



# MRF

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

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

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

071/SH/SE/POSTAL BALLOT/FEBRUARY-2026/KGG/1  
26<sup>th</sup> February, 2026

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

### NOTICE OF POSTAL BALLOT

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated 6<sup>th</sup> February, 2026 seeking approval of the Members of the Company on the following resolutions, being Special Resolution/Ordinary Resolutions, through Postal Ballot.

- a) Revision in the terms of Remuneration of Mr. K M Mammen (DIN: 00020202), Chairman and Managing Director of the Company.
- b) Revision in the terms of Remuneration of Mr. Arun Mammen (DIN: 00018558), Vice Chairman and Managing Director of the Company.
- c) Revision in the terms of Remuneration of Mr. Rahul Mammen Mappillai (DIN: 03325290), Managing Director of the Company.
- d) Revision in the terms of Remuneration of Mr. Samir Thariyan Mappillai (DIN:07803982), Whole-time Director of the Company.
- e) Revision in the terms of Remuneration of Mr. Varun Mammen (DIN: 07804025), Whole-time Director of the Company.

The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/Depositories as on Friday, 20<sup>th</sup> February, 2026.

The voting period will commence on Friday, 27<sup>th</sup> February, 2026 at 9.00 a.m. and end on Saturday, 28<sup>th</sup> March, 2026 at 5.00 p.m.

The above Notice of Postal Ballot is also available on the website of the Company viz., [www.mrftyres.com](http://www.mrftyres.com).

Kindly take the same on record.

Thanking you,

Yours faithfully

For MRF Limited

S DHANVANTH KUMAR  
COMPANY SECRETARY



# MRF LIMITED

CIN: L25111TN1960PLC004306

Registered Office: No. 114, Greams Road, Chennai 600 006,

Tel: 044-28292777, Fax: 91-44-28290562, E-mail: mrfshare@mrfmail.com, Website: www.mrftyres.com

## NOTICE OF POSTAL BALLOT

To

### **The Members of MRF Limited,**

Notice is hereby given pursuant to provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020 and 17/2020 dated 13<sup>th</sup> April, 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 Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('The Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Special/Ordinary Resolutions as set out in this Notice are proposed for consideration by the members of the Company for passing by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

The explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, pertaining to the resolutions setting out the material facts and the reasons thereof are annexed hereto along with the notice of the postal ballot for your consideration.

The Board of Directors vide its Resolution passed on 6<sup>th</sup> February, 2026 appointed 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 as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner.

In compliance with the provisions of Companies Act, 2013, MCA Circulars and the Listing Regulations, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. Shareholders are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their votes electronically. The voting period will commence on Friday, 27<sup>th</sup> February, 2026 at 9.00 a.m. and end on Saturday, 28<sup>th</sup> February, 2026 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.

### **SPECIAL BUSINESS**

#### **Resolution No: 1**

#### **Revision in the terms of Remuneration of Mr. K M Mammen (DIN: 00020202), Chairman and Managing Director of the Company**

#### **To consider and, if thought fit, to pass with or without modification the following Resolution as a Special Resolution:**

"RESOLVED that in partial modification of Resolution No. 1 passed by the Members by way of Postal Ballot on 19<sup>th</sup> September, 2023 and 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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association and as recommended by the Nomination and Remuneration committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the revision in terms of remuneration of Mr. K M Mammen (DIN: 00020202) Chairman and Managing Director of the Company, with effect from 1<sup>st</sup> April, 2025 for the remaining period of his tenure i.e., upto 7<sup>th</sup> February, 2029 as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. K M Mammen including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution, the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution”.

**Resolution No: 2**

**Revision in the terms of Remuneration of Mr. Arun Mammen (DIN: 00018558), Vice Chairman and Managing Director of the Company**

**To consider and, if thought fit, to pass with or without modification the following Resolution as a Ordinary Resolution:**

“RESOLVED that in partial modification of Resolution No. 1 passed by the Members by way of Postal Ballot on 31<sup>st</sup> March, 2023 and 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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association and as recommended by the Nomination and Remuneration committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the revision in terms of remuneration of Mr. Arun Mammen (DIN: 00018558) Vice Chairman and Managing Director of the Company, with effect from 1<sup>st</sup> April, 2025 for the remaining period of his tenure i.e., upto 31<sup>st</sup> March, 2028 as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Arun Mammen including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution, the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds, and things which may be usual, expedient or proper to give effect to the above resolution”.

