

**ANNEXURE – V TO DIRECTORS' REPORT****Report on Corporate Governance**

This Corporate Governance Report relating to the year ended on March 31, 2023 was prepared in compliance with the applicable provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof and RBI Circular No. RBI/2022-23/26 DOR.ACC.REC.No.20/21.04.018/2022-23, dated April 19, 2022, and forms a part of the Director's Report to the Members of IIFL Home Finance Limited (the Company).

Company's Philosophy

The Company consistently focusses on following the highest standards of governance. The Company envisions becoming the most respected in the financial services space. It firmly believes that the highest degree of corporate governance is the key to achieve it and emphasises implementing robust, resilient, and best corporate practices in every facet of its operations and activities. The Company sees corporate governance standards beyond the compliance of regulatory norms. Transparency, fairness, integrity, effective internal control at each level of operations in each business transaction, and adequate and prompt disclosure to respective stakeholders are the key ingredients of corporate governance.

The ultimate responsibility to oversee corporate governance lies with the Board of Directors, and the changing environment of stakeholder stewardship has a greater influence on the quality of the board and its composition and skills. The Company has an adequate mix of Board members. The majority of them are Independent Directors with backgrounds in financial services. The entire Board has demonstrated skill sets and relevant experience

that bring rich experience in financial services to the Company. The Board constituted various committees of Directors and/or officers that are mandated under the Companies Act, applicable regulations of the Securities and Exchange Board of India, and the National Housing Bank/Reserve Bank of India through its various Policy Circulars/Directions and those were warranted for smooth operations of the Company. The Board of Directors, along with its Committees provides leadership and guidance to the Company's management and directs, supervises, and controls its activities. The responsibility of the Board as a whole, and the Terms of Reference Committees are provided in this Report.

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, 2023, 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. Kranti Sinha
	Mr. Arun Kumar Purwar
	Ms. Mohua Mukherjee
	Mr. Mr. Venkataramanan Anantharaman **
Non-Executive other than Independent Director	Mr. Nirmal Jain
	Mr. Rajamani Venkataraman
Nominee Director	Mr. Kabir Mathur*
Executive Director & CEO	Mr. Monu Ratra

* 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.

** Mr. Venkataramanan Anantharaman was appointed as Additional Director (Independent) of the Company with effect from February 21, 2023, and shareholders of the Company at their Extraordinary General Meeting confirmed his appointment as Independent Director on March 31, 2023.

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:

Sr. No.	Skills/expertise/competence	Mr. S. Sridhar	Mr. Kranti Sinha	Mr. Arun Kumar Purwar	Ms. Mohua Mukherjee	Mr. Nirmal Jain	Mr. R Venkataraman	Mr. Monu Ratra	Mr. Kabir Mathur	Mr. Venkataramanan Anantharaman
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 over 46 years, 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.

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

Mr. Kranti Sinha is an Independent Director of our Company. He is a renowned person in the insurance and housing finance industry. He served as the Director and Chief Executive of LIC Housing Finance Limited and concurrently as the Managing Director of the LICHFL Care Homes Limited. He was also the Deputy President of the Governing Council of Insurance Institute of India and was a member of the Governing Council of the National Insurance Academy.

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

Mr. Arun Kumar Purwar works as Chairman of Eroute Technologies Private Limited, a fintech company. 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"

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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-focussed private equity fund as well as a non-banking finance company focussed on funding real estate projects as well as educational institutions.

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

Mohua Mukherjee is an Independent Director on our Board of Directors. She is a professional with over three decades of experience in development economics and has worked with the World Bank in Washington DC, and has led policy dialogue and formulated investment projects in relation to the UN's Millennium Development Goals and later the Sustainable Development Goals. She has led the India Solar Energy Team of the World Bank and designed the USD 640 million blended finance Solar Rooftops project with the State Bank of India. She has also worked for Citibank and ABN Amro in Kenya. She is currently a World Bank consultant, and an Advisor to the India Smart Grid Forum. She 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.

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

Mr. Nirmal Jain is the founder and Managing Director of IIFL Finance Limited. He holds a Bachelor's Degree in Commerce from the University of Mumbai. He is a fellow member of the Institute of Chartered Accountants of India (held the 2nd rank) and also a Cost Accountant. He holds a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad. He started his career in 1989 with Hindustan Lever Limited, the Indian arm of Unilever, where he handled a variety of responsibilities, including export and trading in agro-commodities. In 1995, he founded India Infoline Limited (earlier known as Probity Research and Services Private Limited). He is currently the Managing Director of IIFL Finance Limited.

