



MRF

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

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

CIN : L25111TN1960PLC004306; Website : www.mrftyres.com

071/SH/SE/BOARD/MAY-2017/KGG (2)

05th May, 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 dated 4th May, 2017 received from Axis Trustee Services Limited (our Debenture Trustee) of having noted the contents of Audited financial results for the year ended 31st March, 2017.

Please note that, we have submitted the audited financial results for the year ended 31st March, 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/MAY-2017/KGG dated 4th May, 2017.

Kindly take the same on your record.

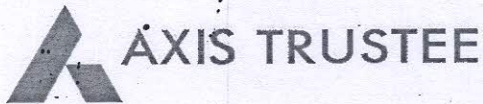
Thanking you,

Yours faithfully,

For MRF LIMITED,


RAVI MANNATH

 COMPANY SECRETARY



ATSL/CO/17-T8/472
May 04, 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 letter reference no. 071/SH/Axis Trustee/October/KGG dated May 04, 2017 (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 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

AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

Corporate Identity Number (CIN): U74999MH2008PLC182264

CORPORATE & REGISTERED OFFICE : Axis House, Ground Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

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