**Resolution: 3**

**Revision in the terms of Remuneration of Mr. Rahul Mammen Mappillai (DIN: 03325290), Managing Director of the Company**

**To consider and, if thought fit, to pass with or without modification the following Resolution as a Ordinary Resolution:**

“RESOLVED that in partial modification of Resolution No. 1 passed by the Members by way of Postal Ballot on 3<sup>rd</sup> May, 2022 and 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, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association and as recommended by the Nomination and Remuneration committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the revision in terms of remuneration of Mr. Rahul Mammen Mappillai (DIN: 03325290) Managing Director of the Company, with effect from 1<sup>st</sup> April, 2025 for the remaining period of his tenure i.e., upto 3<sup>rd</sup> May, 2027 as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Rahul Mammen Mappillai including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution, the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds, and things which may be usual, expedient or proper to give effect to the above resolution”.

**Resolution: 4**

**Revision in the terms of Remuneration of Mr. Samir Thariyan Mappillai (DIN:07803982), Whole-time Director of the Company**

**To consider and, if thought fit, to pass with or without modification the following Resolution as a Ordinary Resolution:**

“RESOLVED that in partial modification of Resolution No.6 passed by the Members at the Annual General Meeting of the Company held on 4<sup>th</sup> August, 2022 which stood modified by resolution No.1 passed by the members by way of Postal Ballot on 20<sup>th</sup> December, 2023 and pursuant to the provisions of sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association and as recommended by the Nomination and Remuneration committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the revision in terms of remuneration of Mr. Samir Thariyan Mappillai (DIN:07803982) Whole-time Director of the Company with effect from 1<sup>st</sup> April, 2025 for the remaining period of his tenure i.e., upto 3<sup>rd</sup> August, 2027 as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Samir Thariyan Mappillai including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution, the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds, and things which may be usual, expedient or proper to give effect to the above resolution”.

**Resolution: 5**

**Revision in the terms of Remuneration of Mr. Varun Mammen (DIN: 07804025), Whole-time Director of the Company**

**To consider and, if thought fit, to pass with or without modification the following Resolution as a Ordinary Resolution:**

“RESOLVED that in partial modification of Resolution No.7 passed by the Members at the Annual General Meeting of the Company held on 4<sup>th</sup> August, 2022 which stood modified by resolution No.2 passed by the members by way of Postal Ballot on 20<sup>th</sup> December, 2023 and pursuant to the provisions of sections 196, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Articles of Association and as recommended by the Nomination and Remuneration committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the revision in terms of remuneration of Mr. Varun Mammen (DIN: 07804025) Whole-time Director of the Company with effect from 1<sup>st</sup> April, 2025 for the remaining period of his tenure i.e., upto 3<sup>rd</sup> August, 2027 as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter or vary the scope of remuneration of Mr. Varun Mammen including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution, the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby authorised to do all necessary acts, deeds, and things which may be usual, expedient or proper to give effect to the above resolution”

Place: Chennai  
Date : 6<sup>th</sup> February, 2026

**By the order of the Board**

**S DHANVANTH KUMAR**  
Company Secretary

### EXPLANATORY STATEMENT

#### Resolution No: 1

By a Special Resolution passed on 19<sup>th</sup> September, 2023 members had approved the re-appointment of Mr. K M Mammen as Chairman and Managing Director of the Company for a period of five years commencing from 8<sup>th</sup> February, 2024 till 7<sup>th</sup> February, 2029.

The present terms of remuneration as on 1<sup>st</sup> April, 2025 are summarized below: -

1	Salary	Rs.37,31,250 per month with annual increment of Rs. 1,00,000/- effective 1 <sup>st</sup> April every year.
2	Residential accommodation	Free furnished residential accommodation
3	Perquisites and allowances	Perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year.
4	Other benefits	Contribution to Provident Fund and Pension / Superannuation / Gratuity Schemes, leave with salary and leave encashment at the end of tenure.  Reimbursement of medical expenses incurred in India or abroad for self and family.  Medical / Personal Accident / Travel Insurance for self and family.  Telephone and Club Fees
5	Commission	Commission calculated at a rate not exceeding 1% of the net profits of the Company, subject to a ceiling of 36 months' salary

Over the last 5 years, the turnover, profits and cash flow from operations have shown good growth and considering the increased responsibilities shouldered by the Managing Directors / Whole-time Directors, it is considered necessary to review the terms of remuneration. The fixed components viz. salary, residential accommodation, perquisites and allowances and other benefits are proposed to be retained without any change. The Commission component is proposed to be modified by reducing the Commission percentage to 0.75% (from the existing 1%) and removing the monetary cap of 36 months' salary. This will ensure that the variable pay (commission) is fully linked with the profitability of the Company and will strengthen the linkage between the performance of the Company and the remuneration of the Managing Directors / Whole-time Directors. The amended structure is in alignment with the remuneration structure adopted by several industry players. The revised Commission component will be as follows: -

Commission	Commission calculated at a rate not exceeding 0.75% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013.
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The percentage of commission has been refixed for the Managing Directors / Whole-time Directors after taking into consideration the responsibilities handled by them.

