MRF

MRF Limited, Regd. Office: 114, Greams Road, Chennai - 600 006.
E-mail: mrfshare@mrfmail.com; Tel.: 044-28292777; Fax: 91-44-28290562
CIN : L25111TN1960PLC004306 Website: www.mrftyres.com

071/SH/SE/AGM/2026/8
7th August, 2026

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

Dear Sir,

Results of the 65th Annual General Meeting held on 6th August, 2026

The 65th Annual General Meeting of the Members of the Company was held on Thursday, the 6th August, 2026 through Video Conferencing (VC) facility.

All the resolutions contained in the notice of the Annual General Meeting were passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I).

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

Kindly take the same on record.

Thanking you,

Yours faithfully

For MRF Limited

THULSIDASS
VELAYUDHAN
THARAYIL

Digitally signed by THULSIDASS VELAYUDHAN THARAYIL
Date: 2026.08.07 15:39:43 +05'30'

THULSIDASS T V
Vice President, General Counsel &
Company Secretary

MRF LIMITED

Format for Voting Results

Annexure I

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

Date of the AGM		06-08-2026
Total number of shareholders on record date		62610
No. of Shareholders present in the meeting either in person or through proxy:		Not applicable
	Promoters and Promoter Group:	
	Public:	
No. of Shareholders attended the meeting through Video Conferencing		56
	Promoters and Promoter Group:	17
	Public:	39

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

Resolution No. 1	**Ordinary Resolution**	**Adoption of the audited financial statements of the Company for the financial year ended 31st 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 31st March 2026 and the Reports of the Auditors thereon**						
Whether promoter/ promoter group are interested in the agenda/resolution?		**No**						
Category	**Mode of Voting**	**No. of Shares Held**	**No. of Votes Polled**	**% of votes polled on outstanding shares**	**No. of Votes-in favour**	**No. of Votes-against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		[1]	**[2]**	**[3]=([2]/[1])*100**	**[4]**	**[5]**	**[6]=([4]/[2])*100**	**[7]=([5]/[2])*100**
Promoter and Promoter Group	E-Voting	1177922	1157328	98.25	1157328	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1157328	98.25	1157328	0	100.00	0.00
Public - Institutions	E-Voting	1271290	1081365	85.06	1071409	9956	99.08	0.92
	Poll							
	Postal Ballot (if applicable)							
	Total		1081365	85.06	1071409	9956	99.08	0.92
Public - Non Institutions	E-Voting	1791931	443955	24.78	443950	5	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		443955	24.78	443950	5	100.00	0.00
Total		4241143	2682648	63.25	2672687	9961	99.63	0.37

MRF LIMITED ★ CHENNAI-600 006 ★

Resolution No. 2	Ordinary Resolution	Declaration of a final dividend of Rs. 229/- (2290%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March, 2026						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	1177922	1157328	98.25	1157328	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1157328	98.25	1157328	0	100.00	0.00
Public - Institutions	E-Voting	1271290	1083038	85.19	1081660	1378	99.87	0.13
	Poll							
	Postal Ballot (if applicable)							
	Total		1083038	85.19	1081660	1378	99.87	0.13
Public - Non Institutions	E-Voting	1791931	443955	24.78	443951	4	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		443955	24.78	443951	4	100.00	0.00
Total		4241143	2684321	63.29	2682939	1382	99.95	0.05

Resolution No. 3	Ordinary Resolution	Re-appointment of Mr. Varun Mammen (DIN: 07804025), as director of the Company, liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	1177922	1157328	98.25	1157328	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1157328	98.25	1157328	0	100.00	0.00
Public - Institutions	E-Voting	1271290	1082964	85.19	1063419	19545	98.20	1.80
	Poll							
	Postal Ballot (if applicable)							
	Total		1082964	85.19	1063419	19545	98.20	1.80
Public - Non Institutions	E-Voting	1791931	443954	24.78	443889	65	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		443954	24.78	443889	65	99.99	0.01
Total		4241143	2684246	63.29	2664636	19610	99.27	0.73

