



Annexure V to Directors' Report

Report on Corporate Governance

Company's Philosophy on Code of Governance

IIFL Home Finance Limited puts a strong emphasis on corporate governance and ethically sound practices that build trust and transparency between our business and all stakeholders. We regard our stakeholders as invaluable partners in our journey and work to ensure their wellbeing, regardless of market or economic fluctuations. Our dedication to transparency and providing timely, precise data regarding our management and organizational structure has enhanced our reputation both domestically and abroad. This has enabled us to draw in the best people and resources to make our objectives, both short and long-term, into a workable business plan.

The Board of Directors (the "Board") is instrumental in developing the long-term vision and policy of our organisation to ensure the highest quality in governance and operations. We have a clear guideline and framework in place to guide decision-making and management practices, in order to become the leader in our industry and beyond. Your Company has an experienced and well informed Board that oversee the Company's corporate governance and ensures the Company meets its fiduciary responsibilities to its stakeholders. Best practices are followed to ensure sustainable, ethical leadership and good corporate citizenship. Your Company places a strong emphasis on corporate governance, cultivating sustainable growth from the top down, which is reflected in its sound financial system and strong market reputation. The Board strongly emphasizes on forming a talent base from around the nation, adhering to ethical business practices and ensuring that all of our actions are in line with protecting the environment through green technologies and practices.

Over the years, your Company has complied with the Companies Act, 2013 (the "Act"), SEBI Regulations, NHB Directions/ Circulars, IND-AS (Indian Accounting Standards), Secretarial Standards, etc., Strong governance practices have rewarded the Company in the sphere of valuations, stakeholders confidence, market capitalization and good credit ratings in positive context apart from receiving of awards from appropriate authorities. Your Company makes all efforts to comply with such standards. Your Company firmly believes that Corporate Governance is an ever-evolving journey, rather than a mere destination. This is an ongoing process, as your Company continues to strive for excellence in creating sustainable value. Your Company's efforts in this regard are reflected in this Report, where the Company has outlined multiple initiatives to sustain the highest standards of governance.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

1) Board of Directors

Composition of the Board of Directors

The Company has an adequate mix of Board with a majority of Independent Directors (including one woman as an Independent Director) in line with the provisions of the Companies Act, 2013 (the Act) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time-to-time. The Board provides leadership, strategic guidance and discharges its fiduciary duties by safeguarding the interests of the Company and its stakeholders.

As on March 31, 2024, the Board of the Company consisted of nine directors. The Chairman of the Board is a Non-Executive Independent Director and majority of the Board comprises Non-Executive and Independent Directors. None of the Directors of the Company are related to each other. The composition of the Board is as follows:

Category	Name of Director
Independent Director	Mr. Srinivasan Sridhar
	Mr. Arun Kumar Purwar
	Ms. Mohua Mukherjee
	Mr. Mathew Joseph*
	Mr. Venkataramanan Anantharaman
Non-Executive other than Independent Director	Mr. Nirmal Jain
Nominee Director	Mr. Rajamani Venkataraman
Executive Director & CEO	Mr. Kabir Mathur**
	Mr. Monu Ratra

* Mr. Mathew Joseph was appointed as an Independent Director of the Company with effect from October 31, 2023.

** Mr. Kabir Mathur was appointed as Nominee Director on behalf of Platinum Owl C 2018 RSC Limited (wholly owned subsidiary of Abu Dhabi Investment Authority) on August 22, 2022.

Note:

- Mr. Kranti Sinha, Independent Director of the Company resigned with effect from August 08, 2023 due to some personal reasons and there is no other material reason for his resignation.
- The tenure of Mr. Srinivasan Sridhar Independent Director on the Board was expired on March 31, 2024 w.e.f. close of the business hours. Considering ongoing participation and on the recommendation of Nomination & Remuneration Committee, Mr. S. Sridhar was re-appointed as Non-Executive Director on the Board of the Company w.e.f. April 01, 2024.
- The tenure of Mr. A K Purwar, independent Director stands expired on March 31, 2024 from close of business hours due to completion of tenure of Mr. Purwar as an Independent Director on the Board of IIFL Finance Limited, Holding Company. Your Board took on record the invaluable contribution of Mr. Purwar to the growth of the Company.
- Mr. Ramakrishnan Subramanian appointed as Additional Director (Independent) of the Company with effect from April 01, 2024

Annexure V to Directors' Report (Contd)

2) Matrix chart of core skills / expertise / competencies of the Board members

The Board comprises talented and dedicated directors with a diverse mix of expertise, experience, skills, and backgrounds. For the purpose of Board composition, diversity includes, but is not limited to, educational and functional background, industry experience, geography, age, insider status, gender, and ethnicity. The skills and backgrounds collectively represented on the Board reflect the diverse nature of the business environment in which the Company operates.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a matrix chart setting out the core skills, expertise, and competence of the Board is mentioned below:

Sl. No.	Skills/expertise/competence	Mr. S. Sridhar	Mr. Arun Kumar Purwar	Ms. Mohua Mukherjee	Mr. Nirmal Jain	Mr. R Venkataraman	Mr. Monu Ratra	Mr. Kabir Mathur	Mr. Venkataramanan Anantharaman	Mr. Mathew Joseph**
1	Knowledge of Sector	✓	✓	✓	✓	✓	✓	✓	✓	✓
2	Accounting and Finance	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Corporate Governance & Compliances	✓	✓	✓	✓	✓	✓	✓	✓	✓
4	Marketing Experience	✓	✓	✓	✓	✓	✓	✓	✓	✓
5	Strategy Development and Implementation	✓	✓	✓	✓	✓	✓	✓	✓	✓
6	Information Technology	✓	✓	✓	✓	✓	✓	✓	-	✓
7	Stakeholders Relationship	✓	✓	✓	✓	✓	✓	✓	✓	✓
8	Risk Management System	✓	✓	✓	✓	✓	✓	✓	✓	✓
9	CEO / Senior Management Experience / Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓

Brief profile of Directors is as follows.

Mr. Srinivasan Sridhar is an eminent personality in the Banking and Finance industry and has held several senior positions in retail, corporate and export/import banking in his career of almost 4 decades culminating as the Chairman of NHB and the Central Bank of India. In his stint as Chairman and Managing Director of the NHB, he was responsible for a number of new initiatives such as the NHB Residex, Rural Housing Fund, and Reverse Mortgage for senior citizens. Prior to this, he was associated with the Export Import Bank of India as Executive Director as well as the State Bank of India in the early part of his career. He holds directorship in 12 Companies including IIFL Home Finance Limited.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	Go Fashion (India) Limited	Independent Director and Chairman
	Strides Pharma Science Limited	Independent Director
	Jubilant Pharmova Limited	Independent Director
	Shriram Finance Limited	Independent Director



Annexure V to Directors' Report (Contd)

Mr. Arun Kumar Purwar works as Chairman of Eroute Technologies Private Limited, a fintech Company as well as in Jindal Panther Cement Limited. He also works as an Independent Director in Companies across diverse sectors like power, telecom, steel, engineering consultancy, pharma and financial services. He also acts as an advisor to Mizuho Securities, Japan. He was Chairman of the State Bank of India ("SBI") from 2002 to 2006 and Chairman of the Indian Bank Association from 2005 to 2006. He has previously held positions such as Managing Director of State Bank of Patiala and was associated with the setting up of SBI Life. After his retirement from SBI, he was associated with a leading industry house in setting up the first healthcare focused private equity fund as well as a non-banking finance company focused on funding real estate projects as well as educational institutions. He has won a number of awards including the CEO of the year award from the Institute of Technology and Management (2004), "Outstanding Achiever of the Year" award from the Indian Banks Association (2004) and "Finance Man of the Year" Award by the Bombay Management Association in 2006.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	IIFL Finance Limited	Independent Director and Chairman
	Balaji Telefilms Limited	Independent Director
	Alkem Laboratories Limited	Independent Director

