

RELIANCE

**HOME
FINANCE**

Annual Report 2022-23



Padma Vibhushan

Shri Dhirubhai H. Ambani

(28th December, 1932 – 6th July, 2002)

Reliance Group – Founder and Visionary

Reliance Home Finance Limited

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Toll free no. (India) : 1800 309 4001 Whatsapp No. : +91 91000 94099 E-mail : rhflinvestor@kfintech.com		

15th Annual General Meeting on Friday, September 29, 2023 at 12:00 noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Reliance Home Finance Limited

Notice

Notice is hereby given that the 15th Annual General Meeting (AGM) of the Members of **Reliance Home Finance Limited** will be held on Friday, September 29, 2023 at 12:00 noon (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudeep Ghoshal (DIN: 09536193) (nominated by Reliance Capital Limited), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

By Order of the Board of Directors

Parul Jain
Company Secretary & Compliance Officer

Registered Office:

The Ruby, 11th Floor, North-West Wing
Plot No. 29, Senapati Bapat Marg
Dadar (West), Mumbai 400 028
CIN: L67190MH2008PLC183216
Website: www.reliancehomefinance.com

July 28, 2023

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the 'Act'), the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Since the AGM is being held through VC / OAVM, physical attendance of members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
3. **Re-appointment of Director:**

At the ensuing Annual General Meeting, Mr. Sudeep Ghoshal (nominated by Reliance Capital Limited), Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment.

The relevant details pertaining to Mr. Sudeep Ghoshal pursuant to applicable provisions of Regulation 36 of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) is given below:

Mr. Sudeep Ghoshal, aged 47 years, a War Veteran and a Corporate Real Estate Services professional with 26 years of overall experience have been involved in infrastructure development projects, administrative management, integrated security management, logistics in various industry segments like IT, ITES and NBFC. As a combat veteran, Sudeep brings unique perspectives gained from his battlefield experience to his corporate role.

In his current role with Reliance Capital Ltd., he is responsible for providing direction and leadership to the company's CRES Strategy, developing & implementing operations management strategies while managing overall efficiency and profitability.

In his earlier engagements he worked with Accenture as GM - Workplace Solutions and played dual role of city Workplace Lead and as Country Head Logistics. He also worked with Zenta Pvt Ltd., a BPO/ KPO with Operations in India, Philippines and US and was responsible for the Facilities & Services for India locations. During his tenure with the Indian Army, he worked in inhospitable terrains and extreme climatic conditions. As an Officer Commanding an Infantry Company carried out active battle operations during Kargil War (Operation Vijay) in Batalik Sector.

He is an Alumni from IIM Calcutta and holds a Diploma in Human Resource Management from Welingkar's Institute and completed his graduation from Mumbai University. He is a certified Master Of Corporate Real Estate (MCR) and a Member of Royal Institute Of Chartered Surveyors (MRICS).

He has been appointed as a Non-Executive Director of the Company with effect from March 24, 2022 and is liable to retire by rotation.

He has attended all ten Board meetings of the Company held during the financial year 2022-23.

He is a Member of the Audit Committee and Risk Management Committee of the Company. He does not hold any shares in the Company and does not have any relationship with other Directors and Key Managerial Personnel of the Company.

He fulfils the Fit and Proper Criteria of Directors as per the requirements of RBI Circular No. RBI/2020-21/73/DOR. FIN. HFC. CC. No. 120/03.10.136/2020-21 dated February 17, 2021 on Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 and has given his declaration in this regard. He is neither disqualified nor restrained/debarred from holding the office as a Director of the Company by virtue of any SEBI order or any other Authority.

During 2022-23 he was paid sitting fees of ₹ 7.60 lakh for attending meetings of Board and Committees. He shall not be paid any remuneration except sitting fees for attending the meetings of the Board or Committees thereof.

Further details of Mr. Sudeep Ghoshal are furnished in the Corporate Governance Report forming part of this Annual Report.