Except for the revision in Commission, all other terms and conditions of remuneration as approved earlier by the members by Postal Ballot held on 19<sup>th</sup> September, 2023 remain unchanged and continue to be effective. Commission is paid as a percentage of net profit computed as per Section 198 of the Companies Act, 2013 and accordingly the performance metric for payment of commission is net profit.

The Board at its meeting held on 6<sup>th</sup> February, 2026, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Remuneration Policy of the Company, revised the terms of remuneration of Mr. K M Mammen effective from 1<sup>st</sup> April, 2025 for the remaining period of his tenure which will end on 7<sup>th</sup> February, 2029. Accordingly, the Board recommends the Special Resolution as set out in this notice for the approval of the members.

The total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to any one Managing Director / Whole-time Director will not exceed 2.5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to all the Managing Directors / Whole-time Directors will not exceed 5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Brief profile of Mr. K M Mammen

Mr. K M Mammen aged about 77 years is a graduate from the Madras Christian College, Chennai. After graduation, he went to USA for training with MRF's erstwhile Collaborators viz., The Mansfield Tyre & Rubber Co. He joined the Board in 1981 and was later appointed as Whole-time Director of the Company. In 1986, he was appointed as the Vice-Chairman & Managing Director and in 2003, he took over as Chairman & Managing Director. Under his leadership, the Company continues to consolidate its fourth decade of leadership in the Indian tyre Industry. Since 2003, when he took over as the Chairman and Managing Director of the Company he has been the driving force behind the growth of the Company. Further, the Company's total income on a standalone basis has increased from Rs.2608 crores in 2003 to Rs.28068 crores in 2025. This outstanding performance reflects his stellar leadership which has resulted in the Company being ranked as the 2nd Strongest Tyre Brand in the World by Brand Finance, the world's leading brand valuation consultancy, in its Automotive Industry 2023 study.

Apart from MRF Limited, Mr. K M Mammen also holds directorship in other Companies, including MRF Corp Ltd, MRF International Limited, Stable Investments and Finance Co. Ltd, Badra Estates and Industries Ltd, MRF SG PTE. LTD, MRF DB - FZCO and Madras Christian College. He is associated with several Chambers of Commerce and is a sponsor and promoter of sports. His personal attention resulted in the success of MRF Pace Foundation which imparts training in fast bowling, not only to Indian bowlers but also to players of other cricket playing countries. He has taken keen interest in motor racing and rallies in which he has carved out a place for India on the world map. Mr. K M Mammen has held several terms as Chairman of Automotive Tyre Manufacturers Association (ATMA).

Mr. K M Mammen was a member, Executive Committee, FICCI. He held the Chairmanship of the CII National Committee on sports and was a member in the CII National Council.

The Automotive Tyre Manufacturers Association has conferred the Lifetime Achievement Award upon Mr. K M Mammen in recognition of his distinctive and outstanding leadership qualities, invaluable contribution to the Indian tyre industry and for leading the industry from the front for over 20 years.

Mr. K M Mammen is the Chairman of Corporate Social Responsibility Committee, Finance Committee and Risk Management Committee and the member of Stakeholders Relationship Committee and Nomination and Remuneration Committee of MRF Limited. Other than MRF Limited, he is not a member/chairman of any committee of the Board in which he is a Director.

The details of remuneration paid to Mr. K M Mammen for the year 2024-2025: (a) Salary and perquisites – Rs. 190180288 (b) Commission – Rs. 130725000 (c) Total – Rs.320905288.

Mr. K M Mammen holds 16048 shares of the Company. During the last financial year, 4 Board meetings of the Company were held, out of which Mr. K M Mammen attended all the Board Meetings. During the current financial year, he has attended all the Board Meetings held till date. He has not resigned from the Board of any listed entity in the past three years.

#### Interest of Directors

Mr. K M Mammen (being the appointee), Mrs. Ambika Mammen (Director) his spouse, Mr. Rahul Mammen Mappillai (Managing Director) his son, Mr. Samir Thariyan Mappillai (Whole-time Director) his son and Mr. Arun Mammen, (Vice Chairman and Managing Director) his brother and their relatives may be deemed to be concerned or interested in the above resolution.

Mr. K M Mammen being interested in this resolution, disclosed the nature of his interest and did not participate in the meeting of the Nomination and Remuneration Committee and the Board when the proposal was taken up for consideration and approval. Further, all the above directors have disclosed the nature of their interest and did not participate in the meeting of the Board when this proposal was considered.

None of the other Directors and key managerial personnel are related to Mr. K M 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.

Considering Mr. K M Mammen's leadership skills, performance of business of the Company, various strategic and growth initiatives being pursued by the Company, complexities of the responsibilities handled by him, industry remuneration benchmarks etc. approval of the members by way of Special Resolution is sought for the above proposal.

