

May 30, 2024

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 540709

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
NSE Scrip Symbol: RHFL

Dear Sir(s),

Sub.: Secretarial Compliance Report for the year ended March 31, 2024

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Secretarial Compliance Report for the financial year ended March 31, 2024, issued by M/s. Mayank Arora & Co, Practicing Company Secretaries.

Thanking you.

Yours faithfully,
For **Reliance Home Finance Limited**

Krutika Gada
Company Secretary & Compliance Officer

Encl.: As Above.

MAYANK ARORA & Co.

COMPANY SECRETARIES

To,
The Board of Directors
Reliance Home Finance Limited

CIN: L67190MH2008PLC183216

Add: Trade World, Kamala Mills Compound, 7th Floor, B Wing, Senapati Bapat Marg, Lower Parel (West), Mumbai, 400 013

We have been engaged by **Reliance Home Finance Limited** (hereinafter referred to as 'the Company') whose equity shares are listed on BSE Limited (Scrip Code: 540709) and the National Stock Exchange of India Limited (Symbol Code: RHFL) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all SEBI Act, SCRA and all applicable Rules, Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon. This is neither an audit nor an expression of opinion.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Annual Secretarial Compliance Report in the format prescribed is enclosed herewith.

Date: 30.05.2024
Place: Mumbai
UDIN: F010378F000506588

For Mayank Arora & Co.
Company Secretaries

MAYANK ARORA
Digitally signed by
MAYANK ARORA
Date: 2024.05.30
23:06:16 +05'30'

Mayank Arora
Partner

C.P. No. 13609

PR No. 679/2020

**Secretarial Compliance Report of
Reliance Home Finance Limited for the year ended
March 31, 2024
[Under regulation 24A of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015]**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Reliance Home Finance Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended on March 31, 2024 ("Review Period") in respect of compliance with the provisions of:
 - a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there-under; and
 - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there-under and the Regulations, circulars, guidelines issued there-under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable as there was no reportable event during the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **not applicable to the Company during the period under review**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not applicable as there was no reportable event during the review period;**
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued there-under;

and based on the above examination, we hereby report that during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines Including Specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
1	Every listed entity shall upload the shareholding pattern with 21 days of end of each quarter on the stock exchanges	Regulation 31(1)(b) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015	The company has failed to upload the shareholding pattern within the due date for the quarter ended December 31, 2023	BSE & NSE	Fine levied	The company has failed to upload the shareholding pattern within the due date for the quarter ended December 31, 2023	Rs.1,48,680 (inclusive of GST @18% i.e. Rs. 22,680) each exchanges for non-compliances in point no.1, 2 and 3.	The company has failed to upload the shareholding pattern within the due date for the quarter ended December 31, 2023. However, the company has uploaded the same on 05/03/2024	KFin Technologies Limited, Registrar and Transfer Agent (RTA) of the Company has suspended its RTA services to the Company in view of non-payment of the outstanding dues and has also not released the compliance reports timely for the quarter ended December 31, 2023. The Company had made requisite disclosures in this regards to the Stock Exchanges and SEBI. Subsequently, the	
2	Every listed entity shall submit a statement giving the number of investor complaints pending at the beginning of the quarter, those received during	Regulation 13(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015	The company has failed to upload the statement of investors complaints within the due date for the quarter ended December 31, 2023			The company has failed to upload the statement of investors complaints within the due date for the quarter ended December 31, 2023		The company has failed to upload the statement of investors complaints within the due date for the quarter ended December 31, 2023		

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines Including Specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
	the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter within 21 days from the end of the quarter with the stock exchanges		2023			2023		2023. However, the company has uploaded the same on 05/03/2024	Company had submitted all the compliances for the quarter ended December 31, 2023 with the stock exchanges.	
3	Every listed entity shall submit on a quarterly basis share reconciliation audit report to the stock exchanges within 30 days from end of the quarter.	Regulation 76 of the SEBI (Depositories & Participants) Regulations, 2018	The company has failed to upload the share reconciliation audit report within the due date for the quarter ended December 31, 2023			The company has failed to upload the share reconciliation audit report within the due date for the quarter ended December 31, 2023		The company has failed to upload the share reconciliation audit report within the due date for the quarter ended December 31, 2023. However, the company has uploaded the same on 06/03/2024		

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines Including Specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Re- marks
4	SEBI (Listing Obligations and Disclosure Requirements), 2015, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Debenture Trustee) Regulations, 1993.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Debenture Trustee) Regulations, 1993.	SEBI had issued an Adjudication Order (AO) dated September 12, 2023 (received through e-mail from SEBI on September 13, 2023) under Section 15-I of the SEBI Act, 1992, read with Rule 5 of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 against the Company imposing penalty of Rs.15 lakh for violation of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Debenture Trustee) Regulations, 1993				Rs.15 lakh	The Company had paid the penalty amount on 30-10-2023	The Company had paid the penalty amount on 30-10-2023	

Note:

