

Notice of 22nd Annual General Meeting

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of ICICI Home Finance Company Limited will be held on Friday, June 4, 2021, at 3.00 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2021 together with the Directors' report and Auditors' report thereon.
2. To appoint a Director in place of Anup Bagchi (DIN: 00105962), who retires by rotation and being eligible, offers himself for re-appointment.
3. To authorise the Board for fixing Statutory auditors' remuneration for the half year ended September 30, 2021

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

RESOLVED that pursuant to the provisions of Section 139-142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, and Companies (Amendment) Act, 2017 as may be applicable, remuneration of B S R & Co. LLP, Chartered Accountants, Firm Registration number 101248W/W-100022, statutory auditors of the Company for the half-year ending September 30, 2021 inclusive of goods and services tax and such other tax(s) (as may be applicable) and reimbursement of all out-of-pocket expenses (including terms of payment) to be fixed by the Board of Directors based on the recommendation of the Audit Committee in connection with the audit of the accounts of the Company and the same shall be subject to RBI guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) for Banks and NBFCs (including HFCs) dated April 27, 2021 and clarification, circular, notification as may be issued by RBI in this regard.

SPECIAL BUSINESS

4. Issue of Non-Convertible Debentures under Private Placement

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 42 and Section 71 of Companies Act, 2013, Rules made thereunder and Companies (Amendment) Act, 2017, provisions of Securities and Exchange Board of India (Issue and listing of debt securities) Regulations, 2008, any other applicable provision of law, any amendment variation or re-enactment thereto from time to time and such other regulations as may be applicable, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include Committees authorised in this regard) to issue secured or unsecured Non-Convertible Debentures (Debentures) for an aggregate amount not

ICICI HOME FINANCE COMPANY LIMITED

CIN: U65922MH1999PLC120106

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](tel:40093480)

exceeding ₹ 35.00 billion (Rupees Thirty-five billion) during the period of one year from the date of passing this resolution, in one or more tranches on a private placement basis to one or more persons, bodies corporate, banks/financial institutions, mutual funds, other investors/ investing agencies etc., upon the terms and conditions as may be decided by the Board in its absolute discretion.

RESOLVED further that without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board of Directors (which term shall be deemed to include Committees authorised in this regard) be and is hereby authorised to determine as to when the secured or unsecured Debentures are to be issued, the terms of the issue, number of Debentures to be allotted in each tranche, issue price, rate of interest, redemption period, listing on one or more recognised stock exchanges and all such terms as are provided in offering of a like nature as the Committee may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the said issue(s).

RESOLVED further that the approval is hereby accorded to the Board of Directors (which term shall be deemed to include committees authorised in this regard) to appoint lead managers, arrangers, underwriters, depositories, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies and be and is hereby authorised to do all such acts, deeds and things in this regard.

RESOLVED further that Anirudh Kamani, Managing Director and Chief Executive Officer or Vikrant Gandhi, Chief Financial Officer or Priyanka Shetty, Company Secretary of the Company be and are hereby authorise to file the required returns/forms with the Registrar of Companies and other regulatory authorities 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.

5. Waiver of recovery of excess Managerial remuneration paid to Managing Director & Chief Executive Officer for the year ended March 31, 2021.

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 Sections 197, 198, and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s), thereof for the time being in force); the Memorandum of Association and the Articles of Association of the Company; and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), and pursuant to the recommendations of Board Governance, Nomination and Remuneration Committee and the Board of Directors of the Company and

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subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to remuneration amounting to ₹ 9,73,50,975/- (which includes perquisite of ₹ 68,081,776 on ESOPs granted by ICICI Bank in earlier years and exercised in the current year) paid to Anirudh Kamani (DIN: 07678378), MD & CEO for the year ended March 31, 2021, which is in excess of the limits prescribed under Section 197 read with Schedule V of the Act in view of inadequate profit for the year ended March 31, 2021 and recovery of the same be and is hereby waived.

RESOLVED further that all other existing terms and conditions of appointment of Anirudh Kamani shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED further that without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board of Directors (which term shall be deemed to include committees authorised in this regard) be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard.

RESOLVED further that Vikrant Gandhi, Chief Financial Officer or Priyanka Shetty, Company Secretary of the Company be and are hereby authorised to file the required returns/forms with the Registrar of Companies and other regulatory authorities 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.