#### **Resolution No: 2**

By the Ordinary Resolution passed on 31<sup>st</sup> March, 2023 members had approved the re-appointment of Mr. Arun Mammen as Vice Chairman and Managing Director of the Company for a period of five years commencing from 1<sup>st</sup> April, 2023 till 31<sup>st</sup> March, 2028.

The present terms of remuneration as on 1<sup>st</sup> April, 2025 are summarized below: -

1	Salary	Rs.35,00,750/- per month with annual increment of Rs. 1,00,000/- effective 1 <sup>st</sup> April every year.
2	Residential accommodation	Free furnished residential accommodation
3	Perquisites and allowances	Perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year.
4	Other benefits	Contribution to Provident Fund and Pension / Superannuation / Gratuity Schemes, leave with salary and leave encashment at the end of tenure.  Reimbursement of medical expenses incurred in India or abroad for self and family.  Medical / Personal Accident / Travel Insurance for self and family.  Telephone and Club Fees
5	Commission	Commission calculated at a rate not exceeding 1% of the net profits of the Company, subject to a ceiling of 36 months' salary

Over the last 5 years, the turnover, profits and cash flow from operations have shown good growth and considering the increased responsibilities shouldered by the Managing Directors / Whole-time Directors, it is considered necessary to review the terms of remuneration. The fixed components viz. salary, residential accommodation, perquisites and allowances and other benefits are proposed to be retained without any change. The Commission component is proposed to be modified by reducing the Commission percentage to 0.75% (from the existing 1%) and removing the monetary cap of 36 months' salary. This will ensure that the variable pay (commission) is fully linked with the profitability of the Company and will strengthen the linkage between the performance of the Company and the remuneration of the Managing Directors / Whole-time Directors. The amended structure is in alignment with the remuneration structure adopted by several industry players. The revised Commission component will be as follows: -

Commission	Commission calculated at a rate not exceeding 0.75% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013.
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The percentage of commission has been refixed for the Managing Directors / Whole-time Directors after taking into consideration the responsibilities handled by them.

Except for the revision in Commission, all other terms and conditions of remuneration as approved earlier by the members by Postal Ballot held on 31<sup>st</sup> March, 2023 remain unchanged and continue to be effective. Commission is paid as a percentage of net profit computed as per Section 198 of the Companies Act, 2013 and accordingly the performance metric for payment of commission is net profit.

The Board at its meeting held on 6<sup>th</sup> February, 2026, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Remuneration Policy of the Company, revised the terms of remuneration of Mr. Arun Mammen effective from 1<sup>st</sup> April, 2025 for the remaining period of his tenure which will end on 31<sup>st</sup> March, 2028. Accordingly, the Board recommends the Ordinary Resolution as set out in this notice for the approval of the members.

The total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to any one Managing Director / Whole-time Director will not exceed 2.5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to all the Managing Directors / Whole-time Directors will not exceed 5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Brief profile of Mr. Arun Mammen

Mr. Arun Mammen aged about 61 years is on the Board of the Company since 29.03.1990. He is a graduate from the Madras Christian College. After graduation, he went to USA and obtained his Master's Degree in Business Administration (MBA) from the Ashland University. During his stay in USA, he underwent training with M/s. B F Goodrich Tire & Co., and Uniroyal Goodrich Tire & Co., who were the leading manufacturers of tyres in the world. He became the Whole-time Director of the Company in the year 1990 and subsequently became its Managing Director in 2004 and Vice Chairman and Managing Director in 2017. Mr. Arun Mammen has great passion towards cricket and motorsports.

Apart from MRF Limited, Mr. Arun Mammen also holds directorship in other Companies, including Funskool (India) Limited, leading toy Company in India offering wide range of brands, MRF Corp Limited, manufacturers of speciality coating and polyurethane finishes, finding use in decorative and industrial applications, MRF International Limited, M.M. Housing Private Limited, MRF Lanka Pvt Limited, Chennai Willingdon Corporate Foundation, Automotive Tyre Manufacturers Association, MRF SG PTE. LTD and MRF DB - FZCO. Presently, Mr. Arun Mammen is the Chairman of Automotive Tyre Manufacturers Association (ATMA).

Mr. Arun Mammen is a member of the Finance Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee of MRF Limited. He is the Chairman of Audit Committee of Funskool (India) Limited. Mr. Arun Mammen holds 27560 shares of the Company. During the last financial year, 4 Board meetings of the Company were held, out of which Mr. Arun Mammen attended all the Board Meetings. During the current financial year, he has attended all the Board Meetings held till date. He has not resigned from the Board of any listed entity in the past three years.

The details of remuneration paid to Mr. Arun Mammen for the year 2024-2025: (a) Salary and perquisites – Rs. 147290250 (b) Commission – Rs. 122427000 (c) Total – Rs. 269717250.

