RELIGARE HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

DIRECTOR'S APPOINTMENT & REMUNERATION POLICY

Original date of Policy	July 24, 2014
Subsequent modification(s)	February 05, 2022 July 27, 2026

A. Preamble

The Board of Directors ("Board") of Religare Housing Development Finance Corporation Finance Limited ("Company"), has adopted the Director's Appointment and Remuneration Policy (hereinafter referred to as "**Policy**") and procedures with regard to appointment and remuneration of Directors as defined herein. The Nomination and Remuneration Committee will review and may amend this Policy from time to time.

This Policy will be applicable to the Company and it shall define framework for appointment and remuneration of Directors (including the Independent Directors) based on the laws and regulations applicable to the Company. This Policy shall stand amended/ modified to the extent any regulatory/ statutory requirements become applicable on the Company with respect to appointment and remuneration of Directors, from time to time.

B. Purpose

This Policy has been formulated as per the requirement of Sections 134, 178, Schedule IV of the Companies Act, 2013 ("Act") read with applicable rules and regulations under the Act with the following objectives"

(i) To have a Board with diverse background , expertise experience in areas that are relevant for the Company;

(ii) To ensure well- defined framework for appointment and fairness in the remuneration process of the Directors of the Company; and

(iii) To attract and retain the best suitable candidates/ professionals on the Board of the Company.

C. Definitions

"**Company**" means Religare Housing Development Finance Corporation Limited.

"**Nomination and Remuneration Committee**" or "**NRC"** means the Committee of the Board of Directors of the Company constituted under provisions of Companies Act, 2013.

"**Board**" means the Board of Directors of the Company.

"**Policy**" means Director's Appointment and Remuneration Policy.

"**MD**" means Managing Director of the Company. "**ED**"

means the Executive Director of the Company. "**WTD**"

means the Whole Time Director of the Company. "**CEO**"

means Chief Executive Officer of the Company.

D. Details

The Board of the Company shall constitute the Nomination and Remuneration Committee ("NRC") of the Company with the powers, functions and duties as laid down in relevant provisions of Section 178 of the Companies Act, 2013. The NRC will be is vested with the authority to identify candidates for appointment to the Board of Directors and it will determine the criteria of appointment of a Director to the Board. The NRC, along with the Board, on continuous basis will review appropriate skills, characteristics expertise, qualification, track record, and experience required for the Board as a whole and also the individual Board members. The objective is to have a Board with diverse background, expertise, and experience in areas relevant for the Company and its business.

Pursuant to Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions dated November 28, 2025, as amended from time to time, the Company shall adopt a Board approved Policy to ensure adherence with the prescribed 'Fit and Proper' criteria based on which the NRC will ascertain suitability of a person before appointment of the person as a Director in the Board and also review suitability of a person, on a continuing basis, after the person is appointed as a Director. The NRC shall also ensure that there is no conflict of interest in appointment of the Directors and their independence is not subject to potential threats due to any such conflict.

In evaluating the suitability of individual Board Member, the NRC will also take into account other multiple factors, including general understanding of the business, education, professional background, personal achievements, etc. Few important criteria against which each prospective candidate will also be evaluated are personal and professional ethics, integrity and values. He/she should be willing to devote sufficient time and effort in carrying out their duties and responsibilities effectively & must have the aptitude to critically evaluate management's working as part of a team.

The NRC will evaluate each prospective candidate with the objective of having a group that best enables the success of the company's business. Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the MD/ ED/ WTD/ CEO/ NRC will make an invitation to the new member to join the Board as a Director. On acceptance of the same, the new Director will be appointed by the Board.

The form and amount of Director's remuneration will be recommended by the NRC to the Board and Shareholders, as the case may be for approval within the maximum amount permissible under the law. The Employee Directors will not be paid any remuneration for Board membership in addition to their regular employee compensation. The NRC will conduct a review of director compensation on a periodic basis to ensure directors of the Company are compensated effectively in a manner consistent with the strategy of the Company, and to further ensure that the Company will be able to attract, retain and reward those who contribute to the success of the Company.