6. Amendment in Articles of Association 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 Sections 14 and any other applicable provisions read with rules made thereunder (including any modification(s) or re-enactment(s) thereof), if any, of the Companies Act, 2013 and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s) as may be required, the approval of the members of the Company be and is hereby accorded to adopt the draft of the revised Articles of Association of the Company, as made available for inspection by Members of the Company, amended pursuant to the addition of the following clause:

Article 129 (e)- Appointment of Majority of directors

“Notwithstanding anything to the contrary contained in these Articles and subject to the provisions of the applicable laws, ICICI Bank shall be entitled to appoint majority of directors on the Board of the Company provided ICICI Bank and/or its subsidiaries and affiliates hold more than 26% of the paid-up equity share capital in the Company.”

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RESOLVED further that all other existing provisions of AoA shall remain unchanged unless otherwise modified by the Board of Directors of the Company;

RESOLVED further that without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board of Directors (which term shall be deemed to include committees authorised in this regard) be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard.

RESOLVED further that Vikrant Gandhi, Chief Financial Officer or Priyanka Shetty, Company Secretary of the Company be and are hereby authorised to file the required returns/forms with the Registrar of Companies and other regulatory authorities 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 Ltd.

Sd/-

Priyanka Shetty
Company Secretary

Mumbai
Date: April 22, 2021
CIN: U65922MH1999PLC120106
Website: www.icicihfc.com
Email: investor.relations@icicihfc.com
Registered Office:
ICICI Bank Towers,
Bandra-Kurla Complex, Mumbai – 400 051

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 May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and Circular dated January 13, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting (AGM) 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 AGM of the Company is being held through VC/OAVM.

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- c. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM 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 AGM 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 AGM, are requested to write to the Company Secretary through email on Priyanka.shetty@icicifhc.com. The same shall be taken up in AGM and replied by the Company suitably.
- f. In compliance with the aforesaid MCA Circulars and other applicable regulations, Notice of the AGM along with the Annual Report for the year ended March 31, 2021 is being sent only through electronic mode to the Members. Members may note that the Notice and Annual Report for the year ended March 31, 2021 will also be available on the Company's website www.icicifhc.com
- g. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h. The profile and other relevant details pursuant to Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India in respect of Director seeking re-appointment at this AGM is provided as annexure to this Notice.
- i. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
- j. 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.
- k. The address of the Registered office of the Company shall be deemed venue for the AGM.

Instructions for Members for attending the AGM 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.
- 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 22nd AGM. For access through mobile, Members can download '**Webex meet App**' and enter the meeting number/password, to join the meeting.

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3. The Members can use the below link/details to join the meeting through video conference facilities of Webex Cisco:

Join Webex Meeting:

<https://icicihomefinance.webex.com/icicihome-finance/j.php?MTID=m5ac4ab1b5d78a9c4ed0690d02c504bf5>

Meeting number (access code): 182 957 3166

Meeting password: hfc@123

4. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
5. If a poll is demanded during the AGM, then Members are requested to cast their votes on the resolutions by sending email on Priyanka.shetty@icicihfc.com through their registered e-mail address.
6. Members who need assistance before or during the AGM, can contact Priyanka Shetty, Company Secretary on Priyanka.shetty@icicihfc.com or +91- 022 4009 3480.

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No.4

Section 42 and Section 71 Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that the Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company, by a special resolution, for each of the offers or Invitation and further provides that in case of offer or invitation for Non-Convertible Debentures (NCDs), it shall be sufficient if the Company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year.

The Secured or Unsecured NCDs issuance programme of the Company is assigned AAA rating by CRISIL, ICRA and CARE. In view of above, it is proposed to authorise the Company to issue NCDs for an aggregate amount not exceeding ₹ 35.00 billion (Rupees Thirty-five billion) during the period of one year from the date of passing this resolution as Special Resolution mentioned at item No. 4 of the Notice.

Your Directors recommend the resolution at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

Item No.5

Pursuant to the powers conferred under the provisions of Article 129 and 152 of the Articles of Association of the Company, ICICI Bank Limited (the Bank) vide its letter dated October 24, 2017

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had deputed Anirudh Kamani, Senior General Manager of the Bank to the Company and nominated him as MD & CEO of the Company effective November 1, 2017 for a period of five (5) years and the same was approved, by means of Ordinary Resolution passed by the Members at the Annual General Meeting of the Company held on May 31, 2018 on the terms and conditions including payment of remuneration as mentioned therein.

