

April 09, 2019

To,
The Secretary,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Subject: Certificate under Regulation 40(9) read with Regulation 61(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

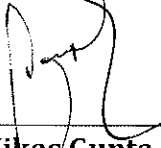

Dear Sir/Madam,

Pursuant to Regulation 40(9) read with Regulation 61(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the certificate received from Practicing Company Secretaries for the half year ended March 31, 2019.

Kindly take the above information on record.

Thanking You,

Your Faithfully
For Hero Housing Finance Limited



Vikas Gupta
Company Secretary

CS

SANDEEP SINGH

Company Secretary in Practice
Office: C-4/5, Lower Ground Floor,
Safdarjung Development Area, New Delhi- 110016
Mobile: 9650674338
E-mail: sandeepecs28@gmail.com

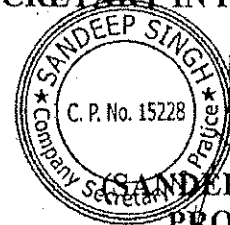
**CERTIFICATE UNDER REGULATION 40(9) AND REGULATION 61(4) READ WITH
REGULATION 40(9) OF THE SEBI (LODR) REGULATIONS 2015
FOR THE HALF YEAR ENDED ON 31ST MARCH, 2019**

The Non-Convertible Debentures (NCDs) issued by the HERO HOUSING FINANCE LIMITED (hereinafter referred to as the company) are listed on the National Stock Exchange of India Limited and are in dematerialised form. Equity shares of the company are unlisted. Accordingly, this certificate is issued only with respect to the NCDs of the company.

On the basis of documents and confirmation provided by M/s Karvy Computershare Private Limited the Registrar and Transfer Agent of the company and based on the information provided by the company, I hereby certify that:

- A. There has been no transfer of NCDs during the period from 1st October, 2018 to 31st March, 2019.
- B. No request of sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies was received during the period from 1st October, 2018 to 31st March, 2019 with respect to NCDs.

**FOR SANDEEP SINGH
COMPANY SECRETARY IN PRACTICE**



**(SANDEEP SINGH)
PROPRIETOR
C.P. NO.: 15228**

**PLACE: NEW DELHI
DATE: 08/04/2019**