

Transcript of the Twenty Seventh Annual General Meeting of ICICI Home Finance Company Limited held on Tuesday, June 23, 2026

Welcome Address by Ms. Priyanka Shetty, Company Secretary:

Good afternoon, ladies and gentlemen. It gives me great pleasure to welcome you to the Twenty Seventh Annual General Meeting of ICICI Home Finance Company Limited.

In compliance with the circular issued by the Ministry of Corporate Affairs ('MCA') dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 and subsequent amendments thereof (collectively referred to as 'MCA Circulars') and other in compliance with the provisions of the Act and other applicable regulations and circulars as issued from time to time, the 27th AGM is being conducted through Video Conferencing without the physical presence of the Members.

Before we commence the main proceedings of the Meeting, I would like to introduce our Board members, Mr. Rakesh Jha, Chairman, Mr. G. Gopalakrishna, Ms. Sandhya Gadkari Sharma, Mr. Ajay Kumar Gupta, Mr. Dilip Kumar Pal and Ms. Suvalaxmi Chakraborty who have joined through Video Conferencing.

Ms. Priyanka Shetty:

We have Vineeta Rajadhyaksha, Managing Director and CEO, Shyamsunder Tailor, Chief Financial Officer and myself attending the meeting from the Board room of the ICICI Home Finance Company Limited situated in Mumbai, India.

We also have representatives of M/s. Borkar & Muzumdar and M/s. Kalyaniwalla & Mistry LLP, respectively, Joint Statutory Auditors, who have joined the meeting through Video Conferencing and Parikh & Associates., Secretarial Auditors of the Company who have sought exemption from attending the meeting.

I would like to mention that intimation from seven Members holding 1,43,06,04,810 equity shares, appointing authorised representatives under Section 113 of the Companies Act, 2013, have been received. All the authorised representatives are attending the meeting through video conferencing from their respective locations. The following are the representatives of the Members:

Ms. Surinder Soni from ICICI Bank Limited

Mr. Mudit Gera from ICICI Venture Funds Management Company Limited

Ms. Ria Santwani from ICICI Securities Limited

Mr. Suraj Yadav from ICICI Securities Primary Dealership Limited

Ms. Reema Chelwani from ICICI Lombard General Insurance Company Limited

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Ms. Meghna Kohli from ICICI Trusteeship Services Limited

Ms. Drishti Chauhan from ICICI Investment Management Company Limited

The required quorum being present, I call the meeting to order.

As the AGM is being held through video conference, there is no requirement of appointment of proxies, and accordingly the facility for appointment of proxies by the Members is not made available.

The Register of Directors, Key Managerial Personnel and their shareholding and all the other documents referred to in the AGM Notice and the Explanatory Statement annexed thereto are available for online inspection. Members who wish to inspect any of these documents, can write to the Company Secretary at priyanka.shetty@icicifc.com.

The Statutory Audit Report and the Secretarial Audit Report for the financial year ended March 31, 2026, do not contain any qualifications, reservations, adverse remarks or disclaimers.

The Annual Report of the Company for fiscal 2026 was circulated to the members of the Company. I would take the liberty to highlight a few key matters covering the operations/business performance of the Company.

The Company disbursed loans amounting to ₹187.87 billion, 18.2% higher compared to the previous fiscal. The total Assets Under Management (AUM) of the Company grew by 22.8% year-on-year to ₹478.23 billion at March 31, 2026.

The Company expanded its footprint in deeper geographies with pan India presence of 246 branches/offices spread across 21 states/UTs at March 31, 2026 as compared to 239 branches at March 31, 2025.

The loan book increased by 14.2% to ₹321.12 billion at March 31, 2026 from ₹281.18 billion at March 31, 2025. During fiscal 2026, the Company assigned loans amounting to ₹83.20 billion as compared to ₹55.25 billion in the previous fiscal. The profit after tax increased by 15.6% for fiscal 2026 to ₹8.60 billion as compared to ₹7.44 billion in the previous fiscal.

Coming to the business of the Meeting, with your permission, I shall now take the Notice convening the Meeting as read.

There is no modification in the auditor's report. Pursuant to section 145 of the Companies Act, 2013 the Auditors' Report is taken as read.

I now proceed with the formal agenda as set out in the AGM Notice.

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Resolution no. 1: To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2026 together with the Directors' report and Auditors' report thereon.

The Financial Statements of the Company for the financial year ended March 31, 2026 including the reports of Board of Directors and Auditors have already been provided to the members.

I now propose the Resolution as detailed in the notice as an **Ordinary Resolution** for adoption of accounts:

I request members to propose and second the Resolution and vote by show of hands

The Resolution has been proposed by [pause]

I, Suraj Yadav, on behalf of ICICI Securities Primary Dealership Limited, propose the resolution

I, Ria Santwani, on behalf of ICICI Securities Limited, second the resolution

I now put this resolution to vote by way of show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

Shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the Shareholders raised their hands.

The Resolution has been passed unanimously.

Resolution no. 2: To appoint a Director in place of Rakesh Jha (DIN:00042075), who retires by rotation and being eligible, offers himself for re-appointment.

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Rakesh Jha who has been longest in the office since last appointment will be considered for retirement by rotation at the 27th AGM and shall be eligible for re-appointment.

I now propose the Resolution as detailed in the notice as an **Ordinary Resolution** to consider the re-appointment of Mr. Rakesh Jha as Director of the Company.

I request members to propose and second the Resolution and vote by show of hands

The Resolution has been proposed by [pause]

I, Ria Santwani, on behalf of ICICI Securities Limited, propose the resolution

I, Surinder Soni, on behalf of ICICI Bank Limited, second the resolution

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I now put this resolution to vote by way of show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

Shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the Shareholders raised their hands.