#### Interest of Directors

Mr. Arun Mammen (being the appointee), Dr.(Mrs) Cibi Mammen, (Director) his spouse and Mr. K M Mammen, (Chairman and Managing Director) his brother and their relatives may be deemed to be concerned or interested in the above resolution.

Mr. K M Mammen being interested in this resolution, disclosed the nature of his interest and did not participate in the meeting of the Nomination and Remuneration Committee and the Board when the proposal was taken

up for consideration and approval. Further, all the above directors have disclosed the nature of their interest and did not participate in the meeting of the Board when this proposal was considered.

None of the other Directors and key managerial personnel are related to Mr. Arun 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.

Considering Mr. Arun Mammen's leadership skills, performance of business of the Company, various strategic and growth initiatives being pursued by the Company, complexities of the responsibilities handled by him, industry remuneration benchmarks etc. approval of the members by way of Ordinary Resolution is sought for the above proposal.

**Resolution No: 3**

By the Ordinary Resolution passed on 3<sup>rd</sup> May, 2022 members had approved the re-appointment of Mr. Rahul Mammen Mappillai as Managing Director of the Company for a period of five years commencing from 4<sup>th</sup> May, 2022 till 3<sup>rd</sup> May, 2027.

The present terms of remuneration as on 1<sup>st</sup> April, 2025 are summarized below: -

1	Salary	Rs.31,21,400/- per month with annual increment of Rs. 1,00,000/- effective 1st April every year.
2	Residential accommodation	Free furnished residential accommodation
3	Perquisites and allowances	Perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year.
4	Other benefits	Contribution to Provident Fund and Pension / Superannuation / Gratuity Schemes, leave with salary and leave encashment at the end of tenure.  Reimbursement of medical expenses incurred in India or abroad for self and family.  Medical / Personal Accident / Travel Insurance for self and family.  Telephone and Club Fees
5	Commission	Commission calculated at a rate not exceeding 1% of the net profits of the Company, subject to a ceiling of 36 months' salary

Over the last 5 years, the turnover, profits and cash flow from operations have shown good growth and considering the increased responsibilities shouldered by the Managing Directors / Whole-time Directors, it is considered necessary to review the terms of remuneration. The fixed components viz. salary, residential accommodation, perquisites and allowances and other benefits are proposed to be retained without any change. The Commission component is proposed to be modified by reducing the Commission percentage to 0.65% (from the existing 1%) and removing the monetary cap of 36 months' salary. This will ensure that the variable pay (commission) is fully linked with the profitability of the Company and will strengthen the linkage between the performance of the Company and the remuneration of the Managing Directors / Whole-time Directors. The amended structure is in alignment with the remuneration structure adopted by several industry players. The revised Commission component will be as follows: -

Commission	Commission calculated at a rate not exceeding 0.65% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013.
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The percentage of commission has been refixed for the Managing Directors / Whole-time Directors after taking into consideration the responsibilities handled by them.

Except for the revision in Commission, all other terms and conditions of remuneration as approved earlier by the members by Postal Ballot held on 3<sup>rd</sup> May, 2022 remain unchanged and continue to be effective. Commission is paid as a percentage of net profit computed as per Section 198 of the Companies Act, 2013 and accordingly the performance metric for payment of commission is net profit.

The Board at its meeting held on 6<sup>th</sup> February, 2026, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Remuneration Policy of the Company, revised the terms of remuneration of Mr. Rahul Mammen Mappillai effective from 1<sup>st</sup> April, 2025 for the remaining period of his tenure which will end on 3<sup>rd</sup> May, 2027. Accordingly, the Board recommends the Ordinary Resolution as set out in this notice for the approval of the members.

The total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to any one Managing Director / Whole-time Director will not exceed 2.5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to all the Managing Directors / Whole-time Directors will not exceed 5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Brief profile of Mr. Rahul Mammen Mappillai

Mr. Rahul Mammen Mappillai aged about 47 years is on the Board of the Company since 25.11.2010. He holds a B.A. (Hons.) Economics degree from St. Stephen's College, Delhi and a Masters degree in Business Administration (MBA) from the University of Michigan Ross School of Business, Ann Arbor, USA. He joined the Company as Corporate Manager - Planning and Development in 2003 and rose to the position of Vice President - Planning and Development. In 2010, he was appointed as Whole-time Director of the Company and in 2017 he was appointed as Managing Director of the Company. He has experience in handling all major functions in the Company.

Apart from MRF Limited, Mr. Rahul Mammen Mappillai also holds directorship in other Companies, including MRF SG PTE. LTD, MRF DB - FZCO and Chennai International Centre. Mr. Rahul Mammen Mappillai holds 4538 shares of the Company. Mr. Rahul Mammen Mappillai is a member of the Finance Committee, Corporate Social Responsibility Committee and Risk Management Committee of MRF Limited. During the last financial year, 4 Board meetings of the Company were held, out of which Mr. Rahul Mammen Mappillai attended all the Board Meetings. During the current financial year, he has attended all the Board Meetings held till date. He has not resigned from the Board of any listed entity in the past three years.