Ms. Mohua Mukherjee is a seasoned development economics professional with thirty years of international experience. She was among the youngest candidates ever selected for the globally competitive Young Professionals Program of the World Bank in Washington DC. Her career at the World Bank included responsibility for designing and supervising World Bank investment projects, based on dialogue with Ministers and senior government officials in client countries. Mohua has led policy dialogue and formulated investment projects in 9 different sectors of the economy, in 44 countries on 4 continents, all pertaining to the UN's Millennium Development Goals and later the Sustainable Development Goals. She is an experienced leader of multi-disciplinary teams and has received various awards of appreciation from government clients for her consultative approach. She headed the Corporate Finance department first at Citibank and then at ABN AMRO Bank Nairobi, Kenya. Apart from this hands-on financial sector experience in Kenya, Mohua also has energy sector investment experience in 15 African countries, plus Nepal and Bangladesh and of course India as well. From 2014-2017, Mohua led the India Solar Energy Team of the World Bank, and she was responsible for managing a large team of professionals to complete the delivery of a US\$1 billion solar program to the government of India. The US\$640

million blended-finance Solar Rooftops project with the State Bank of India, which she designed from the start, brought the OPEX model to the Indian solar rooftop market. Apart from the solar energy sector, Mohua also has a great deal of experience in the Indian electricity distribution company sector. She has contributed to various World Bank publications and also has three solo-authored books, with the most recent one being (in 2014) on private participation in the Indian power sector. In 2017 she ended her long career in Washington and moved to Bangalore for family reasons. Following her relocation to India, Mohua worked pro-bono for 2 years at the International Solar Alliance, to support its initial establishment. She is currently a World Bank consultant and she is Advisor to the India Smart Grid Forum. Mohua has a Bachelor's and Master's Degree in Economics, with distinction, and a Master of Business Administration degree in International Finance, all from Boston University. She also has a certificate in Public Private Partnerships from the Harvard Kennedy School. She holds directorship in 2 Companies including IIFL Home Finance Limited.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	-	-

Mr. Nirmal Jain is a MBA from IIM, Ahmedabad, a rank holder Chartered Accountant and a Cost Accountant. He started his career in 1989 with Hindustan Lever Limited (HUL), the Indian arm of Unilever. He founded Probit Research and Services (later re-christened as India Infoline Limited) in 1995, one of the first independent equity research companies in India. Under his leadership, IIFL Group has grown into a dominant and diversified player in the financial services space. He holds directorship in 5 Companies including IIFL Home Finance Limited.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	IIFL Finance Limited	Executive Director and Managing Director
	360 ONE WAM Limited (Erstwhile IIFL Wealth Management Limited)	Non-Executive Director

Mr. Rajamani Venkataraman is a non-executive Director of our Company and is one of the Non-Executive Directors of our Company. He is a B.Tech in electronics and electrical communications engineering from IIT, Kharagpur and holds a Post Graduate Diploma in Management from IIM, Bangalore. He has more than 20 years in the financial

Annexure V to Directors' Report (Contd)

services sector. He is the Co-Promoter and an Executive Director of our Promoter India Infoline Limited. Prior to joining the India Infoline Board in July 1999, he held senior managerial positions in ICICI Limited, ICICI Securities Limited, BZW and Taib Capital Corporation Limited. He holds directorship in 6 Companies including IIFL Home Finance Limited.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	IIFL Finance Limited	Executive Director and Joint Managing Director
	360 ONE WAM Limited (Erstwhile IIFL Wealth Management Limited)]	Non-Executive Director
	IIFL Securities Limited	Chairman and Managing Director

Mr. Kabir Mathur is Head of Asia Pacific within the Private Equities Department of Abu Dhabi Investment Authority (ADIA). He is responsible for leading all aspects of ADIA's private equity activities in the Asia Pacific region and is a member of the Private Equity Executive Committee. Prior to joining ADIA in 2018, Mr. Mathur worked at Kohlberg Kravis Roberts & Co (KKR) where he was responsible for sourcing, executing and managing private equity investments in Asia. Mr. Mathur joined KKR in 2008, having previously worked at TPG Capital, also in their Asian private equity business. Mr. Mathur began his career in the Investment Banking division of Citigroup/Salomon Smith Barney. Mr. Mathur graduated from the London School of Economics and Political Science with a BSc (Hons.) in Economics. He holds directorship in 3 Companies including IIFL Home Finance Limited.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	MPHASIS Limited	Non-Executive Director

Mr. Venkataramanan Anantharaman has over 30 years of experience in the financial services sector in India and overseas, having led corporate and investment banking teams in several leading international banks. He was also a Senior Advisor to British International Investment (formerly CDC), the UK Government Development Finance Institution. He is currently Chairman of Transunion CIBIL, India's leading Credit Information Bureau and is on the Boards of The Indian Hotels Company Limited, Axis AMC and Ecom Express. He is an advisor to Lighthouse Funds, a leading

consumer and healthcare focussed mid-market growth private equity firm. He brings strong Board level advisory experience across mergers & acquisitions, capital markets, risk management, HR and ESG. Anantharaman holds a BE in Metallurgy from Jadavpur University and a PGDBM from XLRI, Jamshedpur. He has also has an FT Non-Executive Director Diploma and an ESG Competent Boards Certificate and Designation (GCBD). He holds directorship in 5 Companies including IIFL Home Finance Limited.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	The Indian Hotels Company Limited	Independent Director

Mr. Mathew Joseph has over 35 years experience with India's Largest Housing Finance Company and superannuated as Member of Executive Management and Chief Risk Officer. Apart from overseeing Risk, his expertise included both Retail and wholesale Financing and was a Member of Core Committees of the Corporation. During his tenure with the Corporation, he led World Bank / IFC assignment's for supporting and establishing Housing Finance Institutions in Africa and Asia. He holds a bachelor's degree in science from the Madras University and is a Member of the Institute of Chartered Accountants. He is a Director on the Boards of Tamil Nadu Urban Infrastructure Financial Services Ltd, Tamil Nadu Urban Infrastructure Trustee Co Ltd, Veritas Finance Private Ltd and a Consultant with World Bank for their Affordable Housing Fund. He is also an advisor on Lok Capital, an Impact Fund. He holds directorship in 4 Companies including IIFL Home Finance Limited.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	-	-

Mr. Monu Ratra is a veteran in the mortgages industry with nearly two decades of experience. Mr. Ratra has been associated with brands like HDFC Ltd., ICICI Bank and India bulls Housing. Prior to joining IIFL Home Finance Limited, his last assignment was with India bulls HFC as National Business Manager. Mr. Ratra has been a part of the pioneering teams leading various functions to provide excellence through process and quality initiatives, contributing to industry-leading growth. While with the last company, his efforts and vision led to the building of a growth sales structure, starting from scratch, in a start up like environment. At IIFL Home Loans, Mr. Ratra brings strong focus on developing and delivering customer



Annexure V to Directors' Report (Contd)

satisfaction with ease and low turnaround time. He holds directorship in 1 Company i.e., IIFL Home Finance Limited.

	Name of Company	Category of Directorship
List of Directorship in other listed Company	-	-

3) Board Meetings and Directorship / Committee Membership(s) of Directors

During the year under review, six (06) Board Meetings were held on the following dates: April 24, 2023, July 25, 2023, October 17, 2023, January 15, 2024, March 16, 2024 and March 28, 2024. As mandated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, none of the Directors on the Board of the Company is a member of more than ten (10) specified Committees and none is a Chairman of more than five (5)

specified Committees in which they are Directors across all the Public Limited Companies whether listed or not except private limited companies, foreign companies, high value debt listed entities and Companies incorporated under Section 8 of the Companies Act, 2013. None of the Independent Directors serves as an Independent Director in more than seven (7) listed entities (Equity Listed). None of the Directors holds directorship in more than seven (7) listed entities (Equity Listed). None of the Whole Time Director/Managing Director serves as an Independent Director in more than three (3) listed entities (Equity Listed). Further none of our Independent Directors serve as Non-Independent Director on the Board of any Company, of which any Non-Independent Director is an Independent Director on the Board of our Company. None of the directors are inter-se related. Also, there are no material significant related party transactions made by the company with its Directors, Key Managerial Personnel or other Designated persons and their relatives which may have potential conflict with the interest of the company at large.