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

Mr. Rajamani Venkataraman is the Co-Promoter and Joint Managing Director of IIFL Finance Limited. He holds a B.Tech degree from the Indian Institute of Technology, Kharagpur, and is an MBA from the Indian Institute of Management, Bangalore. He joined the IIFL Group in July 1999 and has been on the Board of Directors of the Company since its inception. He was instrumental in establishing various lines of business over the past 20 years. He previously held senior managerial positions at ICICI Limited, including ICICI Securities, its investment banking joint venture with JP Morgan, and Barclays BZW. He worked as an Assistant Vice President with GE Capital Services India in its private equity division. He has a varied experience of more than 26 years in the Financial Services sector.

List of Directorship in other listed Company	Name of Company	Category of Directorship
	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 the Abu Dhabi Investment Authority (ADIA). He has 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.

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

Mr. Venkataramanan Anantharaman has over 30 years of experience in the financial services sector, having led corporate and investment banking teams at leading international institutions, including Standard Chartered Bank, Credit Suisse, Deutsche Bank, and Bank of America. He has worked in India and Singapore with global and regional business leadership and governance

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responsibilities and has managed diverse teams. His past leadership positions include Global Head of the Global Industries Group at Standard Chartered Bank, Head of Investment Banking India at Credit Suisse, and Head of Investment Banking India at Deutsche Bank/Bankers Trust. He brings strong board-level advisory experience in sectors including technology, consumer & retail, and financial services across M&A, equity and debt capital markets, and risk management.

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

Mr. Monu Ratra is a Graduate of Architecture and an MBA with over 22 years of work experience in the Financial services industry. Mr. Ratra was instrumental in the substantial growth of IIFL Home Finance Limited's loan book during the past three years. Under his leadership, IIFL Home Finance Limited has aspired to become a key player in the affordable Housing segment and to serve the needs of Housing Finance, especially those who are underserved or untouched. Prior to joining IIFL Group, he was associated with Indiabulls Housing Finance Limited as the National Business Manager, where he was responsible for setting up and building the Retail home loan business along with their Home Equity business. Mr. Ratra has also served HDFC Limited and ICICI Bank.

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

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

During the year under review, nine (09) Board Meetings were held on the following dates: April 4, 2022; April 25, 2022; June 9, 2022; July 25, 2022; August 13, 2022; August 22, 2022; September 28, 2022; October 21, 2022; January 24, 2023. 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 Indian Public Limited Companies except 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. Further none of our Independent Directors serve as Non-Independent Director of any Company, on the Board of which any Non-Independent Director is an Independent Director.

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, 2023:

Name of the Director (DIN)	Date of original appointment	Category	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	9	Yes	4	7	5
Mr. Kranti Sinha (DIN: 00001643)	October 01, 2013	Independent Director	9	Yes	-	2	1
Mr. Arun Kumar Purwar (DIN: 00026383)	August 22, 2019	Independent Director	9	No	3	3	2
Ms. Mohua Mukherjee (DIN: 08714909)	August 26, 2021	Independent Director	9	No	-	-	-
Mr. Nirmal Jain (DIN:00010535)	December 26, 2006	Non-Executive Director	8	No	2	-	-

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Name of the Director (DIN)	Date of original appointment	Category	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. Rajamani Venkataraman (DIN: 00011919)	December 26, 2006	Non-Executive Director	6	Yes	3	3	1
Mr. Monu Ratra (DIN: 00026383)	January 28, 2016	Executive Director & CEO	9	Yes	-	1	-
Mr. Kabir Mathur (DIN: 08635072)	August 22, 2022	Nominee Director	3	NA	1	1	-
Mr. Venkataramanan Anantharaman (DIN: 01223191)	February 21, 2023	Independent Director	-	NA	1	5	3

- 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 ("IDs") and the 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 analyse 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' interests 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,

capitalise 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, participation 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, an induction programme, teamwork, performance culture, risk management and financial controls, integrity, credibility, trustworthiness, active and effective participation by members, a proper mix of competencies to conduct affairs and possessing 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 22, 2023, inter alia, to review the following:

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- 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;

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.