Resolution No. 4	Ordinary Resolution	Re-appointment of Dr. (Mrs) Cibi Mammen (DIN: 00287146), as director of the Company, liable to retire by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held#	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	1177922	1152378	97.83	1152378	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1152378	97.83	1152378	0	100.00	0.00
Public - Institutions	E-Voting	1271290	1082964	85.19	1066282	16682	98.46	1.54
	Poll							
	Postal Ballot (if applicable)							
	Total		1082964	85.19	1066282	16682	98.46	1.54
Public - Non Institutions	E-Voting	1791931	443954	24.78	443889	65	99.99	0.01
	Poll							
	Postal Ballot (if applicable)							
	Total		443954	24.78	443889	65	99.99	0.01
Total		4241143	2679296	63.17	2662549	16747	99.37	0.63

Resolution No. 5	Ordinary Resolution	Reappointment of Messrs. M M Nissim & Co LLP, Chartered Accountants as Joint Statutory Auditors of the Company for a period of 5 (Five) consecutive financial years from the conclusion of the 65th Annual General Meeting of the Company until the conclusion of the 70th Annual General Meeting of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes- in favour	No. of Votes- against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	1177922	1154888	98.04	1154888	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1154888	98.04	1154888	0	100.00	0.00
Public - Institutions	E-Voting	1271290	1083038	85.19	1082863	175	99.98	0.02
	Poll							
	Postal Ballot (if applicable)							
	Total		1083038	85.19	1082863	175	99.98	0.02
Public - Non Institutions	E-Voting	1791931	443954	24.78	443937	17	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		443954	24.78	443937	17	100.00	0.00
Total		4241143	2681880	63.23	2681688	192	99.99	0.01

Resolution No. 6	Ordinary Resolution	Ratification of the remuneration payable to Mr. J. Karthikeyan of M/s. J. Karthikeyan & Associates, Cost Auditor of the Company for the financial year ending 31st March, 2027						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	**Mode of Voting**	**No. of Shares Held**	**No. of Votes Polled**	**% of votes polled on outstanding shares**	**No. of Votes- in favour**	**No. of Votes- against**	**% of votes in favour on votes polled**	**% of votes against on votes polled**
		[1]	**[2]**	**[3]=([2]/[1])*100**	**[4]**	**[5]**	**[6]=([4]/[2])*100**	**[7]=([5]/[2])*100**
Promoter and Promoter Group	E-Voting	1177922	1157328	98.25	1157328	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1157328	98.25	1157328	0	100.00	0.00
Public - Institutions	E-Voting	1271290	1083038	85.19	1083038	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		1083038	85.19	1083038	0	100.00	0.00
Public - Non Institutions	E-Voting	1791931	443954	24.78	443948	6	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		443954	24.78	443948	6	100.00	0.00
Total		4241143	2684320	63.29	2684314	6	100.00	0.00

There were no invalid votes cast in the remote evoting at the Postal Ballot of the above resolution numbers 1 to 6.

For MRF LIMITED

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

JAGANNATHAN & SARABESWARAN
CHARTERED ACCOUNTANTS

COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING AT THE AGM

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

65th Annual General Meeting of the Equity Shareholders of MRF Limited held on Thursday, the 6th August, 2026 at 11.a.m through Video Conferencing (VC) facility

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Dear Sir,

I N S Vivek (Membership No. 206383) Partner, Messrs. Jagannathan & Sarabeswaran, Chartered Accountants have been appointed by the Board of Directors of MRF Limited as the Scrutiniser for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") for all the resolutions contained in the notice of the Annual General Meeting ("AGM") and scrutinizing the e-voting process conducted at the AGM for all the resolutions contained in the notice of the AGM.

I submit my report as under:

1. In accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs read with relevant circulars issued by the Securities and Exchange Board of India, from time to time, permits to hold AGM via Video Conferencing (VC) / Other Audio Visual Means (OAVM). The Notice convening the AGM was sent to the shareholders in respect of the resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the above mentioned circulars.

2. The Company has appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform to the members of the Company to cast their votes through a secured electronic mode on the resolutions to be transacted at the said meeting.

JAGANNATHAN & SARABESWARAN
Chartered Accountants
CHENNAI-600 018

No. 4/9, 1st Floor, 2nd Cross Street, Seethammal Colony, Alwarpet, Chennai - 600 018.
✆ : 2434 3845 / 2434 0630 jandsca@gmail.com

3. The Company had also provided e-voting facility to those members who attended the AGM through VC facility and who had not cast their vote through remote e-voting earlier.