The Company has received the necessary disclosures from all the Directors regarding Committee positions held by them in other companies. The table below gives the details of the names of the members of the Board, their category, their attendance at the Board Meetings held during the year under review and at the last Annual General Meeting (AGM), their Directorships, Committee Memberships and Chairmanships in Indian Companies as on March 31, 2024:

Name of the Director (DIN)	Date of original appointment	Category	Number of Board meetings entitled to attend	Number of Board meetings	Attendance at last AGM	Directorships in Listed Companies (including IIFL Home Finance Limited)	Membership of Committees (including IIFL Home Finance Limited)	
							Member	Chairman
Mr. Srinivasan Sridhar (DIN: 00004272)	October 01, 2013	Chairman and Independent Director	6	6	Yes	5	7	5
Mr. Kranti Sinha* (DIN: 00001643)	October 01, 2013	Independent Director	2	2	Yes	NA	NA	NA
Mr. Arun Kumar Purwar (DIN: 00026383)	August 22, 2019	Independent Director	6	6	Yes	4	3	2
Ms. Mohua Mukherjee (DIN: 08714909)	August 26, 2021	Independent Director	6	6	Yes	1	1	1
Mr. Nirmal Jain (DIN: 00010535)	December 26, 2006	Non-Executive Director	6	6	No	3	0	0
Mr. Rajamani Venkataraman (DIN: 00011919)	December 26, 2006	Non-Executive Director	6	6	Yes	4	3	1
Mr. Monu Ratra (DIN: 07406284)	January 28, 2016	Executive Director & CEO	6	6	Yes	1	1	0
Mr. Kabir Mathur (DIN: 08635072)	August 22, 2022	Nominee Director	6	3	No	2	1	0

Annexure V to Directors' Report (Contd)

Name of the Director (DIN)	Date of original appointment	Category	Number of Board meetings entitled to attend	Number of Board meetings	Attendance at last AGM	Directorships in Listed Companies (including IIFL Home Finance Limited)	Membership of Committees (including IIFL Home Finance Limited)	
							Member	Chairman
Mr. Venkataramanan Anantharaman (DIN: 01223191)	February 21, 2023	Independent Director	6	6	Yes	2	5	2
Mr. Mathew Joseph** (DIN: 01033802)	October 31, 2023	Independent Director	3	3	NA	1	0	0

*Mr. Kranti Sinha, Independent Director of the Company resigned with effect from August 08, 2023 due to some personal reason.

** Mr. Mathew Joseph was appointed as an Independent Director of the Company with effect from October 31, 2023.

- The Committees considered for the above purpose are those prescribed in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. the Audit Committee and Stakeholders Relationship Committee.
- The membership count also includes the count in which the Director is Chairman.

4) Board Level Performance Evaluation

The Nomination and Remuneration Committee has laid down the criteria for the performance evaluation of Executive Directors, Non-Executive Directors including Independent Directors ("ID's") and Board as a whole.

The criteria for performance evaluation are as follows:

For Chairperson

The criteria for evaluation of the Chairman, inter alia, includes his/her ability to conduct meetings, ability to elicit inputs from all members, ability to present and openly discuss challenging matters, attendance at meetings, assistance to the Board in formulating policies and setting standards, accessibility, ability to analyze strategic situations, ability to project a positive image of the Company, compliance with regulatory requirements, impartial in conducting discussions, being sufficiently committed to the Board, and ability to keep shareholders interest in mind during discussions and decisions.

For Executive Directors

The criteria for evaluation of Executive Directors, inter alia, includes their ability to elicit inputs from all members, their ability to present and openly discuss challenging matters, attendance and participation at meetings, integrating quality and re-engineering, capitalize on opportunities created by economic and technological changes, assistance to the Board in formulating policies and setting standards and following them, accessibility, ability to analyse strategic situations, ability to project a positive image of the Company, compliance with regulatory requirements, and handling critical situations concerning the group.

For Non-Executive Directors (including Independent Directors)

The criteria for evaluation of Non-Executive Directors, inter alia, includes attendance at the meetings, study of the agenda and active participation, contribution to discussions on strategy, participate constructively and actively in Committees of the Board, exercise of skills and diligence with due and reasonable care and to bring independent judgment to the Board, ability to bring in best practices from his / her experience and adherence to the code of conduct.

For Board as a Whole

The criteria for evaluation of the Board, inter alia, includes composition and diversity, induction programme, teamwork, performance culture, risk management and financial controls, integrity, credibility, trustworthiness, active and effective participation by members, proper mix of competencies to conduct affairs and processing enough experience to efficiently manage matters.

5) Separate Meetings of the Independent Directors

In compliance with the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company was held on March 26, 2024, inter alia, to review the following:

- Performance of Non-Independent Directors and the Board as a whole;
- Performance of the Chairperson of the Company; taking into account the views of executive directors and non-executive directors;
- Assessed the quality, quantity and timeliness of the flow of information between the Company's Management and the Board, which is necessary for the Board to effectively and reasonably perform their duties;



Annexure V to Directors' Report (Contd)

The Independent Directors expressed their satisfaction with the overall functioning and implementation of their suggestions.

The evaluation process endorsed the Board Members confidence in the ethical standards of the Company, the cohesiveness that exists amongst the Board Members, the two-way candid communication between the Board and the Management and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities.

Familiarization Programme for Independent Directors

In accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid out a Familiarization Programme for Independent Directors to familiarize them with the workings of the Company, their roles, rights and responsibilities vis-à-vis the Company, the industry in which the Company operates and its business model, among others. Further, the Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings on business, operations and performance updates of the Company. Quarterly updates on relevant statutory and regulatory changes applicable to the Company are discussed at the Board meetings. The details of such familiarization programmes of the Company may be accessed on the website of the Company i.e. <https://www.iiflhomeloans.com/corporate-governance>.

Meetings of the Board of Directors

- Frequency: The Board meets at least once a quarter to review the quarterly results and other items on the Agenda. There are a minimum of four meetings of Board in a calendar year, with a maximum gap of 120 days between two consecutive meetings. Whenever necessary, additional meetings are held. In cases of business exigencies or matters of urgency, resolutions are passed by circulation, as permitted by law, and are noted in the subsequent Board Meeting.
- Board Meeting Location: The location of the Board/ Committee Meetings is informed well in advance to all the Directors. Each Director is expected to attend the Board / Committee Meetings. A video conference facility is made available to facilitate Directors travelling / residing abroad or at other locations to participate in the Board / Committee Meetings. The Ministry of Corporate Affairs (MCA) has granted relaxation with regard to the requirement of the physical presence of the Directors at the Board meeting and therefore few Board meetings were held through video conferencing or other audio-visual means.

- Notice and Agenda Distributed in Advance: The Company's Board/Committee members are presented with detailed notes along with the agenda papers, which are circulated well in advance of the Meeting. The Company has implemented an App based e-Meeting system accessible through secured iPads provided to the Directors and key officials. The agenda, presentation, notes and minutes are made available to the Board and Committee Members.
- The Company Secretary in consultation with the Chairperson of the Board/Committees sets the Agenda for the Board/Committee Meetings. All material information is incorporated in the Agenda to facilitate meaningful and focused discussions at the Meeting. Wherever it is not practical to attach any document to the Agenda, the same is tabled before the Meeting with specific reference to this effect in the Agenda. In special and exceptional circumstances, additional or supplementary items on the Agenda are permitted. The Board periodically reviews compliance reports of laws applicable to the Company, prepared and placed before the Board by the Management.
- Other Matters: The senior management team of the Company is advised to schedule its work plans in advance, particularly with regard to matters requiring discussions / decision with the Board / Committee Members.
- Presentations by the Management: The Board/ Committee is given presentations, wherever practicable covering finance, sales, marketing, major business segments and operations of the Company, global business environment including business opportunities, business strategy, risk management practices and operating performance before taking on record the financial results of the Company.
- Access to Employees: The Directors are provided free access to officers and employees of the Company. Whenever any need arises, the Board/Committee Members are at liberty to summon personnel whose presence and expertise would help the Board to have a full understanding of the issues being considered.

Information Supplied to the Board/Committees

Among others, information supplied to the Board / Committees includes:

Business plan and updates thereof, quarterly, half yearly and annual results of the Company as per the format prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Minutes of the Meetings of the Board and all other Committees of the Board

Annexure V to Directors' Report (Contd)

- Information on the recruitment and remuneration of senior officers just below the Board level, including the appointment or removal, if any, of the Chief Financial Officer and Company Secretary
- Show cause, demand, prosecution notices, and penalty notices, which are materially important
- Fatal or serious accidents, dangerous occurrences, or any material effluent or pollution problems
- Any material default in financial obligations to and by the Company, if any
- Any issue, that involves possible public or product liability claims of substantial nature, including any judgement or order, that may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company
- Details of any joint venture or collaboration agreement
- Transactions that involve substantial payment towards royalty, goodwill, brand equity or intellectual property, if any
- Any significant development on human resources / industrial relations front, as and when it occurs
- Sale of material nature of investments and assets that are not in the normal course of business Quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service, such as non-payment of dividend, delay in share transfer, if any, and others steps taken by the Company to rectify instances of non-compliance, if any

Minutes of the Meetings

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board/ Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board for perusal and noting.

Post Meeting Follow-up Mechanism

The Company has an effective post-meeting follow-up review and reporting process for the decisions taken by the Board and Committee(s) thereof. The important decisions taken at the Board/Committee(s) Meetings that calls for actions to be taken are promptly initiated and wherever required,

communicated to the concerned departments/divisions. The action taken report is placed at the immediately succeeding Meeting of the Board/Committee(s) for information and review by the Board / Committee(s).