Familiarisation 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 Familiarisation Programme for Independent Directors to familiarise them with the workings of the Company, their roles, rights and responsibilities vis-à-vis the Company, the industry in which the Company operates its business model, among others. Further, the Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarise 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 familiarisation 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 all the 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 focussed 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/decisions with the Board/Committee Members.
- Presentations by the Management: The Board/Committee is given presentations, wherever practicable, covering finance, sales, marketing,



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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 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
- 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 payments 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 other 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 among 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 a 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 Meeting 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 call 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 fulfil 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:

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Audit Committee

The composition of the Audit Committee as on March 31, 2023, and the number of meetings held and attended by the members of the Committee during the financial year 2022-23 are summarised below:

Name	Designation	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Srinivasan Sridhar	Chairman	Independent Director	5	5
Mr. Kranti Sinha	Member	Independent Director	5	5
Mr. Rajamani Venkataraman *	Member	Non-Executive Director	3	1
Mr. Kabir Mathur**	Member	Independent Director	2	1

* Mr. Rajamani Venkataraman ceased to be a member of the Audit Committee with effect from September 20, 2022.

** Mr. Kabir Mathur, Nominee Director, inducted into the Audit Committee with effect from September 20, 2022.

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 July 20, 2022.

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:

- Recommendation for appointment, remuneration, and terms of appointment of auditors of the Company
- Review and monitor the auditor's independence, performance, and effectiveness of the audit process
- Examination of the Financial statement and the Auditors' report thereon
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Evaluation of internal financial controls and risk management systems
- Monitoring the end use of funds raised through public offers and related matters
- Appointment of an internal auditor
- The Audit Committee has such powers and performs such functions as may be required

under the Companies Act, 2013 and such other applicable Regulations as may be notified by the Securities and Exchange Board of India, the National Housing Bank/Reserve Bank of India, and other regulators from time to time

During the year under review, the Audit Committee met five times, i.e., on April 25, 2022, June 27, 2022, July 25, 2022, October 21, 2022, and January 24, 2023.

Nomination and Remuneration Committee

In terms of the provisions of Section 178 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder, the Board constituted a Nomination and Remuneration Committee of the Directors.

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

- Identify persons who are qualified to become Directors and who may be appointed in Senior Management and recommend to the Board their appointment and removal
- Carry out an evaluation of every Director's performance
- Formulate the criteria for determining the qualifications, positive attributes, and independence of a Director
- Recommend a policy to the Board, relating to the remuneration of the Directors, Key Managerial Personnel, and other employees. To devise policy on:
 - Remuneration, including any compensation related payments of the Directors, Key Managerial Personnel and other employees, and recommend the same to the Board of the Company

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- b. Board diversity is laying out an optimum mix of Executive, Independent and Non-Independent Directors keeping in mind the needs of the Company
- v. The Nomination and Remuneration Committee has such powers and performs such functions as may be required under the Companies Act, 2013 and such other applicable Regulations as may be notified by the Securities and Exchange Board of India, the 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 three times: on April 25, 2022, May 16, 2022, and August 22, 2022.

The composition of the Nomination and Remuneration Committee as on March 31, 2023, and the number of meetings held and attended by the members of the Committee during FY2022-23 are summarised below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Srinivasan Sridhar	Chairman	Independent Director	3	3
Mr. Kranti Sinha	Member	Independent Director	3	3
Mr. Rajamani Venkataraman *	Member	Non-Executive Director	3	2
Mr. Kabir Mathur**	Member	Nominee Director	-	-

* Mr. Rajamani Venkataraman ceased to be a member of the Nomination and Remuneration Committee with effect from September 20, 2022.

** Mr. Kabir Mathur, Nominee Director, inducted into the Nomination and Remuneration Committee with effect from September 20, 2022.

Stakeholders Relationship Committee

Since the Company had issued Non-Convertible Debentures to the public, the number of debenture holders were beyond a thousand. Therefore, the Board of Directors, at its meeting held on July 24, 2021, constituted a Stakeholders Relationship Committee of the Board. In terms of the provisions of section 178 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder.

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

following:

- Review of investors' complaints and their redressal
- Review and approval of the queries/requests received from the investors/shareholders
- As may be prescribed by the Board from time to time or prescribed under any statutory or regulatory provisions

During the year under review, the Stakeholders Relationship Committee met once on March 31, 2023.

The composition of the Stakeholders Relationship Committee as on March 31, 2023 and the number of meetings held and attended by the members of the Committee during FY 2022-23 are summarised below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Kranti Sinha	Chairman	Independent Director	1	1
Mr. Rajamani Venkataraman	Member	Non-Executive Director	1	1
Mr. Monu Ratra	Member	Executive Director & CEO	1	-

The Chairman of the Stakeholders Relationship Committee attended the last Annual General Meeting of the Company held on July 20, 2022.