Notice

4. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as "Circulars"), Notice for the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Central Depository Services (India) Limited (CDSL) / National Securities Depositories Limited (NSDL) ("Depositories"). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at www.reliancehomefinance.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and also on the website of KFin Technologies Limited (KFinTech) at www.kfintech.com.
 5. Members whose e-mail address is not registered can register the same in the following manner so that they can receive all communications from the Company electronically:
 - a. Members holding share(s) in physical mode – by registering their e-mail ID on the Company's website at <http://www.reliancehomefinance.com/Registration-of-Shareholdersinformation.aspx>.
 - b. Members holding share(s) in electronic mode – by registering / updating their e-mail address with their respective Depository Participants ("DPs").
 6. The Company has engaged the services of KFinTech, the authorised agency for conducting of the AGM electronically and for providing e-voting facility.
 7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 8. Since the AGM is being held through VC / OAVM, the Route Map is not annexed in this Notice.
 9. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members. The certificate from the Secretarial Auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 with respect to the Company's Employees Stock Option Scheme Plans will also be available for inspection through electronic mode on the website of the Company.
 10. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
 11. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
 12. Instructions for attending the AGM and e-voting are as follows:
 - a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, from time to time and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, September 22, 2023 only shall be entitled to avail the facility of remote e-voting / e-voting at the AGM. KFinTech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10:00 A.M. (IST) on Monday, September 25, 2023 to 5:00 P.M. (IST) on Thursday, September 28, 2023. At the end of remote e-voting period, the facility shall be forthwith blocked.
 - b. Pursuant to SEBI circular no. SEBI/HO/CFD CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", which is effective from June 9, 2021, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - d. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Friday, September 22, 2023.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- e. Any person holding shares in physical form and non-individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by sending a request to KFinTech at praveendmr@kfintech.com. However, if she / he is already registered with KFinTech for remote e-voting, then she / he can use her / his existing User ID and password for casting the e-vote.
 - f. In case of Individual Shareholders holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode".
 - g. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
 - h. The details of the process and manner for remote e-voting and e-AGM are explained herein below:

Notice

Part A – E-voting

1. Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Types of shareholder	Login Method
Securities held in demat mode with NSDL	1. User already registered for IDeAS facility: <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting." Click on company name or ESP and you will be re-directed to the ESP's website for casting the vote during the remote e-voting period.
	2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1.
	3. Alternatively by directly accessing the e-voting website of NSDL Open URL: https:// www.evoting.nsdl.com/ <ol style="list-style-type: none"> Click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will be requested to select the name of the Company and the ESP, i.e. KFinTech. On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.

Types of shareholder	Login Method
Securities held in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi. Login with your registered user id and password. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFinTech e-voting portal. Click on e-voting service provider name to cast your vote.
	2. User not registered for Easi / Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1.
Login through Depository Participant Website where demat account is held	3. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. After successful authentication, user will be provided with the link for the respective ESP i.e. KFinTech where the e-voting is in progress.
	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against company name or ESP – KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period without any further authentication.

Notice

Types of shareholder	Login Method
Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.	
Login type Helpdesk details Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at or contact helpdesk.evoting@cdslindia.com at 022- 23058738 or 022-23058542-43

2. Access to KFinTech e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

- a. Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7697, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Reliance Home Finance Limited-AGM" and click on "Submit"
 - vii. On the voting page, enter the number of share(s) (which represents the number of votes) as on the

Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer's e-mail id scrutinizeragl@gmail.com with a copy marked to praveendmr@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- b. Members whose e-mail IDs are not registered with the Company / DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - i. Temporarily get their e-mail address and mobile number provided with KFinTech, by sending an e-mail to evoting@kfintech.com. Members are requested to follow the process as guided to capture the e-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, members may send an e-mail request at the e-mail id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Notice

Part B – Access to join virtual meetings (e-AGM) of the Company on Kfintech system to participate in e-AGM and vote thereat.

Instructions for all the shareholders for attending the AGM of the Company through VC / OAVM and e-voting during the meeting.

- i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the e-mail received from the Company / Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- ii. Facility for joining AGM through VC / OAVM shall open at least 15 minutes before the time scheduled for the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid difficulties.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, e-mail id, mobile number at Kfintech eVoting System – Login. Questions / queries received by the Company till September 28, 2023 (5:00 P.M. IST) shall only be considered and responded during the AGM.
- vi. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- vii. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- viii. Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first come first serve basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, key managerial personnel and Auditors are not restricted on first come first serve basis.
- ix. The members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit and login through the user id and password provided by Kfintech. On successful login, select 'Speaker Registration'. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM.
- x. In case of any query and / or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech's Website) or e-mail at evoting@kfintech.com or call Kfintech's toll free no. 1800 309 4001.
- xi. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, she / he may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1800 309 4001 or write to them at evoting@kfintech.com.

The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Khushit Jain, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit their report to the Chairman of the Meeting or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.reliancehomefinance.com and also on the website of Kfintech at <https://evoting.kfintech.com>.

Directors' Report

Dear Shareowners,

Your Directors present the 15th Annual Report and the audited financial statement for the financial year ended March 31, 2023.

Financial Performance and State of Company's Affairs

The performance of the Company for the financial year ended March 31, 2023 is summarised below:

	(₹ in crore)	
Particulars	March 31, 2023*	March 31, 2022
Total revenue	391.37	293.50
Profit before depreciation and tax	9,292.98	(7,694.31)
Less: Depreciation & Amortisation	1.96	212.09
Profit before tax	9,013.79	(7,906.40)
Current tax - Deferred tax / (credit)	3,595.21	(2,466.80)
Net profit after tax	5,418.57	(5,439.60)
Amount transferred to Special Reserve Fund	-	-

*Previous year figures have been regrouped / reclassified wherever required.

