|---------------------------------------------|-------------------------------------|--------------------|--------------------------------|---------------|-------------------|--------------|-------------------|-------------|----------|------------------------|------------------------|-----------------------|-------------------|-------------------------------|
| 1      | MRF Corp Ltd                         | 26.08.1985                                  | 1st April, 2025 to 31st March, 2026 | INR                | 1                              | 0.05          | 219.00            | 318.93       | 99.88             | 72.13       | 485.87   | 50.20                  | 12.87                  | 37.33                 | 0.10 *            | 100.00%                       |
| 2      | MRF International Ltd                | 23.10.1992                                  | 1st April, 2025 to 31st March, 2026 | INR                | 1                              | 0.56          | 2.59              | 3.16         | 0.01              | -           | 0.18     | 0.17                   | 0.04                   | 0.13                  |                   | 94.66%                        |
| 3      | MRF Lanka (P) Ltd.                   | 15.06.2005                                  | 1st April, 2025 to 31st March, 2026 | LKR                | 0.30                           | 15.01         | 16.38             | 33.61        | 2.22              | -           | 15.39    | 3.83                   | 1.08                   | 2.75                  |                   | 100.00%                       |
| 4      | MRF SG PTE. LTD.                     | 23.07.2014                                  | 1st April, 2025 to 31st March, 2026 | USD                | 94.83                          | 6.11          | 166.26            | 1734.74      | 1562.37           | -           | 3472.44  | 29.79                  | 4.46                   | 25.33                 |                   | 100.00%                       |
| 5      | MRF DB FZCO (A Step down Subsidiary) | 07.05.2025                                  | 07th May, 2025 to 31st March, 2026  | AED                | 25.81                          | 0.02          | (0.03)            | 1.94         | 1.95              | -           | -        | (0.03)                 | -                      | (0.03)                |                   | 100.00%                       |

\* The Proposed Dividend is not recognised in the books as per Ind AS.

Chennai,  
Dated 7th May, 2026

MADHU P NAINAN  
Executive Vice President Finance

THULSIDASS T V  
Vice President, General  
Counsel & Company Secretary

VIKRAM TARANATH HOSANGADY  
Director  
DIN : 09757469

K M MAMMEN  
Chairman & Managing Director  
DIN: 00020202





**MRF Limited**

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