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

During the year 2022-23, the Company received sixty three 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/debentureholders.

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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	63
3	Investor complaints disposed off during the year	63
4	Investor complaints remaining unresolved at the end of the year	-

Corporate Social Responsibility (CSR) Committee

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

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 modifications 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
- consider and propose an annual budget for CSR activities to the Board

During the year under review, the CSR Committee met thrice on July 22, 2022, March 10, 2023, and March 24, 2023.

The composition of the CSR Committee as on March 31, 2023 and number of the meetings held and attended by the members of the Committee during FY 2022-2023 are summarised below:

Name	Designation	Category	No. of meetings held	No. of meetings attended
Mr. Rajamani Venkataraman	Chairman	Non-Executive Director	3	3
Mr. Kranti Sinha	Member	Independent Director	3	3
Mr. Monu Ratra	Member	Executive Director & CEO	3	3
Ms. Mohua Mukherjee	Member	Independent Director	3	3

Risk Management Committee

The Board of Directors constituted Risk Management Committee comprising Directors and senior officials of the Company. The composition of the Risk Management Committee is provided below:

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:

- 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
- To define the methodology to measure/quantify the risks

- To control and mitigate the variety of risks involved in business
- To specify the risk tolerance of the Company
- To ensure regulatory and statutory compliance with risk management and prudential norms,
- To improve the asset quality of the Company by using risk management tools
- To maximise the profit of the Company,
- 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
- To ensure business continuity and to avoid accidents and disasters. To ensure that appropriate methodology, processes, and

**ANNEXURE – V TO DIRECTORS' REPORT (CONTD.)**

- 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.

During the year under review, the Committee met four times on April 25, 2022, July 25, 2022, October 21, 2022, and February 15, 2023.

The Risk Management Committee as on March 31, 2023, and the number of meetings held and attended by the members of the Committee during FY2022-23, are summarised below:

Name	Designation	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Monu Ratra	Member	Executive Director & CEO	4	4
Mr. Srinivasan Sridhar	Member	Independent Director	4	4
Mr. Kranti Sinha	Member	Independent Director	4	4
Ms. Mohua Mukherjee	Member	Independent Director	4	4
Mr. Rajamani Venkataraman *	Member	Non-Executive Director	2	2
Mr. Kabir Mathur*	Member	Nominee Director	2	-
Ms. Abhishikta Munjal	Member	Chief Risk Officer	4	4
Mr. Govind Modani	Member	Treasury Head	4	4

**Mr. Rajamani Venkataraman and Mr. Kabir Mathur were inducted into the Risk Management Committee with effect from September 20, 2022.

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).

During the year under review, the Committee met on April 25, 2022, July 25, 2022, October 21, 2022 and February 15, 2023.

The composition of the ALCO and the number of meetings held and attended by the members of the ALCO during the financial year 2022-2023 are summarised below:

Name	Designation	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Monu Ratra	Member	Executive Director & CEO	4	4
Mr. Srinivasan Sridhar *	Member	Independent Director	1	1
Mr. Nirmal Jain**	Member	Non- Executive Director	2	2
Mr. Rajamani Venkataraman	Member	Non-Executive Director	4	3
Mr. Kabir Mathur***	Member	Nominee Director	2	-

*Mr. Srinivasan Sridhar was inducted to the ALCO with effect from January 24, 2023.

**Mr. Nirmal Jain ceased to be a member of ALCO with effect from September 20, 2022.

***Mr. Karbir Mathur was inducted into the ALCO with effect from September 20, 2022.

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, include the following:

- Liquidity risk management
- Management of market risks
- Funding and capital planning
- Profit planning and growth projection
- Forecasting and analysing 'what if scenarios' 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 the Committee as on March 31, 2023 is provided below:

- Mr. Srinivasan Sridhar, (Independent Director) Chairman
- Mr. Arun Kumar Purwar, (Independent Director) Member
- Mr. Monu Ratra, Member
- Mr. Abhishikta Munjal, Member
- Mr. Rachit Gehani, Member
- Mr. Shankar Ramrakhiani, Member