Due to sudden adverse developments in the financial services sector post the IL&FS crisis and its adverse impact on the liquidity position of majority of the Non-banking and housing finance companies, the Company was adversely impacted resulting in liquidity mismatch and severe financial stress on account of which it was not in a position to services its dues to the lenders.

In view of above, certain lenders of the Company (Banks and other Financial Institutions) had entered into an Inter-Creditor Agreement (ICA) on July 6, 2019 with Bank of Baroda acting as the Lead Lender for arriving at the debt resolution plan in accordance with the circular dated June 7, 2019 issued by the Reserve Bank of India (RBI) on Prudential Framework for Resolution of Stressed Assets (RBI Circular), by way of Change in Management. The Lead Bank and the lenders forming part of ICA had appointed resolution advisors, cashflow monitoring agency, valuers and legal counsel. Bank of Baroda as the Lead Lender and on behalf of the ICA lenders had as part of the debt resolution process invited the Expression of Interest (EOI) and bids from interested bidders vide newspaper advertisement dated July 29, 2020 and through the Lead Bank's website. Initially nineteen investors had expressed interest through submission of EOI's. The ICA lenders after completing the transparent process of inviting bids from eligible bidders and evaluation, voted upon and selected with overwhelming majority Authum Investment & Infrastructure Limited (Authum) as the final bidder on June 19, 2021. The said Resolution Plan of Authum along with the Distribution Mechanism was presented to the Company by the Lead Banker, asking the Company to seek approval of the Debenture holders. The Company had duly made requisite disclosure to the stock exchanges in this regard.

The Company shared the said Resolution Plan along with the Distribution Mechanism with the Debenture Trustees viz. IDBI Trusteeship Services Limited and Catalyst Trusteeship Limited. A meeting of the Debenture Holders of Reliance Home Finance

Limited was called by IDBI Trusteeship Services Ltd. (Debenture Trustee) and was held on May 13, 2022, for consideration and approval of the Resolution Plan along with the Distribution Mechanism approved by ICA Lenders on June 19, 2021. Further, pursuant to the Order dated May 10, 2022 passed by the Hon'ble High Court of Judicature at Bombay, the results of the voting of the Meeting was submitted before the Hon'ble High Court in a sealed envelope.

The Company had approached the Hon'ble High Court of Judicature at Bombay praying that the Hon'ble High Court exercise powers under Section 151 of the Civil Procedure Code, 1908, to approve the resolution plan of RHFL as was done by the Supreme Court in exercise of Article 142 of the Constitution of India in case of Reliance Commercial Finance Limited in Rajkumar Nagpal (supra). However, the said application was not allowed and disposed off on December 16, 2022 by the Hon'ble High Court stating that "The moulding of relief can only be done by the Supreme Court under Article 142 of the Constitution of India. This Court under Section 151 of the CPC does not have the powers akin to Article 142 of the Constitution of India".

On an appeal preferred by the Company and others, the Hon'ble Supreme Court of India vide its Order dated March 3, 2023, in exercise of its powers under Article 142 of the Constitution of India, allowed the Resolution Plan of Authum qua the debenture holders, except the dissenting debenture holders.

Further, the Shareholders of the Company at extraordinary general meeting held on March 25, 2023 by passing a special resolution approved sale / disposal of asset(s) / undertaking(s) of the Company for the purposes of implementation of the said Resolution Plan and authorised the Board for the said purpose.

The Resolution Applicant vide its e-mail dated March 8, 2023 had informed that in terms of the Hon'ble Supreme Court of India Order dated March 3, 2023, the Resolution Plan was to be implemented by March 31, 2023 and requested the Company to extend its co-operation for implementation of Resolution Plan and, inter-alia, fix a record date for payment along with extinguishment of RHFL debentures, not later than March 27, 2023.

The Company had fixed March 26, 2023 as the record date and intimated to the stock exchanges that the Debenture Holders will be paid as per the respective entitlement of the debenture holders as on the date of Resolution Plan in terms thereof, in full and final settlement of their dues and claims, towards extinguishment and redemption of the debentures of the Company held by them.

As per the final approved Resolution Plan, the total Resolution amount of the Company was arrived at ₹3,351 crore.

The entire Resolution Plan has been finalised 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 by the Lenders of the Company, has also been approved by the Hon'ble Supreme Court of India by its order dated March 3, 2023 and the special resolution approved by the shareholders dated March 25, 2023. In view of the same the Company took all appropriate steps towards implementation of the Resolution Plan in compliance with the Order of Hon'ble Supreme Court of India.