For the financial year ended March 31, 2021, the remuneration of MD & CEO is ₹ 9,73,50,975/- (which includes perquisite value of ESOPs, granted by ICICI Bank in earlier years and exercised in the current year, amounting to ₹ 68,081,776). In terms of Section 197 of the Companies Act, 2013 (the Act), the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company as calculated under Section 198 of the Act. The Net profit of the Company calculated as per Section 198 of the Act is ₹ 33,67,03,503/- and accordingly, the limit of 5% permissible under the Act is ₹ 1,68,35,175/-. It is informed that the Company for the year ended March 31, 2021 has inadequate profits, as a result of which the remuneration paid to Anirudh Kamani, MD & CEO exceeds the limit of 5% under Section 197 of the Act. However, in terms of Section 197 read with Schedule V of the Companies Act, 2013, the Company with the approval of the Members of the Company, by way of a special resolution, can authorise the payment of remuneration exceeding the said limits.

Disclosure of specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

I. General Information

Nature of industry	The Company is a deposit taking Housing Finance Company registered with the National Housing Bank (NHB) and is engaged in providing loans for the purpose of acquiring, constructing, erecting, improving, developing any house, flats or buildings or any form of real estate or any part or portion thereof. The Company also provides loans for specified purposes against the security of immovable property. The Company is also engaged in providing advisory, consultancy and broking for residential and commercial properties.																				
Date or expected date of commencement of commercial production	The Company was incorporated on May 28, 1999. Since then, the Company had commenced its business.																				
Financial performance	₹ million <table> <tr> <th>Particulars</th> <th>For the year ended March 31, 2020</th> <th>For the year ended March 31, 2021</th> <th>Growth</th> </tr> <tr> <td>Net Interest Income</td> <td>4,463.1</td> <td>4,864.8</td> <td>9.0%</td> </tr> <tr> <td>Operating income</td> <td>5,007.6</td> <td>5,583.6</td> <td>11.5%</td> </tr> <tr> <td>Operating profit</td> <td>2,193.0</td> <td>3,021.0</td> <td>37.8%</td> </tr> <tr> <td>Profit after tax</td> <td>2.8</td> <td>216.7</td> <td>-</td> </tr> </table>	Particulars	For the year ended March 31, 2020	For the year ended March 31, 2021	Growth	Net Interest Income	4,463.1	4,864.8	9.0%	Operating income	5,007.6	5,583.6	11.5%	Operating profit	2,193.0	3,021.0	37.8%	Profit after tax	2.8	216.7	-
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Operating profit	2,193.0	3,021.0	37.8%																		
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Foreign investments or collaborations, if any.	The Company does not have any direct foreign investments or collaborations.
II. Information about Anirudh Kamani	
Background details	Anirudh Kamani was a Senior General Manager and Head-Rural & Inclusive Banking Group (RIBG) at ICICI Bank (the Bank). He has deep expertise in sales & distribution of financial as well as non-financial products. He has been with the Bank since February 2005. He is a chartered accountant by qualification. He has a keen grasp of the macro economic variables of the economy as well as the key levers for business profitability and building scale. In his role as Head-RIBG, he has successfully scaled up the rural franchise of the Bank with focus on quality of portfolio. He has been on various external committees and an advocate for the role of banking industry in financial inclusion and its impact on livelihood of under-banked population. Prior to joining the Bank, he worked with ICI India Limited and Beckton Dickinson India Limited in the domain of sales and supply chain management. At the Bank, he has handled key responsibilities in Phone Banking, Remittances business, and Branch Banking. The distinguishing strengths of Anirudh are his ability to take decisions and his focus on productivity as a business lever. He is able to set expectations and communicate outcomes with clarity. He does not accept constraints / hurdles as reasons for performance shortfall. He mobilizes stakeholders behind a change agenda and relentlessly pushes for driving it to completion. Anirudh spends time in developing his team. He backs team members during difficult times and constantly pushes them to acquire new capabilities. He bets on team members' capabilities and inculcates amongst them a culture of personal credibility for honouring commitments. He stands by his team in the hour of need.
Past remuneration	The remuneration paid to MD & CEO for the year ended March 31, 2020 is ₹ 7,46,24,723/- (which includes special pay of ₹ 1,50,00,000/- and perquisite of ₹ 2,61,08,650/- on ESOPs given by ICICI Bank in earlier years and exercised in the current year)
Recognition or awards	None
Job profile and his suitability	He is responsible for developing and implementing strategic plans and company policies, maintaining an open dialogue with stakeholders, and

