

## **Terms and Conditions of Appointment of Independent Director**

ICICI Home Finance Company Limited ("Company") confirms the "independence" criteria of its Independent Directors ["Director(s)"] as envisaged in Section 149(6) of the Companies Act, 2013 ("Act") and also considers them to hold office as a Director of the Company.

The terms and conditions of appointment of Directors, as mentioned below, are subject to the extant provisions of the (i) applicable laws, including Act (as amended from time to time) and (ii) Articles of Association of the Company ("AOA").

### **1. Terms of Appointment**

In accordance with the provisions of Companies Act, 2013 and other applicable laws, the appointment of Directors would be recommended by the Board Governance, Nomination and Remuneration Committee ("BGNRC") and subject to the approval of the Board of Directors and the Members of the Company.

The Director would not be liable to retire by rotation pursuant to the provisions of the Companies Act, 2013.

Subject to the applicable laws, the Directors are eligible to serve for a period of two consecutive terms of 5 years each. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), consent of the members of the Company by way of a Special Resolution is to be acquired in case where the Director attains the age of 75 years.

Re-appointment at the end of the term shall be based on the recommendation of the BGNRC and subject to the approval of the Board and the members based on the outcome of the performance evaluation process and subject to the fulfillment of the "independence" criteria.

### **2. Declaration of Independence**

A duly signed declaration confirming the adherence to the "independence" criteria would be obtained from the Director based on which the Board would determine the classification of the Director as an Independent Director.

### **3. Board Committees**

As advised by the Board, during the tenure of office, Directors may be required to serve on one or more of the committees of the Board established by the Company as mentioned below

<b>Sr. No.</b>	<b>Name of the Committee</b>
1	Audit Committee
2	Risk Management Committee
3	Board Governance, Nomination and Remuneration Committee
4	Corporate Social Responsibility Committee
5	Stakeholders Relationship Committee

#### **ICICI HOME FINANCE COMPANY LIMITED**

CIN: U65922MH1999PLC120106

Registered Office: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai- 400 051

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)

Toll free number for new customers: 1800 267 4455; Toll free number for existing customers: 1860 120 7777

6	Information Technology (IT) Strategy Committee
7	Management Committee

The Board may reconstitute the composition of any/all Committees, from time to time, and any such change shall be promptly communicated to the Director. In such an event, Directors may also be required to serve on other Committees of the Board.

#### **4. Functions, Duties and Responsibilities**

Functions, Duties and Responsibilities of Directors shall be executed in adherence with the guidelines of professional conduct and in accordance with the provisions of Section 166 read with Schedule IV of the Companies Act, 2013 along with the responsibilities of the Board as detailed in the RBI guidelines/applicable regulations and also the responsibilities as prescribed under the Listing Regulations.

#### **5. Remuneration**

In accordance with the provisions of Companies Act, 2013, the Directors would be entitled to receive a remuneration by way of sitting fees for attending meetings of the Board/Committee thereof or for any other purpose whatsoever as may be decided by the Board.

In addition to the sitting fees, profit related commission may also be payable to the Directors. In determining the amount of the commission, the BGNRC/Board may consider various factors as disclosed in the remuneration policy.

Further, the Company may pay or reimburse to the Directors such fair and reasonable expenditure, as may have been incurred by them while performing their role as an Independent Director of the Company. This could include reimbursement of expenditure incurred by them for attending Board/Committee meetings, Annual General Meetings, Extraordinary General Meetings, court convened meetings.

#### **6. Training and Development**

The Company conducts induction program for its Directors familiarizing them with the Company's management team and business operations. The Directors are updated on regulatory matters through various notes and presentations.

The other conditions of appointment of Independent Directors are as prescribed under the RBI Regulations /Circulars, Companies Act, Listing Regulations, NHB Regulations and other provisions as may be applicable to the Company from time to time.

#### **7. Insurance**

The Independent Directors are covered under Directors' and Officers' Liability Insurance Policy procured by the Company.

**Date: January 01, 2024**

To,

**The Board of Directors**

ICICI Home Finance Company Limited

ICICI Bank Towers, Bandra Kurla Complex,

Mumbai 400051

Dear Sir(s),

**Sub: Notice under Section 160 of the Companies Act, 2013**

Pursuant to the provisions of Section 160 of the Companies Act, 2013 and other applicable provisions thereunder, I, Sandhya Gadkari Sharma (DIN: 02005378), hereby propose my candidature for appointment as Non-Executive Independent Director of the Company.

You are requested to place the above notice for my appointment as Non-Executive Independent Director of the Company in the ensuing General Meeting for approval by the members of the Company.

Thanking you.

A handwritten signature in black ink, appearing to read 'S. Sharma', with a horizontal line underneath and a small flourish at the end.

Sandhya Gadkari Sharma

DIN: 02005378