

CENTRUM HOUSING FINANCE LIMITED

TRANSCRIPT OF ANNUAL GENERAL MEETING

HELD ON

WEDNESDAY, AUGUST 18, 2021 AT 12.05 P.M. (IST)

THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VISUAL MEANS (OAVM)

Mr. Alpesh Shah, Company Secretary on behalf of the Company welcomed all directors and shareholders in the Annual General Meeting (“AGM”) of the Company.

Mr. Alpesh Shah informed that as per the company’s Article of Association the chairperson of the Board shall reside as the chairperson of the shareholder’s meeting of the Company. Accordingly, on behalf of the Company he requested Mr. Sridar Venkatesan Sir to Chair the Meeting. As the requisite quorum was present, the Meeting was called to be in order.

The Chairman informed the members that all the Directors were present except Mr. Rajendra Naik who could not attend the meeting due to other pre-occupations.

Mr. Snehal Shah, Partner at Haribhakti & Co LLP, Statutory Auditors was also present through video conferencing.

The Company Secretary informed that this Meeting is being held through Audio-Video mode on Microsoft teams which is in accordance with the applicable General Circulars issued by the Ministry of Corporate Affairs and circulars issued by the Securities and Exchange Board of India (SEBI) in this regard, and in compliance with the provisions of Companies Act, 2013 (the ‘Act’) and rules made thereunder and Secretarial Standards issued by the Institute of Company Secretaries of India.

He informed that Company has received Board Resolutions from the Corporate Members i.e., BG Advisory Services LLP, NHPEA Kamet Holding B.V. and Centrum Capital Limited appointing their authorised representatives to attend the general meeting.

With the permission of the members present, the notice calling the AGM was taken as read.

The following items of business, as per the Notice of AGM dated July 30, 2021 were tabled at the meeting. Any queries and questions were welcomed from the Shareholders.

Resolution No. 1: To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2021 along with the reports of the Board of Directors, Secretarial Auditors and the Statutory Auditors thereon.

Mr. Shailendra Apte proposed and Mr. Abdelilah Nahari seconded the following ordinary resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2021 along with the Statutory Auditor’s Report, Secretarial Audit Report and Directors’ Report thereon, as placed before the meeting be and are hereby approved, confirmed and adopted.”

The above Ordinary Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

The Chairperson took for discussion Item No. 2 of the notice.

Resolution No. 2: To re-appoint Mr. Sanjay Shukla (DIN: 06577462), who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Shailendra Apte proposed and Mr. Vivek Vig seconded the following ordinary resolution:

“RESOLVED FURTHER THAT Mr. Sanjay Shukla (DIN: 06577462), who retire by rotation at the ensuing Annual General Meeting and, being eligible for reappointment, have offered themselves for re-appointment, be recommended for appointment as directors at the ensuing 6th Annual General Meeting.”

The above Ordinary Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

The Chairperson took for discussion Item No. 3 of the notice.

Resolution No. 3: To appoint M/s. Chaturvedi & Co., Chartered Accountants (Firm Registration No. 302137E), as Statutory Auditors of the Company and to fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

Mr. Ashok Poojari proposed and Mr. Kapil Bagla seconded the following ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Circular RBI/2021-22/25 Ref. No. DoS. CD.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (“Circular’/‘Guidelines’) issued by Reserve Bank of India (RBI), M/s. Chaturvedi & Co., Chartered Accountants, (Firm Registration No. 302137E) be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 3 (Three) years, upto financial year 2024, at a remuneration of upto Rs. 12,00,000/- per annum including the fees for services in the nature of limited review, statutory certifications, annual audit etc. excluding other professional work plus outlays and taxes as applicable from time to time,, , for the purpose of audit of the Company’s accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure etc., including by reason of necessity on account of conditions as may be stipulated by any authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things and to take all decisions as it may deem fit in its absolute discretion to give effect to the above resolution.”

The above Ordinary Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

The Chairperson took for discussion Item No. 4 of the notice.

Resolution No. 4: To modify/alter the terms of re-appointment of Mr. Sanjay Shukla, Managing Director & Chief Executive Officer of the Company.

Ms. Archana Goyal proposed and Mr. Shailendra Apte seconded the following special resolution:

“RESOLVED THAT in pursuance to the provision of Section 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 including rules framed thereunder (the “Act”) and based on the recommendation of the Nomination and Remuneration Committee of the Company and the Board of Directors, consent of the Members be and is hereby accorded to partially modify the terms of re-appointment of Mr. Sanjay Shukla (DIN-06577462), who was re-appointed by the Members on March 02, 2021 for the period of 5 years i.e from December 02, 2021 till December 06, 2026, by changing the terms of re-appointment as to liable to retire by rotation instead of not liable to retire by rotation.

RESOLVED FURTHER THAT Board of the Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all documents, agreements, applications, returns and writings as may be necessary, proper, desirable or expedient.”

The above Special Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

The Chairperson since interested in the below resolution, requested Mr. Mohan Tanksale, Independent Director, to chair the meeting for the item no. 5 of the notice relating to the re-appointment of Mr. Sridar Venkatesan as an Independent Director.

The Chairperson took for discussion Item No. 5 of the notice.

Resolution No. 5: Re-appointment of Mr. Sridar Venkatesan (DIN 02241339) as an Independent Director of the company for a Second term of 3 (Three) years.

Mr. Ashok Poojari proposed and Mr. Vivek Vig seconded the following special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sridar Venkatesan (DIN 02241339) Independent Director of the Company, whose term is expiring on December 06, 2021, and who has submitted a declaration that he meets the criteria of Independence specified under Section 149(6) of the Act and being eligible, be and is hereby re-appointed as an Independent Director of the

Company, not liable to retire by rotation and to hold office for a second term of 3(Three) consecutive years commencing from December 07, 2021 upto December 06, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds, matters and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

The above Special Resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

Mr. Mohan Tanksale vacated the chair and Mr. Sridar Venkatesan, Chairperson resumed the Chair to conduct further proceedings of the meeting.

The meeting concluded with a vote of thanks to the Chairman, Directors, shareholders and invitees for making it convenient to attend the AGM of the Company.