

**Transcript of the Extra Ordinary General Meeting of ICICI Home Finance Company Limited held on Wednesday, August 13, 2025 at 2.15 PM**

*Welcome Address by Ms. Priyanka Shetty, Company Secretary:*

Good afternoon ladies and gentlemen. It gives me great pleasure to welcome you to the Extra-Ordinary General Meeting (EGM) of your company, ICICI Home Finance Company Limited.

In compliance with the circulars issued by the Ministry of Corporate Affairs and other applicable regulatory authorities, the EGM 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 inform that our Board members have joined the meeting through Video Conferencing.

Representatives of M/s. Borkar & Muzumdar and M/s. Kalyaniwalla & Mistry LLP, Joint Statutory Auditors of the Company are present in the meeting. M/s. Parikh and Associates, Secretarial Auditors of the Company have been exempted by the Company from attending the meeting in accordance with the provision of Secretarial Standard – 2.

I would like to mention that intimation has been received from seven Members, together holding 100% of the paid-up share capital, for appointing authorised representatives under Section 113 of the Companies Act, 2013. All the authorised representatives are attending the meeting through video conferencing from their respective locations. The following are the representatives of the Members:

Mr. Abhijeet Biradar from ICICI Bank Limited

Mr. Arpan Sarkar 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

Ms. Megha Kohli from ICICI Trusteeship Services Limited

Mr. Vijendra Vaishya from ICICI Investment Management Company Limited

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

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

ICICI Home Finance Company Limited

Registered Office:

ICICI Bank Towers,  
Bandra-Kurla Complex  
Mumbai-400 051, India.

Corporate Office:

ICICI HFC Tower  
Andheri Kurla Road, J.B Nagar  
Andheri(E), Mumbai-400 059

Tel.: (091-022) 40093231  
Website-www.icicifhc.com  
CIN: U65922MH1999PLC120106

The documents referred to in the EGM Notice and the Explanatory Statement annexed to the EGM Notice 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](mailto:priyanka.shetty@icicifc.com)

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

I will now proceed with the formal agenda as set out in the EGM Notice

**Resolution no. 1: Appointment of Mr. Ajay Kumar Gupta (DIN: 07580795) as a Non-Executive Non-Independent Director of the Company**

The Board of Directors had approved the appointment of Mr. Ajay Kumar Gupta as an Additional Non-Executive Non-Independent Director on the Board of Directors of the Company with effect from July 01, 2025 on receipt of regulatory approvals.

Pursuant to Regulation 62D of SEBI Regulations, 2015, approval of the Shareholders is required to be taken for appointment of a person on the Board of Directors of the Company, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In the opinion of the Board of Directors, Mr. Ajay Kumar Gupta fulfils the conditions specified in the Act and the rules made thereunder for his appointment as a Non-Executive Non-Independent Director of the Company.

In view of the above, it is proposed to appoint Mr. Ajay Kumar Gupta as a Non-Executive Non-Independent Director of the Company liable to retire by rotation.

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 to consider the appointment of Ajay Kumar Gupta as a Non-Executive Non-Independent 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]

*Ms. Ria Santwani:*

I, Ria Santwani, propose

*Mr. Arpan Sarkar:*

I, Arpan Sarkar, second.

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

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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: Approval for material Related Party Transactions of the Company 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 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, 2026, 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. ₹10.00 billion or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, for each such Party.

Accordingly, the same was 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 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]

*Mr. Arpan Sarkar:*

I, Arpan Sarkar, propose

*Ms. Ria Santwani*

I, Ria Santwani, second.

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

THOSE IN FAVOUR, please raise your hands.

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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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