

Notice of Extra-Ordinary General Meeting

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of ICICI Home Finance Company Limited will be held on Tuesday, January 16, 2024 at 9:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS**1. Appointment of Sandhya Gadkari Sharma (DIN: 02005378) as a Non-Executive Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable provisions of SEBI LODR Regulations, pursuant to the powers conferred under the Articles of Association of the Company, declaration of Independence submitted by Sandhya Gadkari Sharma pursuant to Section 149 of the Companies Act, 2013 and based on the recommendation of the Board Governance Nomination & Remuneration Committee and approval of the Board of Directors, Sandhya Gadkari Sharma who was appointed by the Board of Directors as an Additional Non-Executive Independent Director on the Board of the Company for a period of five consecutive years with effect from January 13, 2024 up to January 12, 2029 and in respect of whom the Company has received a notice in writing from a Member, proposing her candidature for the office of Director of the Company pursuant to the provisions of Section 160 of the Act and who is not disqualified to become a Director pursuant to the provisions of Section 164 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT Vikrant Gandhi, Chief Financial Officer and/or Priyanka Shetty, Company Secretary of the Company be and are hereby severally authorised to do all such acts, things, deeds as may be required in this connection and to provide a certified true copy of this Resolution and any other related documents in this regard and the same be furnished to the concerned authorities and they be requested to act thereon.

**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.: (091-22) 4009 3231
Website : www.icicihfc.com
CIN:- U65922MH1999PLC120106

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

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable provisions of SEBI LODR Regulations, pursuant to the powers conferred under the Articles of Association of the Company, declaration of Independence submitted by Gopalakrishna Gurappa pursuant to Section 149 of the Companies Act, 2013 and based on the recommendation of the Board Governance Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to re-appoint Gopalakrishna Gurappa 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.

RESOLVED FURTHER THAT Vikrant Gandhi, Chief Financial Officer and/or Priyanka Shetty, Company Secretary of the Company be and are hereby severally authorised to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, things, deeds as may be required in this connection and to provide a certified true copy of this Resolution and any other related documents in this regard and the same be furnished to the concerned authorities and they be requested to act thereon.

By Order of the Board of Directors of
ICICI Home Finance Company Limited.


Priyanka Shetty
Company Secretary



Mumbai
Date: January 13, 2024

CIN: U65922MH1999PLC120106
Website: www.icicihfc.com
Email: secretarial@icicihfc.com
Registered Office:
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Notes:

- a. Explanatory Statement pursuant to Section 102 of the Act, in respect of Special business set out above is annexed hereto.
- b. In view of the continuing COVID-19 pandemic, The Ministry of Corporate Affairs ('MCA') has vide its circular dated September 25, 2023 read with General Circulars dated May 5, 2022, December 8, 2021, June 23, 2021, December 31, 2020, September 28, 2020, June 15, 2020, April 13, 2020, April 8, 2020 and December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Extra-Ordinary General Meeting (EGM) through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, other applicable regulations and circulars as issued from time to time, the EGM of the Company is being held through VC/OAVM.
- c. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- d. Corporate Shareholders (i.e. other than individuals) are required to send a scanned copy of its Board or governing body Resolution/Authorisation etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote thereat.
- e. Members seeking any information with regard to the matters to be placed at the EGM, are requested to write to the Company Secretary through email on Priyanka.shetty@icicifhc.com. The same shall be taken up in EGM and replied by the Company suitably.
- f. In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of the EGM is being sent only through electronic mode to the Members. Members may note that the Notice will also be available on the Company's website www.icicifhc.com.
- g. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- i. All the documents referred to in the Notice and Explanatory Statement will be available for inspection through electronic mode to the Members from the date hereof up to the date of the Meeting.

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- j. The address of the corporate office of the Company shall be deemed venue for the EGM.

Instructions for Members for attending the EGM through VC/OAVM are given below.

The Company shall provide VC facility of Teams in order to make it convenient for the Members to attend the Meeting.

