



We understand you are interested in

03 APR 2024

To,

**The Board of Directors,  
IIFL Finance Limited**  
IIFL House, Sun Infotech Park  
Road No.16V, Plot No. B-23  
Thane Industrial Area, Wagle Estate  
Thane – 400 604

**HDFC Bank Limited.**  
Capital & Commodity Markets,  
Bank, and Custody Group,  
Zenith House 2nd Flr, Opp  
Racecourse, Arya Nagar,  
Mahalakshmi, Mumbai - 400034

Dear Sir/Madam,

**Re: Proposed rights issue of equity shares of ₹ 2 each (the “Equity Shares”) by IIFL Finance Limited (the “Company”, and such issue, the “Issue”)**

We, HDFC Bank Limited, do hereby consent to act as the Banker to the Issue and to the inclusion of our name and details mentioned herein being inserted as a Banker to the Issue in the Letter of Offer intended to be filed with the Securities and Exchange Board of India (the “SEBI”) and BSE Limited and National Stock Exchange of India Limited (the “Stock Exchanges”), as applicable, and in any other documents and materials in relation to the Rights Issue (“Issue Materials”).

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLM in connection with the Rights Issue. The following details with respect to us may be disclosed in the Issue Materials:

**Name:** HDFC Bank Limited

**Address:**

FIG-OPS Department – Lodha,  
I Think Techno Campus O-3 Level,  
Next to Kanjurmarg Station,  
Kanjurmarg (East),  
Mumbai – 400042,  
Maharashtra, India

**Telephone Number:** +91 22 30752929 +91 22 30752928 +91 22 30752914

**Email:** siddharth.jadhav@hdfcbank.com, sachin.gawade@hdfcbank.com, eric.bacha@hdfcbank.com,  
tushar.gavankar@hdfcbank.com, pravin.teli2@hdfcbank.com

**Website:** www.hdfcbank.com

**Contact Person:** Eric Bacha/Sachin Gawade/Pravin Teli/Siddharth Jadhav/Tushar Gavankar

**SEBI Registration Number:** INB100000063

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

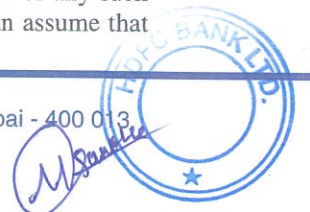
We agree to keep information regarding the Issue strictly confidential.

We further confirm that the above information in relation to us is true, correct, accurate, complete and not misleading in any respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Issue (“BRLM”) until the date on which securities of the Company to be issued pursuant to the Issue, start trading on the stock exchange/s. In the absence of any such communication from us, BRLM and the legal counsels, each to the Company and the BRLM, can assume that

[www.hdfcbank.com](http://www.hdfcbank.com)

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013  
Corporate Identity No.: L65920MH1994PLC080618





there is no change to the above information until the date of commencement of listing and trading on the stock exchange/s of the Equity Shares issued pursuant to the Issue.

This consent letter, including any annexures hereto is for information and for inclusion (in part or full) in the Issue Materials, and may be relied upon by the Company, BRLM and the legal counsel to each of the Company and the BRLM in relation to the Issue.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Issue, which will be available for public for inspection from date of the filing of the Letter of Offer until the Issue Closing Date.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Materials.

Yours faithfully,

For and on behalf of HDFC Bank Limited



**Authorized signatory**

Name: Mayuresh Sankhe

Date: 03/04/2024

CC:

**Ambit Private Limited**

Ambit House, 449,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai – 400 013,  
Maharashtra, India

**Motilal Oswal Investment Advisors Limited**

Motilal Oswal Tower, 10<sup>th</sup> Floor,  
Rahimtullah Sayani Road, Prabhadevi,  
Mumbai – 400 025

**J. Sagar Associates**

One Lodha Place, 27th Floor,  
Senapati Bapat Marg,  
Lower Parel, Mumbai – 400013,  
Maharashtra, India



Annexure A

1. Registration Number:	INBI00000063
2. Date of registration / Renewal of registration:	January 31, 2013
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	Not Applicable
5. Any communication from SEBI prohibiting HDFC Bank Limited from acting as Banker to the Issue:	Not Applicable
6. Any enquiry/investigation being conducted by SEBI:	Not Applicable
7. Details of any penalty imposed:	Not Applicable
8. Period upto which registration/renewal fees have been paid:	January 30, 2025

