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

NOTICE

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

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 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.

2. To declare a final dividend on equity shares. The Board has recommended a final dividend of ₹ 229/- (2290%) per equity share of ₹ 10 each.

3. To appoint a Director in place of Mr. Varun Mammen (DIN: 07804025), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Dr. (Mrs) Cibi Mammen (DIN: 00287146) who retires by rotation and being eligible, offers herself for re-appointment.

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

   "RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013, and relevant rules made thereunder, Messrs. M M Nissim & Co LLP, Chartered Accountants (Firm Regn No.107122W / W100672) be and is hereby re-appointed as Joint Statutory Auditors of the Company, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 65th Annual General Meeting of the Company until the conclusion of the 70th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration".

SPECIAL BUSINESS

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

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

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

By Order of the Board,

Thulsidass T V
Vice President, General Counsel &
Company Secretary

Place: Chennai
Date: 7th May, 2026

Notes:

a) In accordance with the provisions of the Companies Act, 2013 ("Act"), read with the Rules made thereunder and General Circular Nos. 14/2020 dated 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 ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as ("the Circulars"), companies are allowed to hold Annual General Meeting (AGM) through VC or OAVM till further orders, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be registered office of the Company.

b) The information required to be provided as per section 102 of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as "SEBI Listing Regulations") are furnished in the explanatory statement which is annexed hereto.

c) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

d) In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website: www.mrftyres.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL https://www.evoting.nsdl.com. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 and Notice of the AGM of the Company, he/she may send a request to the Company by writing to mrfshare@mrfmail.com mentioning their DP ID and Client ID/ Folio No.

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

e) The Company has fixed 17.07.2026 as the "Record Date" for the purpose of determining the members eligible to receive final dividend for the financial year 2025 -26, if approved at the AGM.

f) Upon declaration of final dividend as recommended by the Directors, payment of final dividend, subject to deduction of tax at source, will be made on or after 17.08.2026.

g) In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) for this purpose.

h) Members who are holding shares in physical form are requested to immediately notify any change in their address/change in bank details or demise of any member to the Company's registered office quoting their ledger folio number. In respect of shares held in electronic form, members may notify these changes to their depository participants.

i) All relevant documents referred to in the accompanying notice and explanatory statement are available for inspection through electronic mode.

j) SEBI Vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023) has mandated that with effect from 1st April, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature.

k) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-3/P/ CIR/2023/195 dated 31st July, 2023 (updated as on 20th December,2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

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

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

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

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

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

I. Valid Permanent Account Number (PAN).

II. Residential status as per the Act i.e. Resident or Non-Resident for FY 2026-27.

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

IV. Email Address.

V. Residential Address.

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

Tax deduction at higher rates in certain cases: -

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

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

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

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

I. For Resident Shareholders:

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

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

II. For Non - Resident Shareholders:

Category of Shareholders	Exemption Applicability / Documentation requirement
FPIs and FIIs	TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 393(2)(SL No 15) of the Act.
Other Non-Resident Shareholder	a. TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 207 of the Act. b. Further, as per Section 159 of the Act the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following: • Name, e-mail ID and contact number. • Address in the country or specified territory outside India of which the shareholder is a resident. • Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident covering the period between 1st April, 2026 to 31st March, 2027.

Category of Shareholders	Exemption Applicability / Documentation requirement
	• Copy of online filed Form 41; and • Tax identification number issued by the country or territory of the shareholder's residence, or in case this is unavailable, a unique number by which the shareholder is identified by the Government of such country or territory of residence. **Self-declaration in the attached format certifying:** • Shareholder is and will continue to remain a tax resident of the country of its residence during the FY 2026-27; • Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company; • Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner; • Shareholder is the beneficial owner of its shareholding in the Company and dividend receivable from the Company; and • Shareholder does not have a taxable presence or a permanent establishment in India during the FY 2026-27. c. TDS is required to be deducted at the rate prescribed in valid lower tax withholding certificate issued under Section 395(1) of the Act, if such certificate is provided. d. In addition to the above, please furnish a self-attested copy of the PAN allotted by the Indian Income Tax authorities, if available
Any entity entitled to exemption from TDS	Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc., by Indian tax authorities) in support of the entity being entitled to exemption from TDS is to be submitted.

