

**April 11, 2023**

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, 2023.**

Please find attached herewith Compliance Certificate under regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

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 31<sup>ST</sup> MARCH, 2023**

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, 2022 to 31st March 2023 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, 2023, 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, 2022 to 31st March 2023 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: 10.04.2023

UDIN: F008568E000047365