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	driving organizational success. In his role he is responsible to provide guidance and strategic direction to the organization to achieve its long term and short term goals.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The MD & CEO's remuneration is arrived after taking into consideration his overall experience and profile, the responsibilities shouldered by him, size of the Company, Company's performance and the industry benchmarks.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Anirudh Kamani has no pecuniary relationship with the Company or its Key Managerial Personnel's other than his remuneration in the capacity of the MD & CEO.
III. Other Information	
Reasons of loss or inadequate profits	The operating profit of the Company grew by 37.8% at ₹ 3,021.0 million for the year ended March 31, 2021 and PAT was ₹ 216.7 million. This was majorly on account of following reasons, a) Higher net interest income by ₹ 400.9 million on account of lower cost of funds and higher selldown income and investment income b) Lower operating expenditure by ₹ 252.0 million due to cost optimisation and lockdown c) Partly offset by higher provisions of ₹ 1,194.8 million on retail loans due to COVID-19 impact d) Profit after tax for the year ended March 31, 2020 was impacted on account of reversal of Deferred Tax Asset of ₹ 213.3 million due to change in tax rate in budget
Steps taken or proposed to be taken for improvement	The impact on profits is majorly on account of provisions on retail mortgage cases due to impact of COVID-19 pandemic where Company has adequately provided during the year. The Company will be focusing to reduce the increased mid bucket accounts and recovery from NPAs during the year ending March 31, 2022.
Expected increase in productivity and profits in measurable terms	Increase in productivity is reflecting in Operating profit growth of 37.8% in the year ended March 31, 2021 from growth 29.6% in the year ended March 31, 2020.

The Board Governance, Nomination and Remuneration Committee and the Board of directors at their respective meeting(s) held on April 22, 2021, subject to the approval of the members of the Company, accorded their approvals for remuneration paid by the Company to Anirudh Kamani and in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

The Members are requested approve the managerial remuneration amounting to ₹ 9,73,50,975/- (which includes perquisite value of ESOPs, granted by ICICI Bank in earlier years and exercised in the current year, amounting to ₹ 68,081,776/-) paid to Anirudh Kamani (DIN: 07678378), MD & CEO for the year ended March 31, 2021, in terms of Section 197 read with Schedule V of the Act

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in view of inadequate profit for the year ended March 31, 2021.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Your Directors recommend the resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company by way of special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Anirudh Kamani are concerned or interested in the Resolution at item no. 5 of the Notice.

Item No.6

The Company had adopted the Articles of Association (AoA), which was last amended at the Extra-Ordinary General meeting of the shareholders held on August 13, 2007.

The Company proposes to alter its AOA to include specific right in favour of ICICI Bank to appoint majority of directors subject to ICICI Bank and/or its subsidiaries and affiliates holding more than 26% of paid-up equity share capital of the Company

The Company is a wholly-owned Subsidiary of ICICI bank as the entire paid-up equity share capital of the Company is held by ICICI Bank. Pursuant to the powers conferred under the provisions of existing Articles 129 and 152, ICICI Bank has the power to nominate one-third of non-retiring directors, including Managing Director & CEO, on the Board of the Company in order to manage the business and affairs of the Company.

In order to reflect the control exercisable by ICICI Bank, the Company proposes to specify expressly rights in favour of ICICI Bank to appoint majority of non-retiring directors on the Board of the Company provided that the shareholding of ICICI Bank and/or its subsidiaries and affiliates is more than 26% of the paid-up equity share capital of the Company.

The Board of directors at their meeting held on April 22, 2021, subject to the approval of the members of the Company, accorded their approval for amending the AoA by inserting new clause in the AoA of the Company as under:

Article 129 (e)- Appointment of Majority of directors

"Notwithstanding anything to the contrary contained in these Articles and subject to the provisions of the applicable laws, ICICI Bank shall be entitled to appoint majority of directors on the Board of the Company provided ICICI Bank and/or its subsidiaries and affiliates hold more than 26% of the paid-up equity share capital in the Company."

Members are requested to note that in terms of Section 14 of the Act, any alteration in the AOA of the Company shall require approval of the Members of the Company by way of Special Resolution.

Members are requested to note that the draft AOA of the Company shall be available for inspection by the Members of the Company. Accordingly, approval of the Members of the Company is sought in terms of Section 14 of the Act for adoption of revised AOA.

