

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 Friday, December 2, 2022 at 3:00 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS

1. Appointment of Rakesh Jha (DIN: 00042075) 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, Mr. Rakesh Jha (DIN: 00042075) who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from October 13, 2022 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 Ltd.




Priyanka Shetty
Company Secretary

Mumbai
Date: November 29, 2022

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
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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; Email: secretarial@icicihfc.com; Phone: 40093480

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 April 8, 2020 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 and April 8, 2020, (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 Registered office of the Company shall be deemed venue for the EGM.

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

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

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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 '**Webex meet App**' 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 Webex Cisco:

Join Webex Meeting:

[https://icicifinance.webex.com/icicifinance-
finance/j.php?MTID=m6a1307722aa7d133fbff39014a92ed0b](https://icicifinance.webex.com/icicifinance/j.php?MTID=m6a1307722aa7d133fbff39014a92ed0b)

Meeting number (access code): 2556 835 2409

Meeting password: hfc@123

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.

P. Shetty

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Explanatory Statement under Section 102 of the Companies Act, 2013**Appointment of Rakesh Jha (DIN: 00042075) as a Non-Executive Non-Independent Director of the Company**

The Board of Directors had approved the appointment of Mr. Rakesh Jha (DIN: 00042075) as an Additional Director (Non-Executive Non-Independent Director) on the Board of Directors of the Company with effect from October 13, 2022, 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 Mr. Rakesh Jha (DIN: 00042075) as the Director of the Company.

In the opinion of the Board of Directors, Mr. Rakesh Jha (DIN: 00042075) 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. Rakesh Jha (DIN: 00042075) as a Non-Executive Non-Independent Director of the Company liable to retire by rotation.

Mr. Rakesh Jha (DIN: 00042075) 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. Rakesh Jha (DIN: 00042075) are appended in the Annexure forming part of this Notice.

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. Rakesh Jha (DIN: 00042075) 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 Ltd.



Priyanka Shetty
Company Secretary

Mumbai
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ANNEXURE OF THE NOTICE

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	Rakesh Jha
DIN	00042075
Age	51 years
Date of birth	29/10/1971
Date of first appointment on Board	October 13, 2022
Qualification	Management degree from the Indian Institute of Management, Lucknow and an engineering degree from the Indian Institute of Technology, Delhi.
Brief resume including experience	Rakesh Jha is an Executive Director on the Board of ICICI Bank since September 2, 2022. He heads the retail banking business of the Bank. He is responsible for the retail banking, rural & agriculture and small & medium enterprise businesses of the Bank. He also serves on the board of ICICI Lombard General Insurance and ICICI Venture. He has been with ICICI since 1996 and has worked in various areas including financial reporting, planning, strategy, asset-liability management and investor relations. Prior to his current role, he was the Group Chief Financial Officer. He has a management degree from the Indian Institute of Management, Lucknow and an engineering degree from the Indian Institute of Technology, Delhi.
Other Directorship/Membership	ICICI Bank Limited ICICI Lombard General Insurance Company Limited ICICI Securities Limited ICICI Ventures Funds Management Company Limited
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	<p>ICICI Bank Limited: Committee of Senior Management (Member) Asset Liability Management Committee (Member) Executive Investment Committee (Member) Committee for Identification of Wilful Defaulters/Non-Co-operative Borrowers (Member) Committee of Executive Director (COED) & COED (Borrowing, Treasury & Investment Operation) (Member) Customer Service Committee (Member) Fraud Monitoring Committee (Member)</p> <p>ICICI Lombard General Insurance Company Limited: Risk Management Committee (Member)</p>

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	Strategy Committee (Member) ICICI Venture Funds Management Company Limited: Audit Committee (Member) Corporate Social Responsibility Committee (Member) ICICI Home Finance Company Limited Board Governance Nomination Remuneration Committee (Member) Asset Liability Management Committee (Member) Management Committee (Member)
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	1/1
Remuneration sought to be paid	Nil
Remuneration last drawn (fiscal 2021-22)	Nil
Terms and conditions of appointment/re-appointment	Liable to retire by rotation


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