The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named '**Instructions to Join the Meeting**' which is enclosed with the Notice of EGM. For access through mobile, Members can download '**Teams**' and enter the meeting number/password, to join the meeting.

The Members can use the below link/details to join the meeting through video conference facilities of Teams:

Join Teams Meeting:

<https://www.microsoft.com/en-in/microsoft-teams/join-a-meeting?rtc=1>

Meeting number (access code): 419 606 406 598

Meeting password: RDpY2F

Facility of joining the EGM through VC/OAVM shall open 30 minutes before the time scheduled for the EGM.

If a poll is demanded during the EGM, then Members are requested to cast their votes on the resolutions by sending email on priyanka.shetty@icicifhc.com through their registered e-mail address.

Members who need assistance before or during the EGM, can contact Priyanka Shetty, Company Secretary on priyanka.shetty@icicifhc.com or +91- 022 4009 3480.

P. Shetty



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Explanatory Statement under Section 102 of the Companies Act, 2013**Item 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 Non-Executive Non-Independent Director on the Board of Directors of the Company with effect from January 13, 2024 up to January 12, 2029, subject to regulatory approvals, if any.

Pursuant to Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 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 appointment of Sandhya Gadkari Sharma (DIN: 02005378) as the Director of the Company.

In the opinion of the Board of Directors, Sandhya Gadkari Sharma (DIN: 02005378) fulfills 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 (DIN: 02005378) as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

Sandhya Gadkari Sharma (DIN: 02005378) is not disqualified from being appointed as a Director under Section 164 of the Act. As per the requirements of Secretarial Standard 2 issued by the Institute of Company Secretaries of India and other provision in this behalf, the required details of Sandhya Gadkari Sharma (DIN: 02005378) are appended in the Annexure I below. As required under the provisions of the Act, the consent and the necessary declarations including fit & proper criteria as per the Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank of India) Directions, 2021 issued by Reserve Bank of India have been obtained from Sandhya Gadkari Sharma.

Your Directors recommend the mentioned resolution in the accompanying Notice as an Ordinary Resolution for approval of the Members of the Company.

Except, Sandhya Gadkari Sharma (DIN: 02005378) and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the passing of resolution as mentioned in form of an annexure to said Notice.

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Item No. 2**Re-appointment of Gopalakrishna Gurappa (DIN: 06407040) as 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.

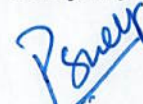
In view of the above, it is proposed to re-appoint Gopalakrishna Gurappa (DIN: 06407040) as a Non-Executive Independent Director of the Company for a further period of five consecutive years effective from January 16, 2024 to January 15, 2029, not liable to retire by rotation.

Gopalakrishna Gurappa (DIN: 06407040) is not disqualified from being appointed as a Director under Section 164 of the Act. As per the requirements of Secretarial Standard 2 issued by the Institute of Company Secretaries of India and other provision in this behalf, the required details of Gopalakrishna Gurappa (DIN: 06407040) are appended in the Annexure II below.

Your Directors recommend the mentioned resolution in the accompanying Notice as a Special Resolution for approval of the Members of the Company.

Except, Gopalakrishna Gurappa (DIN: 06407040) and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the passing of resolution as mentioned in form of an annexure to said Notice.

By Order of the Board of Directors of
ICICI Home Finance Company Limited



Priyanka Shetty
Company Secretary



Mumbai

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ANNEXURE I

Pursuant to the Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Director proposed to be appointed.