Confirmation of Independence

The Board is of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the Management.

Board Committees

In terms of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Master Directions, the Board of Directors has constituted various Committees. The composition of the various Committees along with their Terms of Reference is as follows:

Audit Committee

In terms of the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013 and rules made thereunder and in line with other regulatory provisions as may be applicable, the Board constituted the Audit Committee.

The composition of the Audit Committee as on March 31, 2024 is as follows:

- Mr. Srinivasan Sridhar - Chairman
- Mr. Kabir Mathur - Member
- Mr. Venkataramanan Anantharaman - Member
- Mr. Rajamani Venkataraman - Permanent Invitee

During the year under review, the Audit Committee met five times i.e., on April 24, 2023, July 25, 2023, October 17, 2023, January 15, 2024 and March 28, 2024.

Details of the number of the meetings held and attended by the members of the Committee during the financial year 2023-24 are summarized below:

Name	Category	No. of meetings entitled to attend	No. of Meetings attended
Mr. Srinivasan Sridhar	Independent Director	5	5
Mr. Kranti Sinha*	Independent Director	2	2
Mr. Kabir Mathur	Nominee Director	5	3
Mr. Venkataramanan Anantharaman**	Independent Director	3	3



Annexure V to Directors' Report (Contd)

Name	Category	No. of meetings entitled to attend	No. of Meetings attended
Mr. Rajamani Venkataraman	Non-Executive Director	5	5

*Mr. Kranti Sinha ceased to be a member of the Audit Committee with effect from August 08, 2023.

**Mr. Venkataraman Anantharaman, Independent Director, inducted to the Audit Committee with effect from September 06, 2023.

Audit Committee meetings are attended by the Executive Director & Chief Executive Officer and the Chief Financial Officer of the Company and representatives of the Statutory Auditors and the Internal Auditors, if required. The Company Secretary acts as the Secretary of the Audit Committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on June 29, 2023.

During the year, there were no instances where the Board did not accept the recommendations of the Audit Committee.

The role and terms of reference of the Audit Committee, inter alia, includes the following:

- i. oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;

- disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- v. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - vi. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;
 - vii. review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - viii. approval or any subsequent modification of transactions of the Company with related parties;
 - ix. scrutiny of inter-corporate loans and investments;
 - x. valuation of undertakings or assets of the listed entity, wherever it is necessary;
 - xi. evaluation of internal financial controls and risk management systems;
 - xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - xiii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - xiv. discussion with internal auditors of any significant findings and follow up thereon;
 - xv. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - xvi. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

Annexure V to Directors' Report (Contd)

- xvii. to look into the reasons for substantial defaults in the payment debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. to review the functioning of the whistle blower mechanism;
- xix. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. reviewing the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- xxi. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders, if any.
- xxii. management discussion and analysis of financial condition and results of operations;
- xxiii. management letters / letters of internal control weaknesses issued by the statutory auditors;
- xxiv. internal audit reports relating to internal control weaknesses;
- xxv. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- xxvi. statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 52 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 52 of (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- xxvii. ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced. The Information System Audit as prescribed shall be carried out separately through a Certified Information System Auditor (CISA).
- xxviii. The Audit Committee have such powers and it performs such functions as may be required under the Companies Act, 2013 and such other applicable Regulations as may be notified by Securities

and Exchange Board of India, National Housing Bank/Reserve Bank of India and other regulators from time to time.

Nomination and Remuneration Committee

In terms of the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013 and rules made thereunder and in line with other regulatory provisions as may be applicable, the Board constituted a Nomination and Remuneration Committee.

The composition of the Nomination & Remuneration Committee as on March 31, 2024 is as follows:

1. Mr. Venkataramanan Anantharaman - Chairman
2. Mr. Srinivasan Sridhar – Member
3. Mr. Kabir Mathur – Member
4. Mr. Rajamani Venkataraman - Permanent Invitee

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

- i. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.
- ii. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iii. devising a policy on diversity of board of directors;
- iv. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.



Annexure V to Directors' Report (Contd)

- v. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- vi. recommend to the board, all remuneration, in whatever form, payable to senior management.
- vii. recommend a policy to the Board, relating to the remuneration for the directors, key managerial personnel and other employees.
- viii. ensure that compensation levels are supported by the need to retain earnings of the company and the need to maintain adequate capital based on ICAAP.
- ix. ensure 'fit and proper' status of proposed/existing directors and that there is no conflict of interest in appointment of directors on Board of the company, KMPs and senior management
- x. The Nomination and Remuneration Committee have such powers and it performs such functions as may be required under the Companies Act, 2013 and such other applicable Regulations as may be notified by Securities and Exchange Board of India, National Housing Bank/Reserve Bank of India and other regulators from time-to-time.

During the year under review, the Nomination and Remuneration Committee met five times i.e., on April 24, 2023, April 28, 2023, June 15, 2023, August 07, 2023 and October 09, 2023.

Details of the number of meetings held and attended by the members of the Committee during the FY 2023-24 are summarized below:

Name	Category	No. of meetings entitled to attend	No. of Meetings attended
Mr. Venkataramanan Anantharaman**	Independent Director	1	1
Mr. Srinivasan Sridhar	Independent Director	5	5
Mr. Kranti Sinha*	Independent Director	4	4
Mr. Kabir Mathur	Nominee Director	5	3
Mr. Rajamani Venkataraman	Non – Executive Director	5	2

*Mr. Kranti Sinha ceased to be a member and chairman of the Nomination and Remuneration Committee with effect from August 08, 2023.

**Mr. Venkataramanan Anantharaman, Independent Director inducted into the Nomination and Remuneration Committee as chairman with effect from September 06, 2023.

Stakeholders Relationship Committee

In terms of the provisions of Regulation 20 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013 and rules made thereunder and in line with other regulatory provisions as may be applicable, the Board has constituted a Stakeholders Relationship Committee.

The composition of the Stakeholders Relationship Committee as on March 31, 2024 is as follows:

1. Ms. Mohua Mukherjee – Chairman
2. Mr. Venkataraman Rajamani – Member
3. Mr. Monu Ratra – Member

Grievances relating to Stakeholders/Investors may also be forwarded to the Company Secretary & Compliance Officer of the Company at secretarialhfc@iiflhomeloans.com. Mr. Ajay Jaiswal has been designated as Company Secretary & Compliance Officer in this regard.

The terms of reference of the Stakeholders Relationship Committee, inter alia, includes the following:

- i. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii. Review of measures taken for effective exercise of voting rights by shareholders
- iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends/interest and ensuring timely receipt of dividend/interest warrants/annual reports/statutory notices by the shareholders of the company.

During the year under review, the Stakeholders Relationship Committee met once on January 22, 2024.

Details of the number of meetings held and attended by the members of the Committee during FY 2023-24 are summarised below:

Name	Category	No. of meetings entitled to attend	No. of Meetings attended
Mr. Kranti Sinha*	Independent Director	0	0
Ms. Mohua Mukherjee**	Independent Director	1	1

Annexure V to Directors' Report (Contd)

Name	Category	No. of meetings entitled to attend	No. of Meetings attended
Mr. Venkataraman Rajamani	Non-Executive Director	1	0
Mr. Monu Ratra	Executive Director & CEO	1	1

*Mr. Kranti Sinha ceased to be a member and chairman of the Stakeholders Relationship Committee with effect from August 08, 2023.

**Ms. Mohua Mukherjee, Non- Executive & Independent Director inducted to the Stakeholders Relationship Committee as chairperson with effect from September 06, 2023.

The Chairman of the Stakeholders Relationship Committee attended the last Annual General Meeting of the Company held on June 29, 2023.

The Company Secretary of the Company acts as Secretary of the Committee.

During the year 2023-24, the Company received 01 complaints from Non-Convertible Debenture holders (investors) including complaints received through SEBI's SCORES portal. The complaints were redressed to the satisfaction of the investors / debenture holders.

The details of the complaints are given below:

Sr. No.	Particulars	No. of Complaints
1	Investor complaints pending at the beginning of the year	-
2	Investor complaints received during the year	1
3	Investor complaints disposed off during the year	1
4	Investor complaints remaining unresolved at the end of the year	-
5	Investor complaints not solved to the satisfaction of the security holders	-

Corporate Social Responsibility (CSR) Committee

In terms of the provisions of Section 135 of the Companies Act, 2013 read with rules made thereunder, the Board has constituted a CSR Committee.

The composition of the Corporate Social Responsibility Committee as on March 31, 2024 is as follows:

- Ms. Mohua Mukherjee - Chairman
- Mr. Venkataraman Rajamani - Member
- Mr. Monu Ratra - Member

The terms of reference of the CSR Committee is governed by the provisions of Section 135 of the Companies Act, 2013 read with the applicable rules and such modification or amendments as made thereto from time-to-time.

