

August 24, 2018

Scrip Code: 535789

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

IBULHSGFIN/EQ

National Stock Exchange of India Limited

“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (East),
MUMBAI – 400 051

Sub: Submission of certificate in compliance with the provisions of corporate governance, as required under Regulation 34(3) read with Schedule-V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

As required under Regulation 34(3) read with Schedule-V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith, for your information and record, a certificate dated July 18, 2018 issued by a Practicing Company Secretary, M/s S. K. Hota & Associates, Company Secretaries, New Delhi, regarding compliance by the Company with the provisions of Corporate Governance for the financial year ended March 31, 2018.

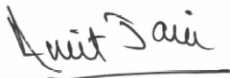
We may mention here that the certificate has also been incorporated in the Annual Report of the Company for the financial year 2017-18.

Please take the same on your record.

Thanking You.

Yours Faithfully,

For **Indiabulls Housing Finance Limited**



Amit Jain

Company Secretary

Encl: a/a



S. K. Hota & Associates

Company Secretaries

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
INDIABULLS HOUSING FINANCE LIMITED

We have examined the compliance of conditions of Corporate Governance by Indiabulls Housing Finance Limited ("the Company"), for the year ended March 31, 2018, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

We state that the compliance of conditions of Corporate Governance is the responsibility of the Company's management and, our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI LODR.

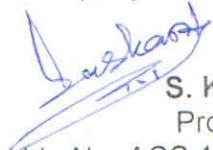
We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

Date: July 18, 2018
Place: New Delhi



For S. K. Hota & Associates
Company Secretaries


S. K. Hota
Proprietor
Membership No: ACS 16165
CP No. 6425