

SASTRI & SHAH,
 CHARTERED ACCOUNTANTS
 "LEELAVATI"
 68, ARMENIAN STREET
 CHENNAI-600 001

M.M. NISSIM AND CO.,
 CHARTERED ACCOUNTANTS
 BARODAWALA MANSION, B-WING,
 3rd FLOOR
 81, Dr. ANNIE BESANT ROAD, WORLI
 MUMBAI-400 018

**"LIMITED REVIEW" REPORT ON THE QUARTERLY RESULTS OF MRF LTD FOR THE
 QUARTER ENDED 31st DECEMBER, 2011**

To

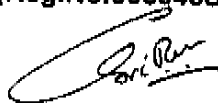
The Board of Directors,
 MRF Ltd.,
 124, Greams Road,
 Chennai – 600 006

We have reviewed the accompanying statement of unaudited financial results of MRF Limited for the quarter ended 31st December, 2011 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

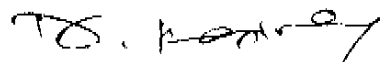
Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For SASTRI & SHAH
 Chartered Accountants
 (Reg.No.003643S)



(C. SRI RAM)
 Partner
 M. No.005897

For M M NISSIM AND CO.
 Chartered Accountants
 (Reg.No.107122W)



(N. KASHINATH)
 Partner
 M. No.36490

Chennai, 9th February 2012