The terms of reference of the CSR Committee, inter alia, include the following:

- Consider any matters relating to the social, charitable, community and educational activities, expenditures and related publications of the Company and its subsidiary companies that it determines to be desirable. In addition, the CSR Committee shall examine any other matters referred to it by the Board
- Maintain the Company's CSR policy framework (e.g. environment, human rights and responsible business conduct) in line with best practice and the appropriate international standards and guidelines
- Receive reports and review activities from executive and specialist groups managing CSR matters across the Company's operations; and consider and propose an annual budget for CSR activities to the Board.

During the year under review, the CSR Committee met thrice on August 03, 2023, March 21, 2024 and March 22, 2024.

Details of number of the meetings held and attended by the members of the Committee during the FY 2023-24 are summarised below:

Name	Category	No. of meetings entitled to attend	No. of Meetings attended
Ms. Mohua Mukherjee**	Independent Director	3	3
Mr. Kranti Sinha*	Independent Director	1	1
Mr. Monu Ratra	Executive Director & CEO	3	3
Mr. Rajamani Venkataraman	Non-Executive Director	3	1

*Mr. Kranti Sinha ceased to be member of CSR Committee with effect from August 08, 2023.

**Ms. Mohua Mukherjee, Independent Director was appointed as Chairperson of CSR Committee with effect from September 06, 2023.

Risk Management Committee

The Board of Directors constituted Risk Management Committee comprising of Directors and senior officials of the Company in line with the provisions of RBI Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 read with Regulation 21 of SEBI (LODR) Regulations, 2015.



Annexure V to Directors' Report (Contd)

The composition of the Risk Management Committee as on March 31, 2024 is as follows:

1. Mr. Mathew Joseph – Chairman
2. Mr. Monu Ratra – Member
3. Mr. Srinivasan Sridhar – Member
4. Ms. Mohua Mukherjee – Member
5. Mr. Kabir Mathur – Member
6. Mr. Rajamani Venkataraman – Member
7. Ms. Abhishikta Munjal – Member
8. Mr. Govind Modani – Member
9. Mr. Gaurav Seth – Member

The terms of reference of the Risk Management Committee are in line with guidelines prescribed by NHB/RBI and SEBI which, *inter alia*, includes the following:

- a. To identify the various types of risks involved in the business, both financial and non financial risk, internal and external, operational, sustainability and ESG related risk
- b. To define the methodology to measure / quantify the risks
- c. To control and mitigate the variety of risks involved in business
- d. To specify the risk tolerance of the Company
- e. To ensure regulatory and statutory compliance with risk management and prudential norms,
- f. To improve the asset quality of the Company by using risk management tools
- g. To maximise the profit of the Company,
- h. To maximise the return on equity with an acceptable level of risk, for the purpose of protecting, preserving and increasing the net worth of the Company
- i. To ensure business continuity and to avoid accidents and disasters. To ensure that appropriate methodology, processes and systems are in place

to monitor and evaluate risks associated with the business of the Company

- j. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken
- k. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee
- l. Periodically review the Risk Management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity
- m. To strengthen internal control and prevent unauthorised and improper access to data, thereby ensuring the appropriate protection of information assets i.e. risk related to cyber security
- n. To monitor and oversee implementation of the Risk Management policy, including evaluating the adequacy of risk management systems.
- o. Records regarding to Monitor and Control of Outsourced Activities shall be updated promptly and half yearly reviews shall be placed before Risk Management Committee and further to the Board.
- p. To formulate/ review a detailed risk management policy which shall include:
 - i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - ii. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - iii. Business continuity plan.

During the year under review, the Committee met four times on May 25, 2023, August 11, 2023, December 08, 2023 and February 12, 2024.

Annexure V to Directors' Report (Contd)

Details of the number of the meetings held and attended by the members of the Committee during the FY 2023-24 are summarized below:

Name	Category	No. of meetings entitled to attend	No. of Meetings attended
Mr. Kranti Sinha*	Independent Director	1	1
Mr. Mathew Joseph**	Independent Director	1	1
Mr. Monu Ratra***	Executive Director & CEO	4	4
Mr. Srinivasan Sridhar	Independent Director	4	4
Ms. Mohua Mukherjee	Independent Director	4	4
Mr. Kabir Mathur	Nominee Director	4	0
Mr. Rajamani Venkataraman	Non – Executive Director	4	3
Ms. Abhishikta Munjal	Chief Risk Officer	4	4
Mr. Govind Modani	Treasury Head	4	1
Mr. Gaurav Seth****	Chief Financial Officer	1	1

*Mr. Kranti Sinha ceased to be member of Risk Management Committee with effect from August 08, 2023.

**Mr. Mathew Joseph, Independent Director was inducted to the Risk Management Committee and appointed as Chairman of Risk Management Committee with effect from January 15, 2024.

***Mr. Monu Ratra ceased to be Chairman of Risk Management Committee with effect from January 15, 2024.

****Mr. Gaurav Seth was inducted to the Risk Management Committee with effect from January 15, 2024.

Asset Liability Management Committee (ALCO)

In accordance with the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 read with the Liquidity Risk Management Framework issued by RBI (earlier under Policy Circular No. NHB/ND/DRS/Pol-No. 35/2010-11 dated October 11, 2010), the Board of Directors constituted the Asset Liability Committee (ALCO).

The composition of the ALCO Committee as on March 31, 2024 is as follows:

1. Mr. Monu Ratra – Chairman
2. Mr. Srinivasan Sridhar - Member

3. Mr. Kabir Mathur – Member
4. Mr. Rajamani Venkataraman - Member
5. Ms. Abhishikta Munjal – Member
6. Mr. Mohit Kumar - Member
7. Mr. Govind Modani – Member
8. Mr. Gaurav Seth - Member

During the year under review, the Committee met four times on May 23, 2023, August 11, 2023, December 08, 2023 and February 12, 2024.

Details of the number of the meetings held and attended by the members of the ALCO during the financial year 2023-24 are summarised below:

Name	Category	No. of meetings entitled to attend	No. of Meetings Attended
Mr. Monu Ratra	Executive Director & CEO	4	4
Mr. Kabir Mathur	Nominee Director	4	0
Mr. Srinivasan Sridhar	Independent Director	4	4
Mr. Rajamani Venkataraman	Non-Executive Director	4	2
Ms. Abhishikta Munjal*	Chief Risk Officer	2	2
Mr. Mohit Kumar**	National Credit Manager	2	2
Mr. Govind Modani***	Treasury Head	2	2
Mr. Gaurav Seth****	Chief Financial Officer	1	1

*Ms. Abhishikta Munjal was inducted to the ALCO with effect from September 06, 2023.

** Mr. Mohit Kumar was inducted to the ALCO with effect from September 06, 2023.

***Mr. Govind Modani was inducted to the ALCO with effect from September 06, 2023.

****Mr. Gaurav Seth was inducted to the ALCO with effect from January 15, 2024.



Annexure V to Directors' Report (Contd)

The terms of reference of the ALCO are in line with the guidelines prescribed by the RBI which, inter alia, includes the following:

- Liquidity risk management should include decision on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and controls for managing liquidity risk, and overseeing the liquidity positions of all branches;
- Management of market risks
- Funding and capital planning
- Profit planning and growth projection
- Forecasting and analysing 'what if scenario' and preparation of contingency plans

IT Strategy Committee

In accordance with the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve

Bank) Directions, 2021 (earlier under the Policy Circular No. NHB/ND/DRS/Policy Circular No. 90/2017-18, dated June 15, 2018), the Board of Directors constituted IT Strategy Committee.

The Composition of IT Strategy Committee as on March 31, 2024 is as follows:

- Mr. Srinivasan Sridhar – Chairman
- Mr. Arun Kumar Purwar - Member
- Mr. Monu Ratra - Member
- Ms. Abhishikta Munjal - Member
- Mr. Rachit Gehani - Member
- Mr. Shankar Ramrakhiani - Member
- Mr. Mitesh Vora - Member

During the year under review, the Committee met twice on August 08, 2023 and February 05, 2024.

