

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 Wednesday, October 18, 2023 at 3:30 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS

1. Appointment of Atul Arora (DIN: 01999097) as a Non-Executive Non-Independent Director of the Company

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

RESOLVED THAT that pursuant to the provisions of Sections 149, 152, 160 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, applicable provisions of Articles of Association of the Company and based on the recommendation of the Board Governance Nomination & Remuneration Committee and the Board of Directors of the Company, Atul Arora who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from July 25, 2023 and in respect of whom the Company has received a notice in writing from a Member, proposing his 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 under the Act, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

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


Priyanka Shetty
Company Secretary



Mumbai
Date: October 13, 2023

CIN: U65922MH1999PLC120106
Website: www.icicihfc.com
Email: secretarial@icicihfc.com
Registered Office:
ICICI Bank Towers,
Bandra-Kurla Complex, Mumbai – 400 051

ICICI Home Finance Company Limited

Registered Office:
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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
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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@icicihfc.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.icicihfc.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.
- j. The address of the corporate office of the Company shall be deemed venue for the EGM.

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

1. The Company shall provide VC facility of Teams in order to make it convenient for the Members to attend the Meeting.
2. 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.
3. 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): 493 808 159 581

Meeting password: phVPh3

4. Facility of joining the EGM through VC/OAVM shall open 30 minutes before the time scheduled for the EGM.
5. 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.
6. 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.



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Explanatory Statement under Section 102 of the Companies Act, 2013**Item No. 1****Appointment of Atul Arora (DIN: 01999097) as a Non-Executive Non-Independent Director of the Company**

The Board of Directors had approved the appointment of Mr. Atul Arora (DIN: 01999097) as an Additional Director (Non-Executive Non-Independent Director) on the Board of Directors of the Company with effect from July 25, 2023, 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 Atul Arora (DIN: 01999097) as the Director of the Company.

In the opinion of the Board of Directors, Mr. Atul Arora (DIN: 01999097) fulfills the conditions specified in the Act and the rules made thereunder for his appointment as a Non-Executive Non-Independent Director of the Company.

In view of the above, it is proposed to appoint Mr. Atul Arora (DIN: 01999097) as a Non-Executive Non-Independent Director of the Company liable to retire by rotation.

Mr. Atul Arora (DIN: 01999097) 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 Mr. Atul Arora (DIN: 01999097) are appended in the Annexure 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 Atul Arora.

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

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Except, Mr. Atul Arora (DIN: 01999097) 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
Date: October 13, 2023

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ANNEXURE

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 re-appointed.

Name of the Director	Atul Arora
DIN	01999097
Age	56 years
Date of birth	04/09/1967
Date of first appointment on Board	July 25, 2023
Qualification	Diploma in Automobile Engineering.
Brief resume including experience	<p>Atul Arora has worked in reputed organizations like Nulon India Ltd., Ashok Leyland, Pal Credit and Capital Ltd., Bajaj Auto Finance etc. and currently handling Retail Asset, Business Banking, Loan Against Shares, Rural Assets and Priority Sector Lending for ICICI Bank Limited.</p> <p>He specializes in:</p> <ul style="list-style-type: none"> • cross selling and up selling banking products to existing customers through branch banking network and call center channel; • managing debt servicing for unsecured and wheels segments with focus on strategy formulation and call center channel management; • Financial and Inclusive Banking, Micro Finance, Farmer finance, Commercial Vehicles, Farm Equipment and Loan against Gold businesses and formulation of policies and distribution designs basis micro-market opportunities and track implementation, execution and improvements basis insights at regular intervals; • Development of overall market for SME/Business banking and designing customer centric service architecture for addressing their

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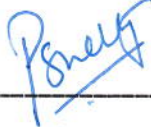
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	<p>growing trade, forex and other banking needs and providing holistic banking services to customers of the Bank with highest standards service;</p> <ul style="list-style-type: none"> • Development and execution of business strategy in the respective mega-zone basis micro-markets opportunity spotting, customer insights and ecosystem based 360-degree banking.
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 2022-23)	Nil
Terms and conditions of appointment/re-appointment	Liable to retire by rotation

For **ICICI Home Finance Company Limited**



Priyanka Shetty
Company Secretary



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