Reliance Home Finance Limited

Directors' Report

The Company in consultation with the Lead Bank, Debenture Trustee, Legal and Financial Advisors, the Company took the following steps towards implementing the approved Resolution Plan:

- A. Repaid dues to ICA Lenders as per Final Distribution Mechanism approved by Lenders.
- B. Distributed funds to Debenture Trustees for making payments to NCD Holders as per Final Distribution Mechanism approved by Lenders.
- C. Executed Business Transfer Agreement (BTA) with Reliance Commercial Finance Limited, 100% subsidiary of Authum Investment & Infrastructure Limited.
- D. Executed Resolution Plan Implementation Memorandum with the Lenders, Other ICA Members and Reliance Commercial Finance Limited, 100% subsidiary of Authum Investment & Infrastructure Limited.
- E. Executed Resolution Plan Implementation Memorandum with IDBI Trusteeship Services Limited and Reliance Commercial Finance Limited, 100% subsidiary of Authum Investment & Infrastructure Limited.

As per the Resolution Plan and the Distribution Mechanism duly approved and finalised by the Banks, Financial Institutions and other Lenders in terms of the RBI Circular and informed to the Company, the beneficiary position of NCD holders (BENPOS) as of April 15, 2022 had been taken to ascertain the entitlement of 100% of their principal dues under the Resolution Plan to the small debenture holders in the category of individuals and HUFs holding debentures of the principal amount of up to ₹5 lakhs, as of that said BENPOS date. All other Debenture Holders including Banks and Financial Institutions were paid 27.71% for secured and 20.78% for unsecured, as per the Resolution Plan.

Accordingly, in terms of the RBI Circular and in pursuance of the order of the Hon'ble Supreme Court of India dated March 3, 2023, the total Resolution amount of ₹ 3,351 crore has duly been paid to all the financial creditors including debenture holders as per their respective approved entitlements under the Resolution Plan in full and final settlement of their dues and the Resolution Plan stood duly implemented.

The Company had kept an amount equivalent to the respective entitlement as per Resolution Plan in full and final settlement of dues of the Dissenting Debenture Holders in fixed deposit and Debenture Holders would be paid upon receipt of assent to the Resolution Plan.

Post execution of Business Transfer Agreement (BTA) with Reliance Commercial Finance Limited (RCFL), 100% subsidiary of Authum Investment & Infrastructure Limited dated March 29, 2023, the business undertaking of the Company i.e. identified assets and assumed liabilities are transferred to RCFL for total consideration of ₹180 crore. Accordingly, Assets Under Management as on March 31, 2023 was Nil as against ₹ 11,857 crore as on March 31, 2022.

The Board of Directors of the Company at their meeting held on July 17, 2023 had considered and approved the Surrender of Certificate of Registration as a housing finance institution to the National Housing Bank and in-principally approved for voluntary liquidation of the Company, subject to requisite permissions, sanctions and approvals.

Capital Adequacy Ratio

Your Company's Capital to Risk Assets Ratio (CRAR) calculated in line with the requirements of RBI Circular No. RBI/2020-21/73/ DOR.FIN.HFC.CC.No.120/03.10.136/2020-21 dated February 17, 2021 on Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (the 'RBI Directions'), stood at (3,992.56) per cent, which is below the regulatory minimum requirement of 15 per cent.

Management Discussion and Analysis

Management Discussion and Analysis Report for the year under review as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and the RBI Directions, is presented in a separate section forming part of this Annual Report.

Resources and Liquidity

The Company's Net Worth as on March 31, 2023, stood at ₹(73.83) crore. The Company has not raised any amount during the financial year 2022-23 by issuance of any securities. The Company's debt equity ratio as on March 31, 2023 stood at (1.35):1.

3,10,35,980 fully paid-up 8% Cumulative Non-Convertible Redeemable Preference Shares of ₹10 each issued and allotted on August 9, 2017 for a term of five years, without payment being received in cash were unredeemed, in view of Company's current financial position.

Disclosure regarding Non-Convertible Debentures (NCDs) issued by the Company through public issue and on private placement basis pursuant to the requirements of RBI Directions is as under:

Particulars	No. of NCDs	Amount (₹ in crore)
Total number of non-convertible debentures which have not been claimed by the Investors	Nil	Nil
Total number of non-convertible debentures which have not paid by the Company after the date on which the non-convertible debentures became due for redemption and total amount in respect of such debentures remaining unclaimed or unpaid beyond the date referred to	10,618	55.95*

*Debenture holders amounting to ₹55.95 crore have dissented to the resolution plan. The Company has set aside ₹11.84 crore equivalent to their entitlement as per the resolution plan approved and finalised by the financial creditors of the Company.

Dividend

During the year under review, the Board of Directors had not recommended dividend on the equity shares of the Company.