The Resolution has been passed unanimously.

Resolution no. 3: To declare final dividend on equity shares for the financial year ended March 31, 2026.

The Company proposes final dividend of ₹0.60 per equity share of ₹10/- each amounting to ₹ 858.4 million for the financial year ended March 31, 2026 in due compliance of the prescribed dividend declaration guidelines and Company's dividend payout policy.

I now propose the Resolution as detailed in the notice as an **Ordinary Resolution** to consider the declaration of the final dividend on equity shares for the financial year ended March 31, 2026.

I request members to propose and second the Resolution and vote by show of hands

The Resolution has been proposed by [pause]

I, Surinder Soni, on behalf of ICICI Bank Limited, propose the resolution

I, Suraj Yadav, on behalf of ICICI Securities Primary Dealership Limited, second the resolution

I now put this resolution to vote by way of show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

Shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the Shareholders raised their hands.

The Resolution has been passed unanimously.

Resolution no. 4: Approval to fix the remuneration of M/s. Borkar & Muzumdar (FRN: 101569W) and Kalyaniwalla & Mistry LLP (FRN: 104607W/LLP W100166) for FY2027.

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It is proposed to fix the remuneration of Joint Statutory Auditors, M/s. Borkar & Muzumdar and Kalyaniwalla & Mistry LLP wherein the remuneration of the Joint Statutory Auditors for auditing the accounts of the Company for FY2027 to be fixed at ₹5,760,000/- for limited review/audit and audit as per requirement of listing regulations under Ind AS. Also, fees for other audits and certification to be fixed at ₹6,252,000/- which includes ₹500,000/- for tax audit, ₹1,500,000/- for certification.

Further, the fees for group reporting is proposed to be revised from ₹3,160,000 to ₹4,252,000/- due to increase in scope of work required to be carried out with regards to group consolidation financials and reporting's under Standard Auditing Practices (SA600). Additionally, Goods and Service Tax and such other taxes, as may be applicable, reimbursement of out-of-pocket expenses and incidental expenses, is proposed to be revised from ₹5,00,000 to ₹5,50,000 (maximum). The above fees will be shared equally between the Joint Statutory Auditors.

I now propose the Resolution as detailed in the notice as an Ordinary Resolution to consider and if thought fit to Approve the remuneration of M/s. Borkar & Muzumdar (FRN: 101569W) and Kalyaniwalla & Mistry LLP (FRN: 104607W/LLP W100166) for FY2027.

I request members to propose and second the Resolution and vote by show of hands

The Resolution has been proposed by [pause]

I, Reema Chelwani, on behalf of ICICI Lombard General Insurance Company Limited, propose the resolution

I, Ria Santwani, on behalf of ICICI Securities Limited, second the resolution

I now put this resolution to vote by way of show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

Shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the Shareholders raised their hands.

The Resolution has been passed unanimously.

Resolution no. 5: Appointment of M/s. Parikh & Associates, Company Secretaries as Secretarial Auditors of the Company and fix their remuneration

As per Regulation 62M read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 requires the Company on the basis of recommendation of Board of directors to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five

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consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 62M read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, it is proposed to appoint M/s. Parikh & Associates, Company Secretaries, as secretarial auditor of the Company from the conclusion of 27th Annual General Meeting till the conclusion of Annual General Meeting to be held in the Financial Year ending March 31, 2031.

Further, the remuneration to be paid to the secretarial auditor for auditing the secretarial and related records of the Company for the Financial year 2027 is ₹1,45,000/- (Rupees One Lakh Forty-Five Thousand only). This amount is exclusive of GST and other applicable taxes. Additionally, the Company shall reimburse all out-of-pocket expenses in connection with the Secretarial Audit.

Accordingly, the same is recommended to the Members for their consideration and approval.

I now propose the Resolution as detailed in the notice as Ordinary Resolution for approval for appointment of M/s. Parikh & Associates, Company Secretaries as Secretarial Auditors of the Company and fix their remuneration.

I request members to propose and second the Resolution and vote by show of hands

The Resolution has been proposed by [pause]

I, Ria Santwani, on behalf of ICICI Securities Limited, propose the resolution

I, Suraj Yadav, on behalf of ICICI Securities Primary Dealership Limited, second the resolution

I now put this resolution to vote by way of show of hands, as a Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

Shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the Shareholders raised their hands.

The Resolution has been passed unanimously.

Resolution no. 6: Approval for material Related Party Transactions for subscription by related party(ies) in Bonds/Commercial Papers issued by the Company.

As per the provisions of Section 188 of the Companies Act, 2013, transactions with ICICI Home Finance Company Limited

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related parties, which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders by way of an ordinary resolution as per the requirements of the provisions.

These transactions, during the year ending March 31, 2027, between the Company on one side and the Related Parties, separately on the other side, may exceed the revised threshold of "material related party transactions" under the SEBI Listing Regulations i.e. 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, for each such Party.

Accordingly, the same is recommended to the Members for their consideration and approval.

I now propose the Resolution as detailed in the notice as an Ordinary Resolution for approval for material Related Party Transactions for subscription by related party(ies) in Bonds/Commercial Papers issued by the Company.

I request members to propose and second the Resolution and vote by show of hands

The Resolution has been proposed by [pause]

I, Meghna Kohli, on behalf of ICICI Trusteeship Services Limited, propose the resolution

I, Ria Santwani, on behalf of ICICI Securities Limited, second the resolution

I now put this resolution to vote by way of show of hands, as a Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

Shareholders raised their hands.

THOSE AGAINST, please raise your hands.

None of the Shareholders raised their hands.

The Resolution has been passed unanimously.

This concludes the formal business of the Meeting, and I declare the Meeting closed. I thank all of you for your co-operation and valuable time.

All Members and Directors:

Thank you.

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