The number of the meetings held and attended by the members of the IT Strategy Committee during the FY 2023-24 are summarised below:

Name	Category	No. of meetings entitled to attend	No. of Meetings Attended
Mr. Srinivasan Sridhar	Independent Director	2	2
Mr. Arun Kumar Purwar	Independent Director	2	2
Mr. Monu Ratra	Executive Director & CEO	2	2
Ms. Abhishikta Munjal	Chief Risk Officer	2	1
Mr. Rachit Gehani	Chief Technology Officer	2	2
Mr. Shankar Ramrakhiani	Chief Information Security Officer	2	2
Mr. Mitesh Vora*	Head IT Infrastructure and Cyber Security	1	1

* Mr. Mitesh Vohra has resigned and ceased to be the member of IT Strategy Committee w.e.f. November 28, 2023.

The terms of reference of the Committee are in line with guidelines prescribed by RBI which, inter alia, include the following:

- Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place
- Ascertaining that management has implemented processes and practices ensuring that the IT delivers value to the business
- Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable
- Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources
- Ensuring a proper balance of IT investments for sustaining the required growth and becoming aware about exposure towards IT risks and controls
- Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the RE towards accomplishment of its business objectives;
- Satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation;

Annexure V to Directors' Report (Contd)

8. Ensure that the RE has put in place processes for assessing and managing IT and cybersecurity risks;
9. Ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the RE's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives; and
10. Review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the RE.

ESG Committee

The composition of the ESG Committee as on March 31, 2024 is as follows:

1. Ms. Mohua Mukherjee – Chairman
2. Mr. Monu Ratra – Member
3. Mr. Srinivasan Sridhar – Member
4. Mr. Ajay Jaiswal – Member
5. Ms. Abhishikta Munjal – Member
6. Mr. Rachit Gehani – Member
7. Ms. Rashmi Priya – Member
8. Ms. Madhvi Gupta – Member

During the year under review, the Committee met once on December 26, 2023

Details of the number of the meetings held and attended by the members of the Committee during the financial year 2023-24 are summarized below:

Name	Category	No. of meetings entitled to attend	No. of Meetings Attended
Ms. Mohua Mukherjee	Independent Director	1	1
Mr. Srinivasan Sridhar	Independent Director	1	1
Mr. Monu Ratra	Executive Director & CEO	1	1
Mr. Ajay Jaiswal	Chief Operating Officer	1	1
Ms. Abhishikta Munjal	Chief Risk Officer	1	1
Mr. Rachit Gehani	Chief Technology Officer	1	1
Ms. Rashmi Priya	HR Head	1	1
Ms. Madhvi Gupta*	Marketing Head	1	1

*Ms. Madhvi Gupta was inducted into the ESG Committee with effect from September 06, 2023.

The terms of reference of the Environmental Social Governance Committee (ESG Committee), inter alia, includes the following:

1. To set general ESG strategies keeping in mind the Company's commitments.
2. To ensure that the company's ESG strategy is integrated into its business plan by developing and implementing initiatives and policies based on that strategy.
3. To monitor the integrity and quality of the company's ESG strategy, ensuring that it serves to foster a culture of responsibility and transparency.
4. To provide oversight on behalf of and to the Board in relation to IIFL HFC's ESG strategy and activities.
5. To oversee communications with employees, investors, and stakeholders with respect to ESG Strategy and related matters
6. To review and approve IIFL HFL's impact reports to be issued from time to time.
7. To review and approve the qualifications, independence, engagement, compensation and performance of the external party chosen to provide assurance on IIFL HFL's annual Sustainability Report.
8. Any other incidental and ancillary matters pertaining to ESG Strategy and Programme of the Company.

Senior Management:

The Particulars of senior management for the financial year ended March 31, 2024 are as follows:

Full Name	Current Designation
Abhishikta Chadda Munjal	Chief Risk Officer - HFC
Ajay Kumar Jaiswal	Chief Operating Officer - HFC
Madhvi Gupta	Marketing Head - HFC
Lokesh Goyal	National Technical Manager - HFC
Rashmi Priya	Head HR - HFC
Amit Sengar	Zonal Sales Head



Annexure V to Directors' Report (Contd)

Full Name	Current Designation
Praveen Khullar	Zonal Sales Head
Rachit Gehanii	Chief Technology Officer
Manoj Kumar	Head Legal - HFC
Kranth Namala	Zonal Sales Head
Gaurav Seth	CFO - HFC
Mohit Kumar	National Credit Manager - HFC
Iqbal Ahmad Farooqui	National Collection Manager
Sagar Riaz	Special Projects Lead

Changes in the particulars of Senior Management Personnel during the financial year are as follows:

1. Mr. Amit Gupta, Chief Financial Officer was redesignated to Head-Finance w.e.f. October 17, 2023 due to internal restructuring within the Company.
2. Mr. Gaurav Seth was appointed as the Chief Financial Officer of the Company w.e.f. October 17, 2023.

Remuneration of Directors

Details of Remuneration for the FY 2023-24 and details of the number of shares and Convertible instruments held by Directors as on March 31, 2024 are as follows:

	Designation	Salary and Perquisite	Commission/ Bonus	Sitting fee	Contribution to PF and other funds, gratuity	Stock options	Number of equity shares and non convertible instruments held
Mr. Srinivasan Sridhar	Independent Director	-	₹ 25,00,000	₹ 10,60,000	-	-	-
Mr. Kranti Sinha [#]	Independent Director	-	₹ 7,04,918	₹ 3,50,000	-	-	-
Mr. Rajamani Venkataraman	Non-Executive Director	-	-	-	-	-	-
Mr. Nirmal Jain	Non-Executive Director	-	-	-	-	-	-
Mr. Arun Kumar Purwar	Independent Director	-	-	₹ 3,90,000	-	-	-
Mr. Monu Ratra	Executive Director & CEO	₹ 302,50,000	₹ 350,00,000	-	-	2,68,822	100*
Ms. Mohua Mukherjee	Independent Director	-	₹ 20,00,000	₹ 5,10,000	-	-	-
Mr. Kabir Mathur	Nominee Director	-	-	-	-	-	-
Mr. Venkataramana Anantharamanan	Independent Director	-	₹ 20,00,000	₹ 5,10,000	-	-	-
Mr. Mathew Joseph ^{##}	Independent Director	-	₹ 8,36,065	2,10,000	-	-	-

- Note: i. Remuneration of Fixed CTC and performance bonus has been considered for presenting data on comparable basis for Mr. Monu Ratra Executive Director & CEO, the remuneration is exclusive of the value of perquisites on ESOPs.
- ii. The remuneration of Mr. Srinivasan Sridhar, Mr. Kranti Sinha, Mr. Venkataramana Anantharamanan, Mr. Mathew Joseph and Ms. Mohua Mukherjee has been presented on the basis of commission to be paid for FY 2023-24.
- iii. No severance fees was paid to any of the Director during FY 2023-24.

*Monu Ratra holds shares as nominee of IIFL Finance Limited.

[#]Mr. Kranti Sinha had resigned and stepped down from the post of Non-Executive – Independent Director of the Company with effect from August 08, 2023, due to personal reasons.

^{##}Mr. Mathew Joseph was appointed on the Board as Independent Director with effect from October 31, 2023.

Annexure V to Directors' Report (Contd)

Remuneration to Non-Executive Directors

During the year, the Non-Executive Directors are paid remuneration by way of sitting fees, commission and other expenses (travel, boarding and lodging incurred for attending the Board/Committee meetings). The Non-Executive Non-Independent Directors are not paid any sitting fees.

With effect from October 01, 2021, the Company is paying sitting fees of ₹ 50,000 (Rupees Fifty Thousand only) per meeting to the Non-Executive Independent Directors for Board Meeting and Audit Committee. However, for other Committees, the Company is paying sitting fees of ₹ 30,000 (Rupees Thirty Thousand only) per meeting. The sitting fees were paid for attending meetings of the Board and the Committee (excluding the Corporate Social Responsibility Committee meetings for which there were no sitting fees payable). Additionally, the Company also provided reimbursement for actual travel and out-of-pocket expenses, if any, incurred by them.

Apart from the above, the Non-Executive and Independent Directors are eligible for commission as approved by the shareholders of the Company at the Annual General Meeting held on August 2, 2019. The amount of commission is based on the overall financial performance of the Company and Board of Directors. In addition to the aforementioned, no other remuneration is paid to the Non-Executive Independent Directors.

There are no pecuniary relationships or transactions between Non-Executive Directors and the Company. The Company has obtained a Directors and Officers Liability Insurance policy covering all its Directors and Officers in respect of any legal action that might be initiated against them.

Periodic review of compliances of all applicable laws

The Company follows a system whereby all the Acts, Rules and Regulations applicable to it are identified, and compliance with such Acts, Rules and Regulations is monitored by dedicated teams on a regular basis. Verification of compliances with the major Acts/Regulations is carried out by suitable external auditors, and their reports and implementation of their observations are reported to the Board / Audit Committee. In addition, the audit and verification plan and actual status thereof are reviewed by the Board/Audit Committee periodically. A consolidated compliance certificate based on the compliance status received from the Company in respect of various laws, Rules and Regulations applicable to the Company is placed before the Board on a regular basis and reviewed by the Board. Necessary reports are also submitted to the

various regulatory authorities as per the requirements from time to time.

