

April 13, 2022

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051.

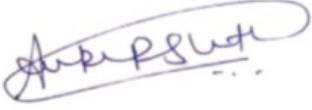
Dear Sirs/Madam,

Subject: NIIF Infrastructure Finance Limited – Submission of Compliance Certificate under Regulation 40(9) read with Regulation 61(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 40(9) read with Regulation 61(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish a copy of the Compliance Certificate issued by M/s. Rathi & Associates, Company Secretaries, for the financial year ended March 31, 2022

Thanking You,

FOR NIIF Infrastructure Finance Limited



Ankit Sheth
Company Secretary and Compliance Officer

Encl: As mentioned above

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

**COMPLIANCE CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

In relation to Non-Convertible Debentures issued by NIIF Infrastructure Finance Limited (CIN:U67190MH2014PLC253944) ('the Company'), we have examined the records pertaining to Debenture Transfers, Memorandum of transfers, Registers, files and other documents maintained by the Company for the period from 1st April, 2021 to 31st March 2022 for the purpose of issuing a Certificate as per Regulation 40(9) read with Regulation 61(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the information provided by the Company, we hereby certify that during the financial year ended on 31st March, 2022, all debentures of the Company were held in dematerialised form and in view of the same, the Company has not received any request during the period from 1st April, 2021 to 31st March 2022 relating to transfer of Debentures held in physical mode, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies as per Regulation 40(9) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

**NEHA RAJAT
LAHOTY**

Digitally signed by NEHA RAJAT LAHOTY
DN: c=IN, o=PERSONAL,
pseudoym=c74663220618d3c374743501fa
ab7f63b9e62b7c488a8599e3f1d8b9d088665
, postalCode=400014, st=MAHARASHTRA,
serialNumber=e8fa5ba732381356693ce1f2d3
505994dfdc1795678a928543d7e013772a74
f, cn=NEHA RAJAT LAHOTY
Date: 2022.04.13 18:08:55 +0530'

**NEHA R LAHOTY
PARTNER**

FCS No.: 8568

COP No.: 10286

Place: Mumbai

Date: 13th April, 2022

UDIN: F008568D000104180