

April 8, 2024

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 for the financial year ended March 31, 2024.

Please find attached herewith Compliance Certificate under regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the financial year ended March 31, 2024.

Kindly take the same on record.

Thanking You,

For NIIF Infrastructure Finance Limited

Ankit Sheth
Company Secretary and Compliance Officer
Membership No.: A27521

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, 2024

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, 2023 to 31st March 2024 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 as amended, read with SEBI Notifications dated May 5, 2021 and January 24, 2022 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2022/8 dated January 25, 2022, and based on the information provided by the Company, we hereby certify that during the financial year ended on 31st March, 2024, 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, 2023 to 31st March 2024 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 R Lahoty

NEHA R LAHOTY
PARTNER

M. NO.: F8568

COP NO.: 10286

PEER REVIEW NO.668/2020

PLACE: MUMBAI

DATE: 08.04.2024

UDIN: F008568F000055032