



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS IN THEIR 10TH EXTRA-ORDINARY GENERAL MEETING OF INDIA MORTGAGE GUARANTEE CORPORATION PRIVATE LIMITED ON THURSDAY, FEBRUARY 08, 2024, AT 10:00 A.M (IST) THROUGH VIDEO CONFERENCING

TO CONSIDER THE APPOINTMENT OF MR. MATTHEW ROBERT YOUNG (DIN: 10043795) AS THE NOMINEE DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON- EXECUTIVE

“RESOLVED THAT pursuant to Section 152, 149 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) in accordance with the provisions of the Memorandum and Articles of Association of the Company, circulars/guidelines/directions issued by Reserve Bank of India, if any, and all other applicable laws, rules and regulations, and pursuant to Section 2.01 (Board Composition and Management) of the Amended and Restated Shareholders’ Agreement dated February 01, 2024, and pursuant to approval of Board of Directors of the Company, Mr. Matthew Robert Young (DIN: 10043795) who has signified his consent to act as a director, and in respect of whom the Company has received a nomination letter in writing from a Genworth Financial Mauritius Holdings Limited dated February 02, 2024 proposing his candidature for the office of Director, be and is hereby appointed as Nominee Director of the Company (as a nominee of Genworth) in category of non-executive director to hold office with effect from February 08, 2024 and not liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized, for and on behalf of the Company, to sign (digitally or otherwise), file, represent, and submit necessary documents that may be required to be submitted to various statutory authorities like the Office of the Registrar of Companies, Reserve Bank of India or any other statutory authority and to file necessary e-Forms with Registrar of Companies as may be necessary from time to time, and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any of the Directors or Chief Financial Officer or Company Secretary of the Company be submitted to all necessary authorities who may be requested to act thereon.”

For India Mortgage Guarantee Corporation Private Limited


Puneet Jolly

Company Secretary & Compliance Officer
Membership No. A43608



Date: February 09, 2024

Place: Noida, Uttar Pradesh

India Mortgage Guarantee Corporation Pvt. Ltd.

4th Floor, Unit No. 405, World Trade Tower, C-1, Sector-16, Noida - 201301, UP, India
Tel: +91-120-489 8000 Fax: +91 120 4898 181 E-mail: info@imgc.com Web: www.imgc.com
CIN: U65922DL2006FTC153640



EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

TO CONSIDER THE APPOINTMENT OF MR. MATTHEW ROBERT YOUNG (DIN: 10043795) AS THE NOMINEE DIRECTOR OF THE COMPANY IN THE CATEGORY OF NON-EXECUTIVE

The members are hereby informed that pursuant to Section 2.01 (Board Composition and Management) of the Amended and Restated Shareholders' Agreement dated February 01, 2024, executed by and amongst the Company, National Housing Finance Bank, International Finance Corporation, Asian Development Bank, Genworth Financial Mauritius Holdings Limited and Sagen International Holdings Inc. (the "Agreement"); the Company needs to appoint 2 (two) nominees of Genworth Financial Mauritius Holdings Limited and one (1) nominees of Sagen International Holdings Inc., as the Nominee Directors on the Board of the Company.

It is further informed that the Company has received a nomination letter for the appointment of Mr. Matthew Robert Young, the nominee of Genworth on the Board of the Company pursuant to Amended and Restated Shareholders' Agreement dated February 01, 2024.

Details of Mr. Matthew Robert Young as per Secretarial Standard-2 is enclosed as Annexure-A.

Mr. Matthew Robert Young holds an active Director Identification Number i.e. 10043795 and is eligible to be appointed as a director of a Company as per the provisions of the Companies Act, 2013.

The Company had received a consent letter from Mr. Matthew Robert Young to act as a director, of the Company as per the requirements of the Companies Act, 2013.

Accordingly, this Ordinary Resolution is proposed to the members for their consideration and approval.

None of the Directors, Key Managerial Persons, or their relatives are in any way concerned or interested in the said resolution.

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Registered Office: T-10, 3rd Floor, Plot No.9, H.L. Plaza, Pocket-2, Sector 12 Dwarka, New Delhi - 110075, India



Annexure A

DETAILS OF NEW DIRECTORS PURSUANT TO SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Christopher Chongho Ahn	Matthew Robert Young	Rajinder Singh
Date of Birth	28-03-1967	13-07-1968	29-12-1961
Age	56 years	55 years	62 years
Qualification	<ul style="list-style-type: none"> B. A. from Brown University in Providence, RI Masters in International Business from the Fletcher School at Tufts University in Somerville, MA. 	<ul style="list-style-type: none"> MBA in Management from Miami University- Oxford, OH, BS degree in business from Michigan State University 	<ul style="list-style-type: none"> MBA in Finance from the University of Rochester's Simon Business School MS in Mechanical and Aerospace Engineering from Rutgers University, B.Tech. in Mechanical
Brief Profile & Experience	<p>Mortgage Insurance business for 21 years holding various roles in International Business</p> <p>Development, Risk Management and Investment</p>	Commercial and board leadership	<ul style="list-style-type: none"> Corporate Director and Chair of Risk and Investment Committee at Sagen Canada Chief Risk Officer for NewRez/Caliber Home Loans (2021-2022). Responsible for all aspects of risk for \$130 billion annual originations and \$600 billion mortgage portfolio. Prior to that was the CRO for Genworth's Global Mortgage Insurance division (2014-2021) responsible for \$120 billion mortgage originations and \$600 billion insurance in force portfolio across US, Canada, Australia and Latin America. Also served as the Chief Housing Risk Officer with responsibilities for oversight and management of housing risk across the entire Genworth enterprise. Held various leadership positions in Risk Management and Capital Markets at US Bancorp, GE Capital, Ally Financial (fka GMAC financial services) and Citigroup prior to joining Genworth in 2014. Served on the boards of Banco de America Central (BAC) International Bank, Capmark, and Small Business Financial Exchange

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Date of First Appointment on the Board	Not Applicable	Not Applicable	June 09, 2016*
Directorship/Partnership held in other Companies as on date.	Nil	Nil	Nil
Terms and Conditions of appointment/re-appointment and details of remuneration	As per the Companies Act, 2013 and other applicable laws	As per the Companies Act, 2013 and other applicable laws	As per the Companies Act, 2013 and other applicable laws
No. of equity shares held in the Company.	Nil	Nil	Nil
Details of Remuneration sought to be paid (per annum).	Nil	Nil	Nil
Remuneration last drawn (Rs. In Lakhs)	Nil	Nil	Nil
Relationship with other Directors, Manager and other KMPs of the Company	Nil	Nil	Nil
Number of Meetings of the Board attended during the year.	Nil	Nil	3
Membership/ Chairmanship of Committees of Other Boards	Nil	Nil	Nil

* Mr. Rajinder Singh was first appointed as Nominee Director of Genworth (member) on the Board of the Company on June 09, 2016.

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