

**Transcript of the Extra Ordinary General Meeting of ICICI Home Finance Company Limited held on Tuesday, January 16, 2024 at 9.30 AM**

*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. Singhi & Co. and M/s. Mukund M. Chitale & Co., 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. Smita Bagade from ICICI Securities Limited

Ms. Vanessa Dsouze from ICICI Securities Primary Dealership Limited

Ms. Reema Chelwani from ICICI Lombard General Insurance Company Limited

Ms. Itishree Mundra from ICICI Trusteeship Services Limited

Mr. Aditya Pandya from ICICI Investment Management Company Limited

In terms of Section 104 of the Companies Act, 2013 read with the Articles of Association of the Company, I now request Mr. Rakesh Jha, Chairman, to occupy the chair and conduct the proceedings of the EGM.

**ICICI HOME FINANCE COMPANY LIMITED**

CIN: U65922MH1999PLC120106

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

Website: [www.icicihfc.com](http://www.icicihfc.com); Email: [secretarial@icicihfc.com](mailto:secretarial@icicihfc.com)

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Mr. Rakesh Jha:

Good afternoon all, I extend you all a warm welcome to the EGM of the Company.

As confirmed by the Company Secretary, 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.

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@icicifhc.com](mailto:priyanka.shetty@icicifhc.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 Sandhya Gadkari Sharma (DIN: 02005378) as a Non-Executive Independent Director of the Company**

The Board of Directors had approved the appointment of Sandhya Gadkari Sharma (DIN: 02005378) as an Additional Director (as a Non-Executive Independent Director) on the Board of Directors of the Company with effect from January 13, 2024, subject to regulatory approvals, if any.

Pursuant to Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter 'Listing Regulations'), 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, Sandhya Gadkari Sharma fulfils the conditions specified in the Act and the rules made thereunder for her appointment as a Non-Executive Independent Director of the Company.

In view of the above, it is proposed to appoint Sandhya Gadkari Sharma as a Non-Executive 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 Sandhya Gadkari Sharma as a Non-Executive Independent

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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]

*Mr. Aditya Pandya:*

I, Aditya Pandya, propose

*Ms. Vanessa Dsouza:*

I, Vanessa Dsouza, 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.

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: Re-appointment of Gopalakrishna Gurappa (DIN: 06407040) as a Non-Executive Independent Director of the Company**

Pursuant to the provisions of Section 161 of Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 136 of Articles of Association of the Company and other applicable provisions, Gopalakrishna Gurappa (DIN: 06407040) was appointed as an Independent Director of the Company effective from January 18, 2019 for a period of five consecutive years. Accordingly, his term of appointment as an Independent Director of the Company would come to an end on January 17, 2024.

In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received Notice in writing from a Member of the Company proposing the re-appointment of Gopalakrishna Gurappa (DIN: 06407040) as the Director of the Company.

In the opinion of the Board of Directors, Gopalakrishna Gurappa (DIN: 06407040) fulfills the conditions specified in the Act and the rules made thereunder for his re-appointment as a Non-Executive Independent Director of the Company.

In view of the above, it is proposed to re-appoint Gopalakrishna Gurappa (DIN:

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06407040) as a Non-Executive Independent Director of the Company for a further period of five consecutive years effective from January 16, 2024 to January 15, 2029, not 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 a Special Resolution to consider the appointment of Gopalakrishna Gurappa (DIN: 06407040) as Non-Executive 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. Vanessa Dsouza:*

I, Vanessa Dsouza, propose

*Mr. Aditya Pandya:*

I, Aditya Pandya, second.

I now put this resolution to vote by way of show of hands, as a Special 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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