



MRF

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

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CIN : L25111TN1960PLC004306; Website: www.mrftyres.com

071/SH/SE/BOARD/MAY-2018/KGG (2)

3rd May, 2018

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 audited financial results (standalone and consolidated) for the year ended 31st March, 2018.

Please note that, we have submitted the audited financial results for the year ended 31st March, 2018 in compliance with Regulation, 52(4) of the SEBI (Listing obligations and disclosure requirements) Regulation, 2015 vide our letter No. 071/SH/SE/BOARD/MAY-2018/KGG dated 3rd May, 2018.

Kindly take the same on your record.

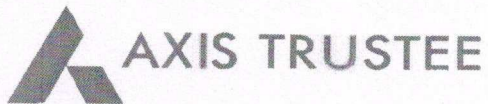
Thanking you,

Yours faithfully,
For MRF LIMITED,


RAVI MANNATH
COMPANY SECRETARY







ATSL/CO/18-19/649
May 03, 2018

MRF Limited

114, Greams Road,
Chennai - 600 006

Dear Sir / Madam,

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

This has reference to the various Privately Placed, Secured, Redeemable, Non-convertible debentures issued by MRF Limited ("the Company").

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 (enclosed herewith) 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 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.

Yours Faithfully

For **Axis Trustee Services Limited**

Anish Kumar Jha

Deputy General Manager

Encl.: a/a

Cc: Debenture Holders

PRS

AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

Corporate Identity Number (CIN): U74999MH2008PLC182264

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

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