



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/AUDIT/MAY-2019/KGG

28th May, 2019

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| National Stock Exchange of India Ltd Exchange Plaza, 5 th 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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Sub: Secretarial Compliance Report for year ended 31st March,2019.

In Compliance of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report duly issued Mr K. Elangovan, Practising Company Secretary, for the year ended 31st March,2019.

Kindly take the same on record.

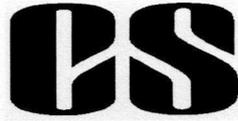
Thanking you.

Yours faithfully,
For MRF LIMITED

S DHANYANTH KUMAR
COMPANY SECRETARY

K.ELANGO VAN
M.B.A., M.L., F.C.S., FCMA

ELANGO VAN ASSOCIATES
COMPANY SECRETARIES



FLAT NO.4,PRIME APPARTMENTS
NEW NO.9,OLD NO.84,KASI ESTATE
2ND STREET,JAFFERKHANPET,
CHENNAI-600 083
Phone No.044-24749052
Mobile No: 9444304990/9444164920

SECRETARIAL COMPLIANCE REPORT OF MRF LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

I have examined:

- a) all the documents and records made available to us and explanation provided by MRF Limited, CIN : L25111TN1960PLC004306 ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (herein after as "Insider Trading Regulation")
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.



K.ELANGO VAN
M.B.A., M.L., F.C.S., FCMA

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Circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable.
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c) No action was taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- d) The listed entity has taken the following action to comply with the observations made in the previous reports : (Not Applicable being the first report).



K. ELANGO VAN
Company Secretary
C.P. No: 3552

Place : Chennai

Date : 28th May,2019

K. ELANGO VAN

Company Secretary in Practice
FCS No.1808, CP No. 3552