

Terms of Reference of Finance Committee

- i. To determine and approve timing, nature, type, pricing and such other terms and conditions of the issue of Debenture including coupon rate, minimum subscription, retention of oversubscription, if any and early redemption thereof;
- ii. To borrow funds for meeting short term requirement of funds of the Company by issuing Commercial Papers.
- iii. To buyback Commercial Papers;
- iv. To invest funds of the Company from time to time in equity shares, preference shares, debt securities, bonds, whether listed or unlisted, secured or unsecured, fixed deposits, units of mutual fund, security receipts, securities, etc taking into consideration all investment parameters subject to such amount and limits as provided in the Investment policy of the Company and any amount above this said amount shall require the approval of Board at its Board Meeting;
- v. To allot securities of the Company including equity shares, preference shares, debt securities, bonds, etc from time to time;
- vi. To enter into derivative transactions viz. Generic and/ or Structured derivative transactions on behalf of the Company subject to condition that structured derivative shall not have any naked position;
- vii. To enter into security trustee Agreement for bank borrowing;
- viii. To enter into securitization/assignment transaction/s in the name of Company in terms of extant Guidelines on Securitization;
- ix. Opening, closing and operations of various bank accounts from time to time;
- x. To avail various value added services from the Banks for operation of account(s) held with the Banks including but not limited to cash management services, internet banking, operations of accounts by fax or such other mode as may be feasible from time to time;
- xi. To approve and make changes to the Draft Prospectus, to approve the final Prospectus, including any corrigendum, amendments supplements thereto, and the issue thereof;
- xii. To all other matters relating to the issue of debentures and do all such acts, deeds, matters and things including execution of all such deeds, documents, instruments, applications and writings as it may, at its discretion, deem necessary and desirable for such purpose including without limitation the utilization of the issue proceeds, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, extension of Issue and/or early closure of the Issue.
- xiii. To borrow funds for and behalf of the Company up to maximum amount as determined by the Board of Directors of the Company from time to time and to create mortgage, charge, hypothecation or any other security on the assets/receivables, present or future of the Company in connection with borrowing availed/to be availed by the Company.
- xiv. To authorize various persons from time to time for various operational purposes including signing of master loan agreements, loan documents, subscription agreement, escrow agreements, security documents, term sheets, non- disclosure agreement, other agreements, sanction letter, power of attorney, complaints, notices, applications, documents, submissions, instructions, etc;

IIFL Home Finance Limited

Corporate Identity Number: U65993MH2006PLC166475

Corporate Office: Plot No. 98, Udyog Vihar, Phase –IV, Gurgaon – 122015 (Haryana)

Registered Office: IIFL House, Sun Infotech Park, Road No. 16V Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane- 400604

Tel: (91-124) 478 0900 • **Email:** secretarialhfc@iiflhomeloans.com • **Website:** iiflhomeloans.com

- xv. To authorize various persons from time to time to sanction loans under various financial products and matters pertaining to credit, risk, release of collateral, sale of collateral, signing and execution of loan document, etc;
- xvi. To authorize various persons from time to time to sign the Vakalatnamas, Plaints, Applications, Replies, Written Statements, Affidavits and other paper/documents in the legal proceedings, appeals etc filed by the Company or against the Company and to appear before the Court, Tribunal and other Judicial/Quasi Judicial bodies, Local Authority and other Government Authorities;
- xvii. To avail guarantee from companies, body corporates and any person from time to time in connection with a loan, financial assistance, etc availed by the Company from Bank, Financial Institution, Non-Banking Financial Companies, other body corporates, etc;
- xviii. To avail security from Companies, body corporates and any person from time to time to be provided as collateral/security in connection with a loan, financial assistance, etc availed by the Company from Bank, Financial Institution, Non-Banking Financial Companies, other body corporates, etc;
- xix. To offer assurances on behalf of other Companies, body corporates and any person from time to time, in the form of guarantee, security, undertakings, letters (including without limitation, letter of comfort), deeds, declarations or any other instruments in connection with loan availed by them from Bank, Financial Institution, Non-Banking Financial Companies, other body corporates, etc upto such limit, if applicable, as delegated / decided by the Board from time to time;
- xx. To authorize various persons from time to time to sign and execute applications, documents and agreements related to lease, rent, telephone connection, electricity connection, shops and establishment license, trade license, road permit and Internet and broadband connection, opening of new branches and other operational matters in the ordinary course of business of the Company or incidental or in connection thereto.
- xxi. To authorize various persons from time to time to act as a representative of the Company in respect of a) the investments in shares, securities, debentures, instruments, etc held by the Company and b) companies to which Company is a creditor and to do the following:-
 - a. To attend the general meetings & meetings of the creditors;
 - b. To sign proxy form, postal ballot form, shorter consent notice, consent for dispensation from holding meeting in case of Merger and Amalgamation and other documents;
 - c. To exchange correspondence & communication with the Investee companies, companies to which the Company is a creditor;
 - d. Approving the request of transfer and transmission of securities of the Company; and
 - e. Approving the request for issue of duplicate Security certificate, split Security certificates, etc.

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- xxii. To do all such acts, deeds and things which the Board is empowered to do as per Section 42 of the Companies Act, 2013 read with rules framed thereunder, as may be necessary or expedient, from time to time.
- xxiii. To approve all other matters relating to the issue and do all such acts, deeds, matters and things including execution of all such deeds, documents, instruments, applications and writings as it may, at its discretion, deem necessary and desirable for such purpose including without limitation the utilization of the issue proceeds, modify or alter any of the terms and conditions, including size of the Issue, as it may deem expedient, extension of Issue and/or early closure of the Issue.
- xxiv. To authorize various persons from time to time under Income Tax Act, Goods and Services Tax and other taxation laws.
- xxv. To authorize various persons from time to time to sign and execute various agreements, papers, documents, undertakings, letters, memorandum of understanding, applications, statements, submissions, etc including any modification of the above, and other necessary documents, for and on behalf of the Company, as may be required in the ordinary course of business of the Company.

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