

Date:- April 10, 2018

To

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051, Maharashtra

BSE Limited

1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001, Maharashtra

**Subject: Compliance Certificate pursuant to Regulation 7(3) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam

Attached is the Compliance Certificate pertaining to Non-Convertible Debentures issued by Bhopal Dhule Transmission Company Limited under Sub-regulation 3 of Regulation 7 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), duly signed by both the Compliance Officer of the Company and the Authorised Representative of the Registrar and Transfer Agent of the Company, certifying Compliance with the Sub-regulation 2 of Regulation 7 of LODR for the half year ended on 31.03.2018.

You are requested to take note of same and acknowledge the receipt.

Thanking you,

Yours Sincerely,

For **Bhopal Dhule Transmission Company Limited**

ANKIT
PODDA
R

Ankit Poddar

Company Secretary
ACS- 25443

Copy to :

Axis Trustee Services Limited

Ground Floor, Axis House,
Wadia International Centre,
Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg,
Worli, Mumbai – 400025

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032

COMPLIANCE CERTIFICATE

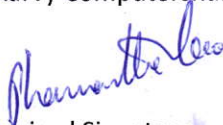
THIS IS TO CERTIFY that, Karvy Computershare Pvt. Ltd (KCPL) is providing Registry and Share Transfer services to BHOPAL DHULE TRANSMISSION COMPANY LIMITED and having the valid agreement in the form of Memorandum of Understanding (MOU).

FURTHER CERTIFIED that KCPL:

- a. Holds and continues to hold requisite certificate as Category I Registrar & Share Transfer Agent vide SEBI Registration No. INR000000221 issued by Securities Exchange Board of India (SEBI).
- b. Handling all activities in relation to physical share transfer facility and maintaining related documents/correspondence for all the transactions in physical in respect of the Company as per the regulations.
- c. Maintaining the data in respect of investors holding shares in electronic form (Demat) as received from the depositories for a minimum period of one year.

THIS CERTIFICATE is issued in compliance of Regulation 7(3) of the provisions of SEBI (Listing Obligations and disclosure requirements) Regulations, 2015.

For Karvy Computershare Private Limited


Authorised Signatory
Place : Hyderabad
Date :10/04/2018

**Karvy Computershare Private Limited**

Corporate office: "Karvy Selenium Tower B", Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500 032. Telangana, INDIA. T: +91-40-67162222, 33211000, F: +91-40-23420814, e-mail: support@karvy.com

Registered Office: Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad - 500 034.
T: +91-40-2331-2454/2332-0751/752/251 | F: +91-40-2331-1968 | www.karvy.com | www.karvycomputershare.com | CIN: U72400TG2003PTC041636