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The Board of Directors recommends the resolution set out at Item No. 6 of the AGM Notice to the Members for their consideration and approval, by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the AGM Notice.

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

Sd/-
Priyanka Shetty
Company Secretary

Mumbai
Date: April 22, 2021
CIN: U65922MH1999PLC120106
Website: www.icicihfc.com
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Bandra-Kurla Complex, Mumbai – 400 051

ICICI HOME FINANCE COMPANY LIMITED

CIN: U65922MH1999PLC120106

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](tel:40093480)

ANNEXURE 1 TO ITEM NO. 2 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	Anup Bagchi			
DIN	00105962			
Date of birth	July 26, 1970			
Date of first appointment on Board	February 23, 2017			
Qualification	Management degree from the Indian Institute of Management, Bangalore and an engineering degree from the Indian Institute of Technology, Kanpur.			
Brief resume including experience	Anup Bagchi is an Executive Director of ICICI Bank effective February 1, 2017. Prior to this, He was the Managing Director & CEO of ICICI Securities Limited (I-Sec), where he led capital raising by corporates. Under his leadership, the organisation won the prestigious Outlook Money- India's Best e-Brokerage House for seven consecutive years. It also won the CNBC Awaaz Consumer Award for the Most Preferred Brand of Financial Advisory Services. He joined the ICICI Group in 1992 and has worked in the areas of retail banking, corporate banking and treasury. He has been honoured with The Asian Banker Promising Young Banker Award			
Other Directorship/Membership	• ICICI Bank Limited • ICICI Prudential Life Insurance Company Limited • ICICI Securities Limited • Comm Trade Services Limited (Under liquidation) • ICICI Prudential Asset Management Company Limited • ICICI Foundation for Inclusive Growth as a Member Governing Council			
Chairmanship/Membership of Committees in companies in which position of Director is held	Sr. No.	Names of the Companies	Name of the Committee	Chairperson/ Member (As on March 31, 2021)
	1	ICICI Bank Limited (Listed Company)	Customer Service Committee	Member
			Fraud Moni-	Member

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			toring Com- mittee	
			Stakeholder Relationship Committee	Member
			Committee of Executive Di- rectors	Member (Two Whole-time Directors forms the Committee)
			Committee for Identifica- tion of Wilful Default- ers/Non-Co- operative borrowers	Member (One of the Whole time Director and two other Members forms the Committee)
			Committee of Senior Man- agement	Member (One of the Whole- time Director and two other Members forms the Committee)
			Asset Liabil- ity Manage- ment Com- mittee	Member (One of the Whole- time Director and other Members forms the Committee)
			Corporate Social Re- sponsibility Committee	Member
			Information Technology Strategy Committee	Member
	2	ICICI Prudential Life Insurance Company Limited	Board Cus- tomer Ser- vice & Policy holder Pro- tection Com- mittee	Member

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		(Listed Company)	Board Risk Management Committee	Member
			Strategy Committee	Member
	3	ICICI Securities Limited (Listed Company)	Nomination & Remuneration Committee	Member
	4	ICICI Prudential Asset Management Company Limited (Unlisted Company)	Investment Committee	Chairman
Relationship with other directors, Mangers and other Key Managerial Personnel of the Company	Not related			
No. of equity shares held in the Company	Nil			
No. of board meetings attended during the year	Attended all 6 Board meetings held during FY2021			
Remuneration sought to be paid	Nil			
Remuneration last drawn (FY 2020-21)	Nil			
Terms and conditions of appointment/re-appointment	Liable to retire by rotation			

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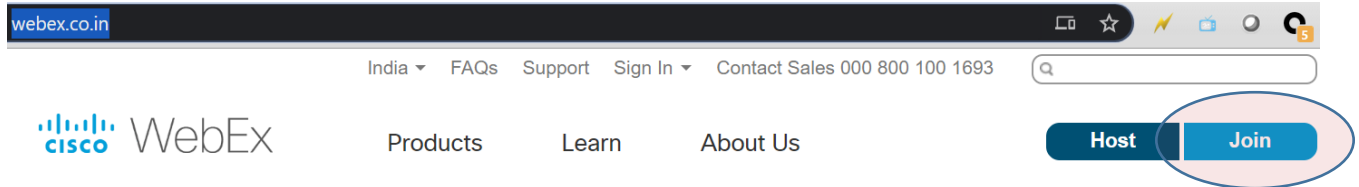
Corporate Office: ICICI HFC Tower, Andheri Kurla Road, J.B. Nagar, Andheri (E), Mumbai-400 059

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Instructions to join a meeting

Laptop users (using Chrome browser only)

- 1) Open <https://www.webex.co.in/> and click join.