Notes:

a. All the above referred tax rates will be enhanced by surcharge and cess, wherever applicable.

b. For all self-attested documents, Shareholders must mention on the document "certified true copy of the original". For all documents being uploaded by the Shareholder, the Shareholder undertakes to send the original document(s) to the Company by 17th July, 2026.

c. Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions that may be applicable to them.

d. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

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

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

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

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

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

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

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

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

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

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

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

p) As per the provisions of the Companies Act, 2013, facility for making nominations is available to individuals holding shares in the Company. The prescribed nomination form in Form SH-13 can be obtained from the Company. Members holding shares in electronic form may forward nomination form duly filled to their respective depository participants only.

q) The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN and KYC details pursuant to SEBI Circular dated 3rd November, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company: www.mrftyres.com. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR–1.

r) Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Subdivision/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR–4, the format of which is available on the Company's website: www.mrftyres.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company, for assistance in this regard.

s) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Company in prescribed Form ISR-1 and other forms pursuant to SEBI Circular dated 3rd November, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

t) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

u) Institutional / Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization along with a ID proof of the representative, authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to jandsca@gmail.com with a copy marked to evoting@nsdl.com by 30.07.2026.

v) Instructions for members for attending the AGM through VC / OAVM are as under:

   i. NSDL will be providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the AGM.

   ii. Members may note that the VC/OAVM facility, allows participation of atleast 1,000 Members on a first-come-first-served basis.

   iii. Members will be able to attend the AGM through VC/ OAVM at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the link available against the EVEN (139975) for Company's AGM. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.

iv. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come-first-served basis.

v. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or contact Mr. Amit Vishal, Deputy Vice President – NSDL at 022-24994360 or Ms. Pallavi Mhatre, Senior Manager-NSDL at 022-4886 7000.

vi. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

vii. Members are advised to send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number to mrfshare@mrfmail.com. Questions / queries received by the Company till 5.00 p.m. on 04.08.2026 shall only be considered and responded during the AGM.

viii. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/ folio number, email id, mobile number to mrfshare@mrfmail.com between 9.00 a.m. on 31.07.2026 and 5.00 p.m. on 03.08.2026.

ix. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

w) E-Voting:

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

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:

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

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

   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c. How to retrieve your 'initial password'?

      i. If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digit of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

   a) Click on "Forgot User Details/Password" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .

   b) "Physical User Reset Password" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.

2. Select "EVEN" of company (EVEN No.: 139975) for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card).

2. In case shares are held in demat mode, please provide DP ID-Client ID (16 digit DP ID + Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card).

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

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jandsca@gmail.com with a copy marked to 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 to reset the password.

3. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of

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

4. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e.,30.07.2026.

5. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e, 30.07.2026, may obtain the login ID and password by sending a request at evoting@nsdl.com .

6. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following 022-4886 7000.

7. Mr. N C Sarabeswaran (Membership No.009861) Senior Partner or in his absence Mr. N S Vivek (Membership No. 206383) Partner of Messrs Jagannathan & Sarabeswaran, Chartered Accountants, will be acting as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.

8. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

9. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

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

EXPLANATORY STATEMENT

Item No. 3

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

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

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

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

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

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

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

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

Item No. 4

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

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

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

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

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

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

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

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

Item No. 5

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

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

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

Messrs. M M Nissim & Co LLP, Chartered Accountants have been in professional practice in India since 1927 and registered with ICAI in 1946. Messrs. M M Nissim & Co LLP, Chartered Accountants is a multi-disciplinary firm providing wide spectrum of professional services to leading corporates including multinationals operating in diverse sectors. There are 16 experienced and full time partners who are well supported by a team of more than 200+ professionals across the country. The firm specializes in conducting statutory audit, tax audit, GST audit, transfer pricing audit, internal audit, concurrent audit, Forensic Audit, IT system Audit, compliance audit, inspections of regulated entities on behalf of regulators, GST and Income Tax consulting and compliance etc. The firm has clientele in major companies spread across all industries including banking and financial service industry.

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

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

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

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

Item No. 6

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

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

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

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

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

By Order of the Board

Thulsidass T V
Vice President, General Counsel &
Company Secretary

Place: Chennai
Date: 7th May, 2026