



पावर फाइनेंस कॉर्पोरेशन लिमिटेड POWER FINANCE CORPORATION LTD.

(भारत सरकार का उपक्रम)

(A Govt. of India Undertaking)

(आई.एस.ओ. 9001:2015 प्रमाणित)

(ISO 9001:2015 Certified)

No:1:05:138:II:COMP.

Date: 17th October, 2019

National Stock Exchange of India Limited, Listing Department, Exchange Plaza, Bandra - Kurla Complex, Bandra (E), MUMBAI - 400 051. नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड लिस्टिंग विभाग, एक्सचेंज प्लाजा, बान्द्रा-कुर्ला कॉम्प्लेक्स, बान्द्रा (पू), मुंबई-400 051	Bombay Stock Exchange Limited, Department of Corporate Services, Floor - 25, PJ Towers, Dalal Street, MUMBAI - 400 001. बंबई स्टॉक एक्सचेंज लिमिटेड, कॉर्पोरेट सेवाएं विभाग, मंजिल-25, पी. जे. टावर्स, दलाल स्ट्रीट, मुंबई-400 001
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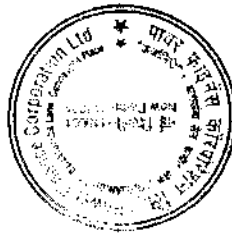
Sub: Compliance Certificate under Regulation 40(9) read with Regulation 40(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ending on 30.09.2019.


Sir/Madam,

In compliance of Regulation 40(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a Certificate issued by M/s. A. N. Sarma & Co., Company Secretaries, for the half-year ending on 30.09.2019 for compliance of Regulation 40(9) of SEBI Listing Regulations, 2015.

This is submitted for your information and record.

Yours faithfully,
For Power Finance Corporation Ltd.



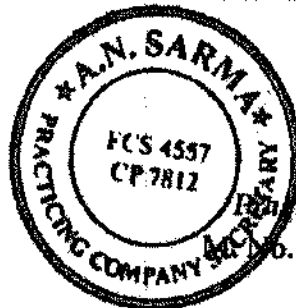

(Manohar Balwani)
Company Secretary
Email: mb@pfcindia.com

**CERTIFICATE UNDER CLAUSE 40(9) OF THE SEBI (LODR)
REGULATIONS 2018
FOR THE HALF YEAR ENDED 30th SEPT 2019**

TO WHOMSOEVER IT MAY CONCERN

We have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **POWER FINANCE CORPORATION LIMITED**, having its registered office: "urjanidhi" 1, Barakhamba lane, Connaught place, New Delhi - 110 001 maintained by Karvy Computershare Private Limited, the Registrar & Share Transfer Agent of the Company pertaining to transfer of equity shares of the Company for the period beginning from 1st April 2019 to 30th Sept 2019 for the purpose of issuing certificate under Clause 40(9) of the SEBI(LODR) REGULATIONS 2018 and based on our examination as well as information and explanations furnished to us which to the best of our knowledge and belief were necessary for the purpose of our certification, we hereby certify that the Company has delivered during the half year ended on 30th Sept 2019:

- a) Share certificates relating to the transfer of shares received during the period from 1st April 2019 to 30th Sept 2019 as entered in the Memorandum of Transfers have been issued within fifteen days from the respective date of lodgment of each deed excepting those rejected on technical grounds; and
- b) Has received requests for Duplicate Share Certificates, sub-division, consolidation, renewal, exchange or endorsement of calls / allotment monies. Which have been attended within the time stipulated here in above.



A. N. SARMA

Practicing Company Secretary
M.No. FCS: 4557, C. P. No. 7812

Place: Hyderabad
Date: 10.10.2019