The details of remuneration paid to Mr. Rahul Mammen Mappillai for the year 2024-2025: (a) Salary and perquisites – Rs. 128943987 (b) Commission – Rs. 108770400 (c) Total – Rs. 237714387.

#### Interest of Directors

Mr. Rahul Mammen Mappillai (being the appointee), Mr. K M Mammen (Chairman and Managing Director) his Father, Mrs. Ambika Mammen, (Director) his Mother and Mr. Samir Thariyan Mappillai (Whole-time Director) his brother and their relatives may be deemed to be concerned or interested in the above resolution.

Mr. K M Mammen being interested in this resolution, disclosed the nature of his interest and did not participate in the meeting of the Nomination and Remuneration Committee and the Board when the proposal was taken up for consideration and approval. Further, all the above directors have disclosed the nature of their interest and did not participate in the meeting of the Board when this proposal was considered.

None of the other Directors and key managerial personnel are related to Mr. Rahul Mammen Mappillai 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.

Considering Mr. Rahul Mammen Mappillai's leadership skills, performance of business of the Company, various strategic and growth initiatives being pursued by the Company, complexities of the responsibilities handled by him, industry remuneration benchmarks etc. approval of the members by way of Ordinary Resolution is sought for the above proposal.

#### **Resolution No: 4**

By Ordinary Resolution passed on 4<sup>th</sup> August, 2022, members had approved the re-appointment of Mr. Samir Thariyan Mappillai as Whole-time Director of the Company for a period of five years commencing from 4<sup>th</sup> August, 2022 till 3<sup>rd</sup> August, 2027. Thereafter on 20<sup>th</sup> December, 2023 members by way of postal ballot

approved a revision in the terms of remuneration payable to Mr. Samir Thariyan Mappillai to rationalise the pay structure amongst the Managing Directors/Whole-Time Directors so that the remuneration of Whole-Time Directors bears an appropriate proportion to the total managerial remuneration paid by the Company.

The present terms of remuneration as on 1<sup>st</sup> April, 2025 are summarized below: -

1	Salary	Rs.14,50,000/- per month with annual increment of Rs. 1,00,000/- effective 1 <sup>st</sup> April every year.
2	Residential accommodation	Free furnished residential accommodation
3	Perquisites and allowances	Perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year.
4	Other benefits	Contribution to Provident Fund and Pension / Superannuation / Gratuity Schemes, leave with salary and leave encashment at the end of tenure. Reimbursement of medical expenses incurred in India or abroad for self and family. Medical / Personal Accident / Travel Insurance for self and family. Telephone and Club Fees
5	Commission	Commission calculated at a rate not exceeding 1% of the net profits of the Company, subject to a ceiling of 36 months' salary

Over the last 5 years, the turnover, profits and cash flow from operations have shown good growth and considering the increased responsibilities shouldered by the Managing Directors / Whole-time Directors, it is considered necessary to review the terms of remuneration. The fixed components viz. salary, residential accommodation, perquisites and allowances and other benefits are proposed to be retained without any change. The Commission component is proposed to be modified by reducing the Commission percentage to 0.45% (from the existing 1%) and removing the monetary cap of 36 months' salary. This will ensure that the variable pay (commission) is fully linked with the profitability of the Company and will strengthen the linkage between the performance of the Company and the remuneration of the Managing Directors / Whole-time Directors. The amended structure is in alignment with the remuneration structure adopted by several industry players. The revised Commission component will be as follows: -

Commission	Commission calculated at a rate not exceeding 0.45% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013.
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The percentage of commission has been refixed for the Managing Directors / Whole-time Directors after taking into consideration the responsibilities handled by them.

Except for the revision in Commission, all other terms and conditions of remuneration as approved earlier by the members by Postal Ballot held on 20<sup>th</sup> December, 2023 remain unchanged and continue to be effective. Commission is paid as a percentage of net profit computed as per Section 198 of the Companies Act, 2013 and accordingly the performance metric for payment of commission is net profit.

The Board at its meeting held on 6<sup>th</sup> February, 2026, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Remuneration Policy of the Company, revised the terms of remuneration of Mr. Samir Thariyan Mappillai effective from 1<sup>st</sup> April, 2025 for the remaining period of his tenure which will end on 3<sup>rd</sup> August, 2027. Accordingly, the Board recommends the Ordinary Resolution as set out in this notice for the approval of the members.

