

ANNEXURE III**MRF LIMITED**

Format for disclosure of details of benefits / shares allotted in pursuance of employee benefit schemes which are not in alignment with SEBI (ESOS and ESPS) Guidelines, 1999

Details of allotment of shares / grant of benefits made during the quarter ended 31st March, 2014, pursuant to "non-aligned schemes" by MRF Limited

Type of Scheme (ESOP/ Non-ESOP)	Brief particulars of the benefits under the Scheme	Type of Beneficiaries	Value of the Benefit / Allotment	Percentage of Shares used for granting Benefits / Allotting Shares to the Total Paid Up Share Capital
MRF EMPLOYEES WELFARE TRUSTS (12 no's)	These trusts do not administer any stock options currently. Welfare in the form of provision of educational / medical / general welfare facilities etc., is undertaken for employees.	Permanent employees of various factories / branches situated at various places all over the country. The Promoter group or any director enjoys no benefits from these trusts.	These trusts do not administer any stock options currently. Therefore value of allotment is NIL.	These trusts do not administer any stock options currently. Therefore value of allotment is NIL.

Note : MRF Limited has settled 12 employee welfare trusts, the first of it was settled in 1981 and subsequently as and when new manufacturing units were set up and the last employee welfare trust was settled in the year 2002. The trusts collectively hold 3,60,695 shares in MRF Limited. There have been no transactions in the shares of the Company by these trusts after 2008. The income by way of dividend is to be used by the trusts to extend various welfare benefits to the permanent employees of factories / branches situated at various places all over the country, without granting stock options and for meeting the administrative expenses. Moreover, since these trusts are Non-ESOP Trusts, no Stock options have been granted to the employees of MRF Limited for the quarter ended 31st March, 2014.

The trustees have informed the company that the circulars CIR/CFD/DIL/3/2013 dated 17th January, 2013 and CIR/CFD/DIL/7/2013 dated 13th May, 2013 issued by SEBI are not applicable to the trusts mentioned above, since the same are welfare trusts and not ESOP trusts. As a good measure and without prejudice, we have provided the above information.