Name	Designation	Category	No. of Meetings Held	No. of Meetings Attended
Mr. Srinivasan Sridhar	Chairman	Independent Director	2	2
Mr. Arun Kumar Purwar	Member	Independent Director	2	2
Mr. Monu Ratra	Member	Executive Director & CEO	2	2
Ms. Abhishikta Munjal	Member	Chief Risk Officer	2	2
Mr. Shankar Ramrakhiani	Member	Chief Information Security Officer	2	2
Mr. Rachit Gehani	Member	(CIO) and Digital Strategy Head	2	2
Mr. Aditya Sisodia	Member	Head Application Development	2	0
Mr. Mitesh Vora	Member	Head IT Infrastructure & Cyber Security	2	2

Remuneration of Directors

Details of Remuneration paid to Directors during FY 2022-23 and details of the number of shares and Convertible instruments held by Directors as on March 31, 2023 are as follows:

- Mr. Aditya Sisodia, Member
- Mr. Mitesh Vora, Member

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 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 the grand 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

During the year under review, the Committee met on August 18, 2022, and February 10, 2023.

The number of the meetings held and attended by the members of the IT Strategy Committee during the financial year 2022-2023 are summarised below:

**ANNEXURE – V TO DIRECTORS' REPORT (CONTD.)**

Name of Director	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	-	₹ 12,00,000	₹ 10,60,000	-	-	-
Mr. Kranti Sinha	Independent Director	-	₹ 10,00,000	₹ 9,40,000	-	-	-
Mr. Rajamani Venkataraman	Non-Executive Director	-	-	-	-	-	-
Mr. Nirmal Jain	Non-Executive Director	-	-	-	-	-	-
Mr. Arun Kumar Purwar	Independent Director	-	-	₹ 5,70,000	-	-	-
Mr. Monu Ratra	Executive Director & CEO	₹ 2,63,55,920	₹ 2,00,00,000	-	-	-	100*
Ms. Mohua Mukherjee	Independent Director	-	₹ 10,00,000	₹ 6,00,000	-	-	-
Mr. Kabir Mathur	Nominee Director	-	-	-	-	-	-
Mr. Venkataramana Anantharaman	Independent Director	-	-	₹ 30,000	-	-	-

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 and Ms. Mohua Mukherjee has been presented on the basis of commission to be paid for the FY 2022-23.

iii. No severance fees was paid to any of the Director during FY 2022-23.

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

Remuneration to Non-Executive/Independent Directors

The Non-Executive Independent 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.

Before October 01, 2021, the Company was paying sitting fees of ₹ 30,000 (Rupees Thirty Thousand only) per meeting to the Non-Executive Independent Directors. 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 directly related to the Director's attendance, 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 the 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.

ANNEXURE – V TO DIRECTORS' REPORT (CONTD.)

Verification of compliance 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
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
June 11, 2020	IIFL House, Sun Infotech Park, Road No. 16V, Plot No., B-23, MIDC Thane Industrial Area, Wagle Estate, Thane – 400604	04:30 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 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).

General Shareholder Information

1	Annual General Meeting	For the details please refer to the Notice of ensuing Annual General Meeting
2	Finance Year (2022-23)	From April 1 to March 31 Results for the quarter ended on June 30, 2022 – within 45 days from the end of the quarter Results for the quarter ended on September 30, 2022 – within 45 days from the end of the quarter Results for the quarter ended on December 31, 2022 – within 45 days from the end of the quarter Results for the quarter and year ended on March 31, 2023 – within 60 days from the end of the quarter
3	Dividend payment date (Interim dividend)	During the financial year 2022-23, your Company had declared ₹ 40 per equity share and payment was made on January 30, 2023
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

**ANNEXURE – V TO DIRECTORS' REPORT (CONTD.)**

	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
7	In case the securities are suspended from trading, the directors report shall explain the reason thereof	Not Applicable
8	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
9	Share transfer system	Equity shares- in house NCDs are in dematerialised form transfer and transmission of security is outsourced to Registrar and transfer agent
10	Distribution of shareholding	Not Applicable
11	Dematerialisation of Shares and liquidity	All shares are in dematerialized form.
12	Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity	Not Applicable
13	Commodity price risk or foreign exchange risk and hedging activities	Not Applicable
14	Plant locations	Not Applicable
15	Address for Correspondence	Mr. Ajay Jaiswal, Company Secretary & Compliance Officer Plot No. 98, IIFL Towers, Udyog Vihar, Phase IV, Gurugaon, Haryana - 122015
16	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 in the Directors' report

Shareholding Pattern**Categories of Equity Shareholders as on March 31, 2023**

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	5376457	20.41
Mr. Govind Modani*	Individual	100	-
Mr. Narendra Jain*	Individual	100	-
Mr. Monu Ratra*	Individual	100	-
Mr. Amit Kumar Gupta*	Individual	100	-
Ms. Sneha Patwardhan*	Individual	100	-
Total		2,63,44,638	-

*Individual shareholders are holding shares as nominees 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.