The total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to any one Managing Director / Whole-time Director will not exceed 2.5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to all the Managing Directors / Whole-time Directors will not exceed 5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### Brief profile of Mr. Samir Thariyan Mappillai

Mr. Samir Thariyan Mappillai is aged about 43 years. He holds a Bachelor's degree in Economics from St. Stephen's College, Delhi and Master's degree in Economics from the University of Madras, Chennai. Thereafter, he completed his Master's Degree in Business Administration (M.B.A.), from Kellogg School of Management, North-Western University, Illinois, USA. Mr. Samir Thariyan Mappillai joined the Company as Corporate Manager in the Marketing department in 2010 and was later promoted as Deputy General Manager - Marketing in 2011 and General Manager – Marketing in 2014. He has varied experience in all major functions in marketing and product development. In 2017 he was elevated as Whole- time Director of the Company.

Mr. Samir Thariyan Mappillai holds 4470 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, 4 Board meetings of the Company were held, out of which Mr. Samir Thariyan Mappillai attended all the Board Meetings. During the current financial year, he has attended all the Board Meetings held till date. He has not resigned from the Board of any listed entity in the past three years.

The details of remuneration paid to Mr. Samir Thariyan Mappillai for the year 2024-2025: (a) Salary and perquisites – Rs. 70044273 (b) Commission – Rs. 48600000 (c) Total – Rs. 118644273.

### Interest of Directors

Mr. Samir Thariyan Mappillai (being the appointee), Mr. K M Mammen (Chairman and Managing Director) his Father, Mrs. Ambika Mammen, (Director) his Mother and Mr. Rahul Mammen Mappillai (Managing Director) his brother and their relatives may be deemed to be concerned or interested in the above resolution.

Mr. K M Mammen being interested in this resolution, disclosed the nature of his interest and did not participate in the meeting of the Nomination and Remuneration Committee and the Board when the proposal was taken up for consideration and approval. Further, all the above directors have disclosed the nature of their interest and did not participate in the meeting of the Board when this proposal was considered.

None of the other Directors and key managerial personnel are related to Mr. Samir Thariyan Mappillai 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.

Considering Mr. Samir Thariyan Mappillai's management skills, performance of business of the Company, various strategic and growth initiatives being pursued by the Company, complexities of the responsibilities handled by him, industry remuneration benchmarks etc. approval of the members by way of Ordinary Resolution is sought for the above proposal.

### **Resolution No: 5**

By Ordinary Resolution passed on 4<sup>th</sup> August, 2022 members had approved the re-appointment of Mr. Varun Mammen as Whole-time Director of the Company for a period of five years commencing from 4<sup>th</sup> August, 2022 till 3<sup>rd</sup> August, 2027. Thereafter on 20<sup>th</sup> December, 2023 members by way of postal ballot approved a revision in the terms of remuneration payable to Mr. Varun Mammen to rationalise the pay structure amongst the Managing Directors/Whole-Time Directors so that the remuneration of Whole-Time Directors bears an appropriate proportion to the total managerial remuneration paid by the Company.

The present terms of remuneration as on 1<sup>st</sup> April, 2025 are summarized below: -

1	Salary	Rs.14,50,000/- per month with annual increment of Rs. 1,00,000/- effective 1 <sup>st</sup> April every year.
2	Residential accommodation	Free furnished residential accommodation
3	Perquisites and allowances	Perquisites and allowances restricted to an amount equal to two times his annual salary in a financial year.
4	Other benefits	Contribution to Provident Fund and Pension / Superannuation / Gratuity Schemes, leave with salary and leave encashment at the end of tenure.

		Reimbursement of medical expenses incurred in India or abroad for self and family.  Medical / Personal Accident / Travel Insurance for self and family.  Telephone and Club Fees
5	Commission	Commission calculated at a rate not exceeding 1% of the net profits of the Company, subject to a ceiling of 36 months' salary

Over the last 5 years, the turnover, profits and cash flow from operations have shown good growth and considering the increased responsibilities shouldered by the Managing Directors / Whole-time Directors, it is considered necessary to review the terms of remuneration. The fixed components viz. salary, residential accommodation, perquisites and allowances and other benefits are proposed to be retained without any change. The Commission component is proposed to be modified by reducing the Commission percentage to 0.45% (from the existing 1%) and removing the monetary cap of 36 months' salary. This will ensure that the variable pay (commission) is fully linked with the profitability of the Company and will strengthen the linkage between the performance of the Company and the remuneration of the Managing Directors / Whole-time Directors. The amended structure is in alignment with the remuneration structure adopted by several industry players. The revised Commission component will be as follows: -

Commission	Commission calculated at a rate not exceeding 0.45% of the net profits of the Company, computed as per Section 198 of the Companies Act, 2013.
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The percentage of commission has been refixed for the Managing Directors / Whole-time Directors after taking into consideration the responsibilities handled by them.

Except for the revision in Commission, all other terms and conditions of remuneration as approved earlier by the members by Postal Ballot held on 20<sup>th</sup> December, 2023 remain unchanged and continue to be effective. Commission is paid as a percentage of net profit computed as per Section 198 of the Companies Act, 2013 and accordingly the performance metric for payment of commission is net profit.

