



MRF

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

E-mail : mrfshare@mrfmail.com; Tel.: 044-28292777; Fax : 91-44-28295087

CIN : L25111TN1960PLC004306; Website: www.mrftyres.com

071/SH/SE/BOARD/October 2017/KGG/4
10th November, 2017 ✓

National Stock Exchange of India Ltd ✓
Exchange Plaza, 5th Floor
Plot No.C/1G Block,
Bandra-Kurla Complex Bandra (E),
Mumbai 400 051 ✓

Dear Sir,

Certificate under Regulation 52(5) of the SEBI (Listing obligations and disclosure requirements) Regulation, 2015 ✓

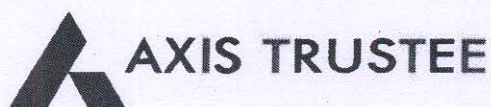
Pursuant to Regulation 52(5) of the SEBI (Listing obligations and disclosure requirements) Regulation, 2015, please find enclosed letter received from Axis Trustee Services Limited (our Debenture Trustee) of having noted the contents of Unaudited Financial Results for the quarter and half year ended 30th September, 2017 and the Statement of Assets & Liabilities as at 30th September, 2017. ✓

Please note that, we have already submitted the Unaudited Financial Results for the quarter and half year ended 30th September, 2017 in compliance with Regulation, 52(4) of the SEBI (Listing obligations and disclosure requirements) Regulation, 2015 vide our letter No. 071/SH/SE/BOARD/October/2017/KGG/3 dated 10th November, 2017. ✓

Kindly take the same on your record. ✓

Thanking you,
Yours faithfully,
For MRF LIMITED,


RAVI MANNATH
COMPANY SECRETARY

ATSL/CO/17-18/5391
November 10, 2017

MRF Limited
114, Greaves Road,
Chennai - 600 006

Kind Attn.: Mr. K George

Dear Sir,

Sub: Letter of Debenture Trustee pursuant to Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015)

This has reference to the privately placed, secured, redeemable, non-convertible debentures issued by MRF Limited ("Company") and listed on the National Stock Exchange ("Listed Debt Securities").

Pursuant to Regulation 52(4) read with Regulation 52 (5) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company is required to submit its half yearly/annual financial results to the Stock Exchange, with a letter of the Debenture Trustee (Axis Trustee Services Limited) that the Debenture Trustee has noted the contents furnished by the Company as per Regulation 52(4).

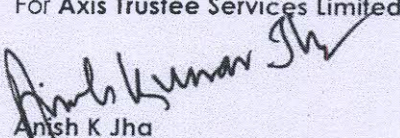
In pursuance thereof we hereby confirm that we have received the said aforesaid information vide your email dated November 10, 2017 along with the relevant/necessary supporting and we have noted the contents in respect of the Listed Debt Securities issued by the Company.

Further please note that we have not independently verified the contents submitted vide your above letter and the aforesaid noting is subject to the following:

1. The Debenture Trustee is relying on the information/status as submitted by the company for the purpose of submission to the Stock Exchange; without reconfirming.
2. Any commitment pertaining to the interest /principal payable on the future due dates are sole commitment on the company's part and Trustee is not liable in any manner if company fails to fulfill / does not fulfill its commitments.

Thanking You,

Yours Faithfully
For **Axis Trustee Services Limited**


Anish K Jha
Assistant General Manager

Encl.:a/a

CC : Debenture Holders.

AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

Corporate Identity Number (CIN): U74999MH2008PLC182264

CORPORATE & REGISTERED OFFICE: Axis House, Ground Floor, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

TEL : 022-6226 0054 / 6226 0050 Website: www.axistrustee.com