TERMS AND CONDITIONS FOR NON-EXECUTIVE & INDEPENDENT DIRECTOR OF RELIGARE HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

The Board of Religare Housing Development Finance Corporation Limited ('RHDFCL/'Company') on April 23, 2026 had approved the re-appointment of Mr. Dalbir Singh as a Non-Executive & Independent Director of the Company as per the provisions of Section 149, 152 of the Companies Act, 2013 ("Act").

The terms and conditions of his re-appointment will be as under:

Tenure of Appointment

His term of re-appointment be for consecutive five years from the date of appointment subject to the condition that he continue to meet the criteria for being an Independent Director as envisaged in the "Act" rules thereunder. His appointment is also subject to the maximum permissible Directorships that one can hold as per the provisions of the Act.

Criteria of Appointment

The Board of Directors of the Company inter alia has given due consideration to his candidature of being qualified as 'independent' in accordance with the provisions of the Act. His appointment as an Independent Director is subject to the shareholders' approval. He is expected to continue to be qualified as 'independent' during his tenure and provide periodic declaration to the effect as required by regulations/Act. He will be categorized as "Independent Director" in the annual report and other documents and publications of the Company. If circumstances change and he believes it may not be possible for him to retain his independence, he should discuss this with the Board of Directors as soon as practicable.

Performance Evaluation

His performance evaluation shall be done by the Board of Directors annually without his participation vis-versa he will participate in reviewing the performance of other directors as per Company's Board Evaluation policy.

Prohibition on Insider Trading

He will observe the Religare Code of Conduct for Prevention of Insider Trading, the requirements under the Act and relevant SEBI Regulations. He should not make any statements that might trigger a breach of these requirements except as permitted by law or with prior clearance from the Board of Directors or Company Secretary.

Role on the Board

He is expected to provide his expertise, experience and inputs inter alia including but not limited to in the fields of business strategy, planning, management and corporate governance in the functioning of the Board. He should allocate requisite time for Board preparatory work and travel.

Memberships of other Boards

It is expected that he will not serve on the Board of competing companies. However, if he intend to join the Board of competing companies, he will seek prior approval of the Company's Board.

Duties and Liabilities

His role and duties will be those required of a Non-Executive and Independent Director under the Act. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

a. He shall act in accordance with the Company's Articles of Association.
b. He shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.
c. He shall discharge his duties with due and reasonable care, skill and diligence.
d. He shall not involve himself in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
e. He shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners or associates.
f. He shall not assign his office as Director and any assignments so made shall be void.

He will follow the highest standards of confidentiality. He shall not disclose to any person or company (either during the course of the tenure or at any time after resignation), any confidential information concerning the Company or any of its Group Company which he acquire by virtue of his position as a Director, except as permitted by law or with prior clearance from the Board of Directors.

The laws and regulations that currently govern the duties and liabilities of an Independent Director are as per the Act (including rules thereunder). Apart from other duties, he is specifically required to follow "the code for the Independent Director" as per Schedule IV of the Act.

Further, he is required to make disclosures as and when required as per the requirements of the Act.

In case, he so desire, Company would help him to familiarize himself with the duties and liabilities of an independent director.

As per Section 149 of the Act, he will be held responsible, only in respect of such acts or omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

Directors and Officers Liability Insurance Policy

Religare Enterprises Limited (REL), Ultimate Holding Company of RHDFCL, as on date, has a Directors and Officers Liability Insurance Policy which covers the subsidiaries of REL. Accordingly, RHDFCL Board Members would be covered /indemnified as per the Directors and Officers Liability Insurance Policy of REL.

Status of Appointment

He will not be an employee of the Company and this letter shall not constitute a contract of employment.

Remuneration

He may be entitled to remuneration as per applicable provisions of laws for the time being in force and in accordance with the criteria, as approved by the Board of Directors on the recommendation by the Nomination and Remuneration Committee, within the overall limits approved by the shareholders and the applicable legal provisions. He may also be paid remuneration by commission as per the provisions of the Act and approved by the Board and the Shareholders from time to time.

He will also be entitled to sitting fee for attending the meetings of the Board/ Committee thereof either personally or through video conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors. The sitting fees presently payable to the Non-Executive & Independent Director is Rs. 50,000/- (Rupees Fifty Thousand Only) per meeting of the Board and Rs. 25,000 (Rupees Twenty Five Thousand Only) per meeting of the Committee. The remuneration and fee payable shall be subject to applicable tax. In addition to the above he will be entitled to reimbursement of all expenses for participation in the Board and other meetings.

Termination

He may resign from his position at any time voluntarily however he is requested to serve a reasonable written notice to the Board before leaving his position.

Continuation of his appointment is contingent on him subject to the approval by the shareholders in accordance with provisions of the "Act" and the Articles of Association of the Company. He will not be entitled for compensation if the shareholders do not approve his appointment in the ensuing General Meeting of the Company.

His appointment may also be terminated in accordance with the provisions of the Articles of Association of the Company from time to time in force.

General

All the terms as mentioned above including his appointment, remuneration, professional conduct, role, duties and liabilities and evaluation shall be governed by the "Act" and rules made thereunder as amended from time to time.

His letter of appointment and any non-contractual obligations arising out of it or in connection with his letter of appointment shall be governed by and shall be construed in accordance with the laws of India and subject to the exclusive Jurisdiction of the Courts of India.