General body Meetings

Date of AGM	Location	Time	Whether any Special resolution was passed
June 29, 2023	IIFL House, Sun Infotech Park, Road No. 16V, Plot No., B-23, MIDC Thane Industrial Area, Wagle Estate, Thane – 400604	04:00 p.m.	Yes
July 20, 2022	IIFL House, Sun Infotech Park, Road No. 16V, Plot No., B-23, MIDC Thane Industrial Area, Wagle Estate, Thane – 400604	4.30 p.m.	No
June 23, 2021	IIFL House, Sun Infotech Park, Road No. 16V, Plot No., B-23, MIDC Thane Industrial Area, Wagle Estate, Thane – 400604	4.30 p.m.	No

Postal Ballot

During the year under review, no resolution was passed through the Postal Ballot.

Means of communication to the Stakeholders

The primary source of information to the shareholders, customers, analysts and other stakeholders of your Company and to public at large is through the website of your Company and to public at large is through the website of your Company www.iiflhomeloans.com. The Annual Report, quarterly financial results, corporate actions and copies of press releases, if any, among others, are regularly submitted to the Stock Exchanges and uploaded on the website of the Company including Quarterly / Annual Financial Results in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the disclosures made to the Stock Exchanges are also available on the website of the Company i.e. <https://www.iiflhomeloans.com/investor-relations>. The quarterly and annual results of your Company are published in widely circulated English newspaper(s).



Annexure V to Directors' Report (Contd)

General Shareholder Information

1	Annual General Meeting	For the details please refer to the Notice of ensuing Annual General Meeting
2	Finance Year (2023-24)	From April 1 to March 31
3	Dividend payment date (Interim dividend)	During the financial year 2023-24, your Company had declared ₹ 55 per equity share and payment was made within the stipulated timeline.
4	Name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s);	Publicly issued Non-Convertible Debentures (NCDs) are listed on BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) and privately placed NCDs are listed on NSE. The Listing fees as applicable have been duly paid to stock exchanges
5	Stock Code	Not applicable
6	Market price data- high, low during each month in last financial year	Not applicable; as Equity Shares of the Company are not listed on any Stock Exchange
7	Performance in comparison to broad-based indices such as BSE sensex, CRISIL Index etc	Not applicable; as Equity Shares of the Company are not listed on any Stock Exchange
8	In case the securities are suspended from trading, the directors report shall explain the reason thereof	Not Applicable
9	Registrar to an issue and share transfer agents	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083. Telephone: 022-49186000 Email: rnt.helpdesk@linkintime.co.in bonds.helpdesk@linkintime.co.in
10	Share transfer system	Equity shares- Registrar and Transfer Agent NCDs are in dematerialised form transfer and transmission of security is outsourced to Registrar and transfer agent
11	Distribution of shareholding	Not Applicable
12	Dematerialization of Shares and liquidity	All shares are in dematerialized form.
13	Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity	Not Applicable
14	Commodity price risk or foreign exchange risk and hedging activities	Not Applicable
15	Plant locations	Not Applicable
16	Address for Correspondence	Mr. Ajay Jaiswal, Company Secretary & Compliance Officer Plot No. 98, IIFL Towers, Udyog Vihar, Phase IV, Gurgaon, Haryana-122015
17	List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad	The details are provided below

Annexure V to Directors' Report (Contd)

Details of Rating as on March 31, 2024

Instruments	Rating Agency	Rating
Non-Convertible Debentures	CRISIL Limited	CRISIL AA/Watch Developing (Placed on 'Rating Watch with Developing Implications')
	ICRA Limited	[ICRA]AA; Placed on 'Rating Watch with Negative Implications
	CARE Ratings	CARE AA (RWD) Placed on Rating Watch with Developing Implications
	Brickwork Ratings	BWR AA+/Negative
	India Ratings	IND AA/Rating Watch With Negative Implication
Long Term Principal Protected Market Linked Debentures	CRISIL Limited	CRISIL PP-MLD AA/Watch Developing (Placed on 'Rating Watch with Developing Implications')
	ICRA Limited	PP-MLD[ICRA]AA; Placed on 'Rating Watch with Negative Implications
Subordinated Debt	ICRA Limited	[ICRA]AA; Placed on 'Rating Watch with Negative Implications
	Brickwork Ratings	BWR AA+/Negative
Principal Protected Market Linked Non-Convertible Subordinated Debentures	CRISIL Limited	CRISIL PP-MLD AA/Watch Developing (Placed on 'Rating Watch with Developing Implications')
Bank Loan	CRISIL Limited	CRISIL AA/Watch Developing (Placed on 'Rating Watch with Developing Implications')
	ICRA Limited	[ICRA]AA; Placed on 'Rating Watch with Negative Implications
Commercial Paper	CRISIL Limited	CRISIL A1+
	ICRA Limited	[ICRA]A1+

Migration of Rating

During the Financial year 2023-24, there are no migration of rating, however, CRISIL changed its outlook from Stable to Positive. Further, Pursuant to RBI restriction on gold loan business of parent company, the rating have been put under watch by the rating agencies.

Shareholding Pattern

Categories of Equity Shareholders as on March 31, 2024

Name of Shareholder	Category of Shareholder	Number of shares	% of Shareholding
IIFL Finance Limited	Promoter	2,09,67,681	79.59
Platinum Owl C 2018 RSC Limited, acting in its capacity as the trustee of Platinum Jasmine A 2018 Trust	Non-Promoter	53,76,457	20.41
Mr. Govind Modani*	Individual	100	-
Mr. Gaurav Seth*	Individual	100	-
Mr. Monu Ratra*	Individual	100	-
Mr. Amit Gupta*	Individual	100	-
Mr. Ajay Jaiswal *	Individual	100	-
Total		2,63,44,638	-

*Individual shareholders are holding shares as nominee of IIFL Finance Limited (the holding Company).



Annexure V to Directors' Report (Contd)

Other Disclosures

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large

The Company has put in place a Related Party Transactions Policy (RPT) which was approved by the Board of Directors. The Policy provides for identification of RPTs, necessary approvals by the Audit Committee/ Board/Shareholders, reporting and disclosure requirements in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All transactions executed by the Company during the financial year with related parties were on arm's length basis and in the ordinary course of business. All such RPT were placed before the Audit Committee for approval, wherever applicable. The policy on the materiality of RPTs (part of the Related Party Transaction Policy) and dealing with RPTs as approved by the Board may be accessed on the website of the Company i.e. <https://www.iiflhomeloans.com/investor-relations/corporate-governance>. You may refer to Note no. 41 of the Standalone Financial Statement which contains related party disclosures.

(b) Details of Non-Compliance

No strictures/ penalties were imposed on your Company by the Stock Exchanges or by the Securities and Exchange Board of India or by any statutory authority on any matter related to the securities markets during the last three financial years.

No fines/penalties have been levied by the RBI during the year 2023-24.

(c) Details of establishment of vigil mechanism/whistle blower policy, and affirmation that no personnel was denied access to the Audit committee

In Compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violations of the Company's Code of Conduct or ethics policy. The Policy provides adequate safeguard against the victimization of whistle blowers, who avails such mechanism and also provides for the access to the Chairman of Audit Committee. None of the whistleblowers have been denied access to the Audit

Committee. The said Policy as approved by the Board may be accessed on the website of the Company i.e. <https://www.iiflhomeloans.com/investor-relations/corporate-governance>.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has adhered to all the mandatory requirements of Corporate Governance norms as prescribed for High Value Debt Listed Companies in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company. The status of Compliance with the Non- mandatory recommendation in the SEBI Regulations is as follows:

- The Internal Auditor has direct access to the Audit Committee.
- The Company follows a robust process of communicating with the shareholders which has been explained earlier in the report under "Means of Communication".

- (e) Web link where policy for determining 'material' subsidiaries is disclosed at <https://www.iiflhomeloans.com/corporate-governance>
- (f) Web link where policy on dealing with related party transactions is disclosed at <https://www.iiflhomeloans.com/corporate-governance>
- (g) Disclosure of commodity price risks and commodity hedging activities: Not Applicable
- (h) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) : Not Applicable
- (i) A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority forms part of this report.
- (j) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: No such instance was reported.