4. 30th July, 2026 was fixed as the cut-off date for the purpose of determining the eligibility to participate in the said remote e-voting and e-voting at the AGM.

5. The remote e-voting facility commenced on 1st August, 2026 (9.00 A.M.) and ended on 5th August, 2026 (5.00 P.M).

6. The requisite advertisements pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in compliance with Ministry of Corporate Affairs circular No.20/2020 dated 5th May,2020 were published in "Business Standard" in English language and in "Makkal Kural" in vernacular language both on 10th July, 2026 and on 15th July, 2026.

7. The votes cast through e-voting were unblocked after the conclusion of e-voting at AGM held on 6th August, 2026 in the presence of two witnesses not in the employment of the Company.

The result of remote e-Voting at the AGM together with that of the e-Voting is as under:

<u>Resolution No.1</u>

Adoption of the audited financial statements of the Company for the financial year ended 31st 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 31st March, 2026 and the Reports of the Auditors thereon - Ordinary Resolution

Votes in favour of the resolution	
Number of members	829
Number of votes cast by them	2672687
% of total number of valid votes cast	99.63
Votes against the resolution	
Number of members	17
Number of votes cast by them	9961
% of total number of valid votes cast	0.37
Invalid Votes	NIL

JAGANNATHAN & SARABESWARAN Chartered Accountants CHENNAI 18

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.2

Declaration of a final dividend of Rs. 229/- (2290%) per equity share of Rs. 10 each of the Company for the financial year ended 31st March, 2026 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	836
Number of votes cast by them	2682939
% of total number of valid votes cast	99.95
Votes against the resolution	
Number of members	9
Number of votes cast by them	1382
% of total number of valid votes cast	0.05
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No.3

Re-appointment of Mr. Varun Mammen (DIN: 07804025), as director of the Company, liable to retire by rotation - Ordinary Resolution

Votes in favour of the resolution	
Number of members	781
Number of votes cast by them	2664636
% of total number of valid votes cast	99.27
Votes against the resolution	
Number of members	77
Number of votes cast by them	19610
% of total number of valid votes cast	0.73
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.3 as set out in the Notice of the AGM is passed with requisite majority.

JAGANNATHAN & SARABESWARAN Chartered Accountants CHENNAI-18

Resolution No.4

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

Votes in favour of the resolution	
Number of members	786
Number of votes cast by them	2662549
% of total number of valid votes cast	99.37
Votes against the resolution	
Number of members	70
Number of votes cast by them	16747
% of total number of valid votes cast	0.63
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.4 as set out in the Notice of the AGM is passed with requisite majority.

Resolution No. 5

Reappointment of Messrs. M M Nissim & Co LLP, Chartered Accountants as Joint Statutory Auditors of the Company for a period of 5 (Five) consecutive financial years from the conclusion of the 65th Annual General Meeting of the Company until the conclusion of the 70th Annual General Meeting of the Company- Ordinary Resolution

Votes in favour of the resolution	
Number of members	835
Number of votes cast by them	2681688
% of total number of valid votes cast	99.99
Votes against the resolution	
Number of members	11
Number of votes cast by them	192
% of total number of valid votes cast	0.01
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.5 as set out in the Notice of the AGM is passed with requisite majority.

JAGANNATHAN & SARABESWARAN Chartered Accountants CHENNAI-18

Resolution No. 6

Ratification of the remuneration payable to Mr. J. Karthikeyan of M/s. J. Karthikeyan & Associates, Cost Auditor of the Company for the financial year ending 31st March, 2027 - Ordinary Resolution

Votes in favour of the resolution	
Number of members	839
Number of votes cast by them	2684314
% of total number of valid votes cast	100
Votes against the resolution	
Number of members	5
Number of votes cast by them	6
% of total number of valid votes cast	0.00
Invalid Votes	NIL

Result: As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item no.6 as set out in the Notice of the AGM is passed with requisite majority.

Yours Faithfully,

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

N.S.Vivek
Partner
Membership No 206383
UDIN: **26206383QLTWDF8278**

JAGANNATHAN & SARABESWARAN Chartered Accountants CHENNAI-18

Dated: 6th August, 2026

Cc to: COMPANY SECRETARY, MRF Limited