The Board at its meeting held on 6<sup>th</sup> February, 2026, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the Remuneration Policy of the Company, revised the terms of remuneration of Mr. Varun Mammen effective from 1<sup>st</sup> April, 2025 for the remaining period of his tenure which will end on 3<sup>rd</sup> August, 2027. Accordingly, the Board recommends the Ordinary Resolution as set out in this notice for the approval of the members.

The total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to any one Managing Director / Whole-time Director will not exceed 2.5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further the total remuneration (including Salary, residential accommodation, perquisites and allowances, other benefits and Commission) paid to all the Managing Directors / Whole-time Directors will not exceed 5% of the net profits of the Company for the financial year as prescribed under Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Brief profile of Mr. Varun Mammen

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 8706 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, 4 Board meetings of the Company were held, out of which Mr. Varun Mammen attended all the Board

Meetings. During the current financial year, he has attended all the Board Meetings held till date. 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 2024-2025: (a) Salary and perquisites – Rs. 70483222 (b) Commission – Rs. 48600000 (c) Total – Rs. 119083222.

#### Interest of Directors

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.

Considering Mr. Varun Mammen's management skills, performance of business of the Company, various strategic and growth initiatives being pursued by the Company, complexities of the responsibilities handled by him, industry remuneration benchmarks etc. approval of the members by way of Ordinary Resolution is sought for the above proposal.

Place: Chennai  
Date : 6<sup>th</sup> February, 2026

**By the order of the Board**

**S DHANVANTH KUMAR**  
**Company Secretary**

#### **NOTES:**

1. The explanatory statement pursuant to Section 102 and other applicable provisions 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, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the notice of the postal ballot for the consideration of the Members.
2. The Board of Directors vide its resolution passed on 6<sup>th</sup> February, 2026 appointed 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 as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice along with instructions regarding E-Voting is being sent only by electronic mode to e-mail IDs registered with the Company / Depositories whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Ltd., (NSDL) / Central Depository Services (India) Ltd., (CDSL) on Friday, 20<sup>th</sup> February, 2026 being the cut-off date.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.mrftyres.com](http://www.mrftyres.com), websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at <https://nsdl.co.in/>.
5. In view of the MCA Circulars physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.

7. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [mrfshare@mrfmail.com](mailto:mrfshare@mrfmail.com) along with the copy of the signed request letter mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the member to enable the Company to register the e-mail address and for receiving the Notice of Postal Ballot and E-Voting instructions. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, members may write to [mrfshare@mrfmail.com](mailto:mrfshare@mrfmail.com). Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/Company to enable servicing of notices/ documents/Annual Reports electronically to their email address.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members on Friday, 20<sup>th</sup> February, 2026 being the cut-off date and are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this notice of postal ballot for information purpose only.
9. Relevant documents referred to in the accompanying notice and the explanatory statement are available for inspection. Members are requested to write to the company at [mrfshare@mrfmail.com](mailto:mrfshare@mrfmail.com) for inspection of said documents.
10. The voting rights of Members shall be reckoned in proportion to their shares in the paid-up equity share capital of the Company as on Friday, 20<sup>th</sup> February, 2026 being the cut-off date fixed for the purpose.
11. The voting period will commence on Friday, 27<sup>th</sup> February, 2026 at 9.00 a.m. and end on Saturday, 28<sup>th</sup> March, 2026 at 5.00 p.m. The e-voting module shall be disabled by NSDL for voting thereafter.
12. The Scrutiniser will be submitting his report to the Company after the completion of the scrutiny and the results of the e-voting by Postal Ballot. The results of the Postal Ballot will be announced by the Chairman and Managing Director or in his absence, any other person authorised by him, on or before Monday, 30<sup>th</sup> March, 2026 at 5.30 p.m. at the Registered Office of the Company at No.114, Greams Road, Chennai-600 006. The results of the Postal Ballot will be displayed at the Registered Office of the Company and also posted on the Company's website <https://www.mrf tyres.com/investor-relations/postal-ballot> & NSDL e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) besides being communicated to the National Stock Exchange of India Limited and BSE Limited where the Company's shares are listed.
13. The details of the process and manner for remote e-voting are explained herein below: 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 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	i. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.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 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.

	<p>ii. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>iii. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iv. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 “Login” 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.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>i. 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.</p> <p>ii. 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. 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.</p>

	<p>iii. 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.</p> <p>iv. 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.</p>
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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 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 138663 then user ID is 138663001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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 digits 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'.
    - 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:
- 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).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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 etc.
  - 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 on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- 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.

#### **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 queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [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.

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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), AADHAR (self-attested scanned copy of Aadhaar Card).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively 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 above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.