Annexure V to Directors' Report (Contd)

(k) Total Fees to Statutory Auditor

Total fees (exclusive of GST and other taxes as applicable) for all services paid by the listed entity and its subsidiary, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

Date of AGM	Amount (₹ in Millions) (HFC)	Amount (₹ in Millions) (IIFL Sales)	Amount (₹ in Millions) (Consol)
Audit Fee	0.65	0.07	0.72
Limited Review	0.71	0.01	0.72
Other matters and certification	0.25	-	0.25
Out of Pocket Expenses	0.22	-	0.22
Others, if any	-	-	-
Total	1.83	0.08	1.91

(l) Prevention of Sexual Harassment

The Company recognizes its responsibility and continues to provide a safe working environment for women, free from sexual harassment and discrimination. In Compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has put in place a Policy on the prevention of Sexual Harassment of Women at Workplace and has constituted an Internal Complaints Committee. During the year under review, there were neither any complaint received nor any outstanding.

- Number of complaints filed during the financial year: Nil
- Number of complaints disposed of during the financial year: Nil
- Number of complaints pending as on end of financial year: Nil

Number of workshops or awareness programmes against sexual harassment carried out: The Company regularly sensitizes its employees on the prevention of sexual harassment through online training.

- (m) Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Except for transactions mentioned under related party transactions, no loans and advances are granted to firms/companies in which Directors are interested.

- (n) Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries- Not Applicable
- (o) Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above,

with reasons thereof shall be disclosed: Company is complied with the requirements

- (p) There has been no instances of breach of covenants of loan availed or debt securities issued during the financial year ended March 31, 2024.
- (q) Divergence in the asset classification and provisioning
- There is no divergence in asset classification and provisioning as assessed by NHB where:
- The additional provisioning requirements assessed by National Housing Bank (NHB) exceeds 5% of the reported profits before tax and impairment loss on financial instruments as on March 31, 2024, or
 - The additional Gross NPAs identified by NHB exceeds 5% of the reported Gross NPAs as on March 31, 2024.
- (r) Among discretionary requirements, as specified in Part E of Schedule II of Listing Regulations and other acts, rules, regulations, and guidelines as applicable, the Company has adopted the following:
- The Company has adopted a regime of financial statements with an unmodified audit opinion.
 - The Company has appointed separate posts for the Chairman and the CEO such that Chairman is a Non-Executive Director and not related to the CEO.
 - The internal auditor directly reports to the Audit Committee of the Company.
- (s) The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (a) to (i) of Regulation 62 (1A) of the SEBI Listing Regulations shall be made in the section on corporate governance of the annual report.



Annexure V to Directors' Report (Contd)

The Company is in compliance with all the mandatory requirements specified in Regulation 17 to 27 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, which have become applicable to the Company as a High Value Debt Listed Entity ("HVDLE").

Declaration signed by the Chief Executive Officer stating that the members of the Board of directors and senior management personnel have affirmed compliance with the code of conduct of the Board of Directors and Senior Management.

The confirmation from the Chief Executive Officer regarding compliance with the Code by all the Board Members and Senior Management forms part of the Report. The Code of Conduct is displayed on the website of the Company i.e. www.iiflhomeloans.com.

Compliance certificate from either the auditors or Practising company secretaries regarding compliance with conditions of corporate governance shall be annexed to the Directors' report.

The certificate received from the Secretarial Auditors of the Company, M/s. RMG Associates, Practising Company Secretary confirming the compliance of conditions of corporate governance is annexed to this Report in terms of the provisions of Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosures with respect to demat suspense account/unclaimed suspense account: Not Applicable

Disclosure of certain types of agreements binding listed entities: Not Applicable

For and on behalf of the Board of Directors

Monu Ratra

Executive Director & CEO

DIN: 07406284

Place: Mumbai

R. Venkataraman

Director

DIN: 00011919

Place: Mumbai

Date: May 06, 2024

Annexure V to Directors' Report (Contd)

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification under SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015

To
The Board of Directors
IIFL Home Finance Limited

Compliance Certificate as required under Regulation 17(8) of SEBI, Part B of Schedule II (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, Monu Ratra, Chief Executive Officer and Executive Director and Gaurav Seth, Chief Financial Officer hereby certify that:

- A. We have reviewed Financial statements and the Cash Flow statement for the year under review and that to the best of their knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of their knowledge and belief, there were no transactions entered into by the listed entity during the year that were fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting. We have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
 - (1) Significant changes in internal control over financial reporting during the year
 - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements
 - (3) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the listed entity's internal control system over financial reporting

Monu Ratra
Executive Director & CEO

Gaurav Seth
Chief Financial Officer

Date: May 02, 2024



Declaration on Compliance with the Code of Conduct

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, this is to confirm that the Company has adopted a Code of Conduct for its Board Members and Senior Management Personnel and the same is available on the Company's website.

I confirm that the Company has, with respect to the financial year ended on March 31, 2024, received from the Board Members and Senior Management Personnel of the Company, declaration of compliance with the Code of Conduct as applicable to them.

For **IIFL Home Finance Limited**

Monu Ratra

Executive Directors & CEO

DIN: 07406284

Place: Gurugram

Date: May 02, 2024

COMPLIANCE CERTIFICATE

[Pursuant to Notice No. 20220107-16 and Regulation 34(3) read with Schedule V Para E of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members

IIFL Home Finance Limited

(CIN: U65993MH2006PLC166475)

IIFL House, Sun Infotech Park, Road No. 16V,

Plot No. B-23, MIDC, Thane Industrial Area,

Wagle Estate, Thane, Maharashtra, 400604

We have examined the compliance of conditions of Corporate Governance of **IIFL Home Finance Limited** (hereinafter referred to as “the Company”), having its Registered Office situated at IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane, Maharashtra, 400604, and Corporate Office at Plot No. 98 Udyog Vihar Phase IV Gurgaon Haryana 122015 for the financial year ended on **March 31, 2024** as stipulated in Regulations 17 to 27, Regulation 62 and Para C,D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

Management’s Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility also includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Responsibility of Practicing Company Secretary

Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations. However, we noted that Mr. Kranti Sinha (DIN: 00001643) has stepped down from the Board as Independent Director of the Company with effect from August 8, 2023 and due to the same, composition of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee was affected for few days.

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

For **RMG & Associates**

Company Secretaries

Firm Registration No. P2001DE016100

Peer Review No.: 734/2020

Place: New Delhi

Date: 06.05.2024

UDIN: F010098F000315106

CS Sachin Khurana

Partner

FCS: 10098; C.P. No.: 13212

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Notice No. 20220107-16 and Regulation 34 (3) read with Schedule V Para C clause (10)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members

IIFL Home Finance Limited

(CIN: U65993MH2006PLC166475)

IIFL House, Sun Infotech Park, Road No. 16V,

Plot No. B-23, MIDC, Thane Industrial Area,

Wagle Estate, Thane, Maharashtra – 400604

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **IIFL Home Finance Limited (CIN: U65993MH2006PLC166475)** [hereinafter referred to as “**the Company**”] having its Registered Office situated at IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane, Maharashtra – 400604 and Corporate Office at Plot No. 98 Udyog Vihar Phase IV Gurgaon Haryana 122015 as produced before us by the Company for the purpose of issuing this certificate, in pursuance of the provisions of Regulation 34(3) read with Schedule V Para C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (“**SEBI Listing Regulations**”)

In our opinion and to the best of our information and to the extent of accessibility of the data or information as available and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary by us and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company, as stated below, for the Financial Year ended **March 31, 2024** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (“**SEBI**”), Ministry of Corporate Affairs (“**MCA**”) or any such other statutory authority.

S. No.	DIN	Full Name	Designation
1.	07406284	Mr. Monu Ratra	Whole Time Director & CEO
2.	00004272	Mr. Srinivasan Sridhar	Director
3.	01033802	Mr. Mathew Joseph	Director
4.	00010535	Mr. Nirmal Bhanwarlal Jain	Director
5.	00011919	Mr. Venkataraman Rajamani	Director
6.	00026383	Mr. Arun Kumar Purwar	Director
7.	08714909	Ms. Mohua Mukherjee	Director
8.	08635072	Mr. Kabir Mathur	Nominee Director
9.	01223191	Mr. Venkataramanan Anantharaman	Director

Ensuring the eligibility for the appointment/continuity of a Director on the Board of the Company is the ultimate responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of the disclosures/information provided by the management of the Company. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **RMG & Associates**

Company Secretaries

Firm Registration No. P2001DE016100

Peer Review No.: 734/2020

Place: New Delhi

Date: 06.05.2024

UDIN: F010098F000315141

CS Sachin Khurana

Partner

FCS: 10098; C.P. No.: 13212