(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 victimisation of whistle-blowers, who avails such mechanism and also provides for the access to the Chairman of Audit Committee. None of the whistle-blowers 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://storage.googleapis.com/iifl-hfc-storage/files/policies/Policy-on-determining-Material-Subsidiary_1.pdf.**(f) Web-link where policy on dealing with related party transactions is disclosed at <https://storage.googleapis.com/iifl-hfc-storage/files/policies/Related%20Party%20Transaction%20Policy-track%20-%20Clean.pdf>****(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.****(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:

**ANNEXURE – V TO DIRECTORS' REPORT (CONTD.)**

Particulars	Amount (₹ in Millions)
Audit Fee	3.65
Limited Review	1.36
Other matters and certification	2.48
Out of Pocket Expenses	0.68
Others, if any	
Total	8.17

(l) Prevention of Sexual Harassment

The Company recognises 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 complaints received nor any outstanding as on April 1, 2022 and March 31, 2023.

- 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 the financial year: Nil

Number of workshops or awareness programmes against sexual harassment carried out: The Company regularly sensitises 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.

- 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
- 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.
- The disclosures of the compliance with corporate governance requirements specified in regulations 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.

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') on a 'comply or explain' basis until March 31, 2023.

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**For and on behalf of the Board of Directors**

Monu Ratra
Executive Director & CEO
DIN: 07406284
Place: Gurugram
Date: April 24, 2023

R. Venkataraman
Director
DIN: 00011919
Place: Mumbai

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.

I, Monu Ratra, Chief Executive Officer and Executive Director, and Amit Gupta, Chief Financial Officer, hereby certify that:

- We have reviewed the Financial statements and the Cash Flow statement for the year under review and that to the best of their knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - 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.
- To the best of their knowledge and belief, there were no transactions entered into by the listed entity during the year which are fraudulent, illegal, or violative of the listed entity's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the 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.
- We have indicated to the auditors and the Audit committee
 - Significant changes in internal control over financial reporting during the year
 - Significant changes in accounting policies during the year have been disclosed in the notes to the financial statements
 - 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
Date: April 24, 2023

Amit Gupta
Chief Financial Officer

**DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT**

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, 2023, 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: April 24, 2023

CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to 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 by **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 situated at Plot No. 98, Udyog Vihar Phase-IV, Gurgaon, Haryana- 122015, for the financial year ended on **March 31, 2023**, as stipulated in the relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "**SEBI (LODR), 2015**").

The compliance of conditions of Corporate Governance is the responsibility of the Management. 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.

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 the above-mentioned Listing Regulations. However, stricter compliances with respect to disclosures and timelines is required to be adhered by the Company in true letter and spirit.

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

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Date: 24.04.2023
Place: New Delhi
UDIN: F005123E000174261

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Notice No. 20220107-16 read with Schedule V Para C clause (10)(i) of the SEBI (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 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, as amended from time to time.

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 on March 31, 2023 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 as of March 31, 2023
1.	07406284	Mr. Monu Ratra	Whole-time Director
2.	00004272	Mr. Srinivasan Sridhar	Director
3.	00001643	Mr. Kranti Sinha	Director
4.	00010535	Mr. Nirmal Bhanwarlal Jain	Director
5.	00011919	Ms. Venkataraman Rajamani	Director
6.	00026383	Mr. Arun Kumar Purwar	Director
7.	08714909	Mr. Mohua Mukherjee	Director
8.	08635072	Mr. Kabir Mathur*	Nominee Director
9.	01223191	Mr. Anantharaman Venkataramanan**	Director

* Mr. Kabir Mathur was appointed w.e.f. August 22, 2022

** Mr. Anantharaman Venkataramanan was appointed w.e.f. February 21, 2023

Ensuring the eligibility for the appointment/re-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
Peer Review No. 734/2020
Firm Registration No. P2001DE016100

CS Manish Gupta
Partner
FCS: 5123; C.P. No.: 4095

Place: New Delhi
Date: 24.04.2023
UDIN: F005123E000174336