Name of the Director	Sandhya Gadkari Sharma
DIN	DIN: 02005378
Age	63 years
Date of birth	26/10/1960
Date of first appointment on Board	January 13, 2024
Qualification	Master of Management Studies from NMIMS, Management Development Program at Harvard Business School & MIT Sloan School of Management, Two-part course at ISB on Compliance Management.
Brief resume including experience	<p>Sandhya has worked in different organization like ICICI Ltd. & ICICI Bank, Mahindra and Mahindra Ltd.</p> <p>She specializes in:</p> <ul style="list-style-type: none">• Corporate governance function wherein administrative mechanisms were outlined and templates for reporting code violations, obtaining approvals for deviations, and furnishing disclosures were prescribed.• Further she was involved in formulation and implementation policies such as Anti-Bribery & Anti-Corruption, 'Gifts & Entertainment', 'Social Media Interactions', and 'Crisis Communication' were incorporated• She was associated with Finance role as well and made strategic acquisitions globally in terms of raising of financing vide ECBs, Listed unsecured Debentures, FCDs, Term Loans.• She was also a member of Diversity Council• She was the head of Investor Relations and engaged with Indian and Institutional Investors through one-on-one dialogues and investors meets.

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Other Directorship/Membership	None
Listed entities from which the Director has resigned in the past three years	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Relationship with other directors, Mangers and other Key Managerial Personnel of the Company	Not related
No. of equity shares held in the Company	None
No. of board meetings attended during the year	NA
Remuneration sought to be paid	Nil
Remuneration last drawn (fiscal 2023-24)	Nil
Terms and conditions of appointment/re-appointment	Not liable to retire by rotation

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ANNEXURE II

Pursuant to the Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Director proposed to be appointed.

Name of the Director	Gopalakrishna Gurappa
DIN	DIN: 06407040
Age	67 years
Date of birth	11/03/1956
Date of first appointment on Board	January 18, 2019
Qualification	BA, LLB, CAIIB
Brief resume including experience	<p>Gopalakrishna was with Reserve Bank of India (RBI) for over 37 years. During his career as Central Banker he worked in various capacities in various departments of RBI thus having all round experience as a Regulator and Supervisor. He took VRS as Executive Director, RBI in 2014 and was appointed as Director, CAFRAL and he held this post till April 2017.</p> <p>Gopalakrishna was Executive Director, RBI from October 2007 to April 2014 and was overseeing the Department of Banking Supervision, Dept. of Non-Banking Supervision, Financial Stability Unit, Department of Communication, Dept. of Information Technology, Secretary's Dept., Foreign Exchange Department, Department of Payment and Settlement System of the RBI. He also headed the Deposit Insurance and Credit Guarantee Corporation (DICGC).</p> <p>He started his career in 1980 as Probationary Officer (Grade B) and later worked as Asst. General Manager, Dy. General Manager, General Manager and finally as Chief General Manager in charge mainly in the area of banking regulation and Non-Banking and Head of Dept. of Banking supervision of the RBI.</p> <p>He was the Chairman and Member of several Working Groups set up by the RBI. During 2011, he chaired the Working Group on Information Security, Electronic Banking Technology, Risk Management and Cyber Frauds, the recommendations of which have been implemented by RBI in April 2011. The RBI guidelines have become benchmark standard for the Industry in information security, information audit, I.T Governance and Cyber frauds. He was also Chairman of the Technical</p>

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	<p>Group set up to Review Supervisory Rating Framework as part of the High Level Steering Committee appointed by RBI in 2012 to review the Supervisory process in India.</p> <p>He authored the RBI's Central Credit Registry created in 2014 for reporting large value loans (CRILC). Gopalakrishna Chaired the Committee constituted to examine the recommendations of FSLRC relating to Capacity Building in Banking and non-banking sector. The report has been accepted and implemented by the Reserve Bank of India and IBA.</p> <p>Gopalakrishna was the Regional Director, Kerala from 2001 to 2004. He was also Vice- Principal/Member of Faculty in the Reserve Bank Staff College during 1989-1995.</p>
Other Directorship/Membership	None
Listed entities from which the Director has resigned in the past three years	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Relationship with other directors, Mangers and other Key Managerial Personnel of the Company	Not related
No. of equity shares held in the Company	None
No. of board meetings attended during the year	NA
Remuneration sought to be paid	Nil
Remuneration last drawn (fiscal 2023-24)	Nil
Terms and conditions of appointment/re-appointment	Not liable to retire by rotation

For **ICICI Home Finance Company Limited**


Priyanka Shetty
 Company Secretary



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