1. The Company have erroneously missed to do XBRL filings as per SEBI Circular No. 20230127-37 dated 27th January, 2023, SEBI Circular No. 20230614-44 dated 14th June, 2023 and SEBI Circular No. 20231208-34 dated 08th December, 2023 during the period under review.
2. Further, KFin Technologies Limited, Registrar and Transfer Agent (RTA) of the Company has suspended its RTA services to the Company in view of non-payment of the outstanding dues and has also not released the compliance reports timely for the quarter ended December 31, 2023. The Company had made requisite disclosures in this regards to the Stock Exchanges and SEBI. Subsequently, the Company had submitted all the compliances for the quarter ended December 31, 2023 with the stock exchanges.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement(Regulations/ circulars/ guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
1.	The provisions of the SEBI Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices in relation to securities markets) Regulations, 2003	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices in relation to securities markets) Regulations, 2003	SEBI had issued an Interim Order cum Show Cause Notice dated February 11, 2022 under Sections 11(1), 11(4) and 11B(1) of the SEBI Act, 1992 ("Notice") against the Company, its individual promoter and the then Key Managerial Personnel ("Notices") and has restrained the Notices from buying, selling, or dealing in securities, either directly or indirectly, in any	The Securities and Exchange Board of India (SEBI)	-	-	-	As informed, the Company has filed its response to the said notice.	The Company has filed its response to the said notice. The Notice is an Interim Order and no financial implication can be ascertained at this stage.	-

Sr. No.	Compliance Requirement(Regulations/ circulars/ guidelines Including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re- marks
			manner whatsoever until further notice. Further, Individual Noticees have been restrained from associating themselves with any intermediary registered with SEBI, any listed public company or from acting as a director / promoter of any public company which intends to raise money from the public, till further notice.							

Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised/ observations.

(c) During the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks byPCS
1	<p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	Nil
2	<p>Adoption and timely updating of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	NIL
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	Nil
4	<p>Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	N.A.	Nil
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries 	N.A.	The Company does not have any subsidiary.

6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	Nil
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued there under	Yes	As mentioned in this Report.

12	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	Nil
13	<p>No additional non-compliances observed:</p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	NA	There are no additional non-compliances observed in the Company.

(d) Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019

	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial</p>	NA	Not Applicable during the year under review.

	<p>year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	
2.	<p>Other conditions relating to resignation of statutory auditor</p>	<p>NA</p>
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the</p>	<p>Not Applicable during the year under review.</p>

	<p>auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/ CMD1/ 114/2019 dated 18th October, 2019.	NA	Not Applicable during the year under review

Notes:

a. Implementation of Resolution Plan

Pursuant to the approved Resolution Plan of the Company by its Lenders in terms of RBI Circular No. RBI/2018-19/ 203, DBR.No.BP.BC.45/21.04.048/2018-19 dated June 7, 2019 on Prudential Framework for Resolution of Stressed Assets, the order of Hon'ble Supreme Court of India dated March 3, 2023 and the special resolution passed by the Shareholders dated March 25, 2023, the Resolution Plan comprising the total Resolution amount of Rs.3,351 crore had been implemented.

Further, in pursuance of the implementation of the Resolution Plan, Debenture Holders (other than Dissenting Debenture Holders) had been paid in terms of their respective entitlement under the Resolution Plan in full and final settlement of their dues. The Company had kept an amount equivalent to their respective entitlement as per Resolution Plan in full and final settlement of dues of the said Dissenting Debenture Holders in fixed deposit and Debenture Holders would be paid upon receipt of assent to the Resolution Plan.

Further the NCLT, Mumbai Bench had passed an order on January 9, 2024, in regard to dissenting debenture holders represented by Catalyst Trusteeship Limited (Trustees) and directed the Company to include the debenture holders represented by Trustees into the Resolution Plan on same set of terms and conditions, as are applicable to the assenting and deemed to be assenting members. However, it was also clarified in the NCLT Order that the debenture holders shall be further compensated for time value of money in relation to such sums, as is already distributed to assenting and deemed to be assenting members, at the rate applicable to such debentures. The remaining terms shall remain the same. The Company is in discussion with Catalyst Trusteeship Limited (Trustees) for making the payment to the said dissenting debenture holders.

Post transfer of business undertaking, the Board of Directors of the Company had considered and approved the surrender of Certificate of Registration (CoR) as a housing finance institution to NHB and in-principal approval for voluntary liquidation of the Company, subject to requisite permissions, sanctions and approvals. The Company had applied for voluntary surrender of its CoR as a housing finance institution under Section 29A(6) of the National Housing Bank (NHB) Act, 1987 and the Reserve Bank of India vide its Order dated January 25, 2024 had approved Company's application for surrender of its CoR on account of voluntary exit from housing finance business. Pursuant to the above Order, the Company has sought the shareholders approval through Postal Ballot notice dated April 26, 2024 for change the name and object clause of the Company.

b. Re-classification of Persons belonging to the Promoter Group to Public

The Company had received the Application(s) and cum Undertaking(s) from the Persons belonging to the Promoter Group of the Company, for reclassifying them from 'Promoter Group' to 'Public Category' under Regulation 31A of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") and had submitted an application for approval in the prescribed format with BSE Limited and the National Stock Exchange of India Limited (the "Stock Exchanges") for approval. The application is pending for approval from the Stock Exchanges.

c. Reliance Capital Limited ("RCap"), Promoter of the Company has sold its entire shareholding in the Company. Resultantly, the Company has ceased to be an Associate of RCap with effect from August 9, 2023.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the Intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Thanking You,

Date: 30.05.2024
Place: Mumbai
UDIN: F010378F000506588

For Mayank Arora & Co.
Company Secretaries

MAYANK Digitally signed by
MAYANK ARORA
ARORA Date: 2024.05.30
23:06:42 +05'30

Mayank Arora
Partner

C.P. No. 13609
PR No. 679/2020