



INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED

May 25, 2015

*Recd
Mumbai*
Central Bank of India
Debenture Trustee Section
Central Bank MMO Bldg,
55 MG Road, Fort
Mumbai 400 001

Centbank Financial Services Limited
Debenture Trustee Section
Central Bank MMO Bldg,
55 MG Road, Fort
Mumbai 400 001

Re : Quarterly Compliance Certificate – March 2015

Dear Sir,

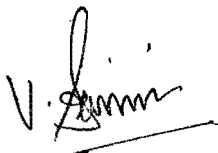
As per the extant regulations of Securities & Exchange Board of India (SEBI) governing the Debenture Trustees, please find the following information :

(1) Quarterly Reports containing the following particulars :

| No | Details required by DT | Company's response |
|-----|---|---|
| (a) | Updated list of the names and addresses of the debenture holders | Enclosing the details of NCDs outstanding as on March 31, 2015 along-with the details of beneficiaries of debentures as provided by Depositories on a CD (compact disk) |
| (b) | Details of interest due but unpaid, if any, and reasons thereof | None. The Company has paid all dues to the debenture holders on the due dates and there are no unpaid interest due to debenture holders |
| (c) | Number & Nature of grievances received from debenture holders and resolved | The Company has not received any grievances during the quarter ended March 31, 2015 |
| (d) | Details of defaults, if any | There has no defaults in payment/repayment of interest or principal on the debentures of the Company |
| (e) | a statement that the assets that are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due | A copy of Asset Cover Certificate issued by the Auditors of the Company for the Quarter ended March 31, 2015 is enclosed. The assets available are in excess of minimum stipulation of 1.33 by the Debenture Trustees |

- (2) Certificate of end utilization of funds as per Regulation 15(1A) of the DIT regulations :
We confirm that the funds have been utilized for the stated objectives for which the funds were mobilized by the Company by way of issuance of Debentures
- (3) Statement regarding creation of Debenture Redemption Reserve in accordance with the provisions of the Companies Act
- The Company being a Non-Banking Finance Company (NBFC) registered with Reserve Bank of India as a Systemically Important Non Deposit Accepting Core Investment Company (CIC-ND-SI), the provisions relating to creation of Debenture Redemption Reserve are not applicable
- (4) Change in the Composition of the Board : There has been no major change in the Board of Directors of Company which amounts to change in Management/ Control as per SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 2011
- (5) Details of Interest and Redemptions due and paid : The Company has paid interest and redemption payments on the due dates

Sincerely

A handwritten signature in black ink, appearing to read 'V. Srinivas Rao', with a horizontal line drawn underneath.

V Srinivas Rao
Senior Manager (Corporate Secretarial)

Encl : a/a