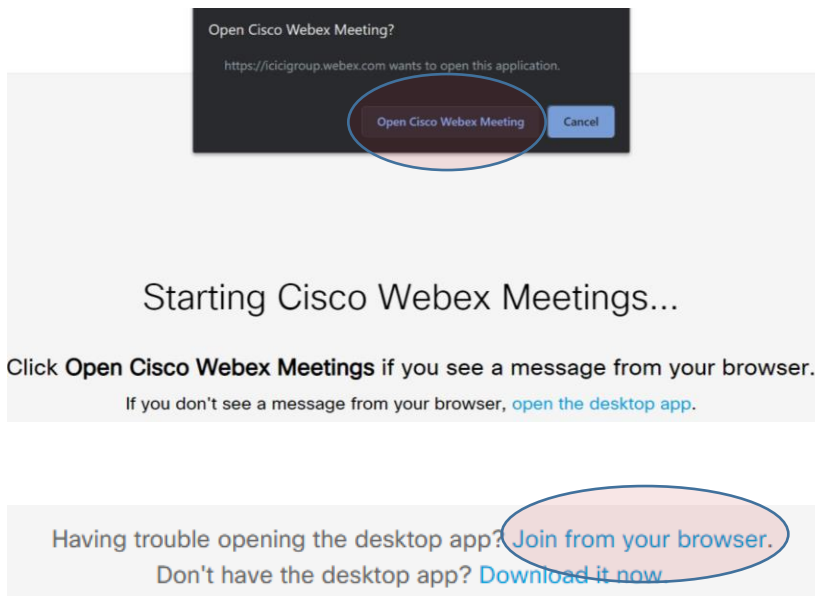


- 2) Enter the “**Meeting Number**” and press enter.

Join a Meeting ⓘ

A screenshot of the 'Join a Meeting' page. It shows a text input field containing the meeting number '577 013 807'. The field is highlighted with a red border.

- 3) Click on “**Open Cisco Webex Meeting**” or “**Join from your Browser**”

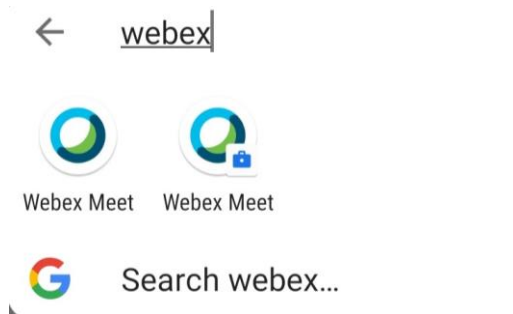


- 4) Click “**Start Meeting**” (first time it may ask you to enter username and email id).

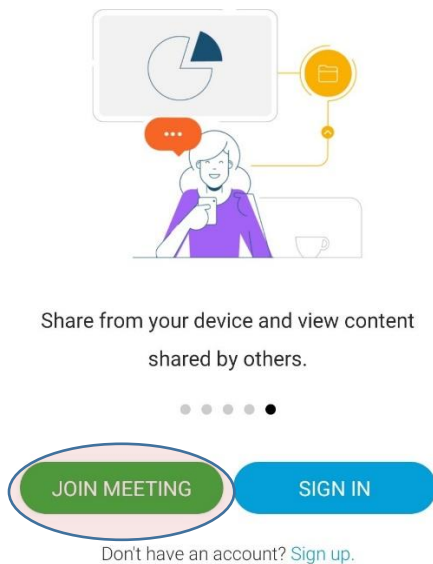


Mobile users

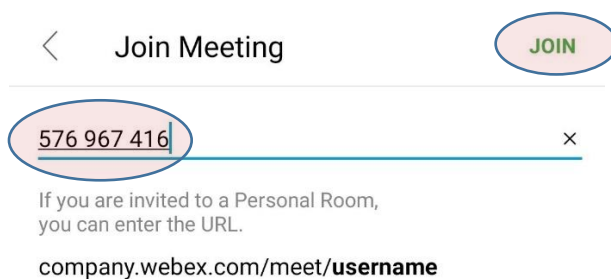
- 1) Open the “**Webex Meet**” mobile app, click



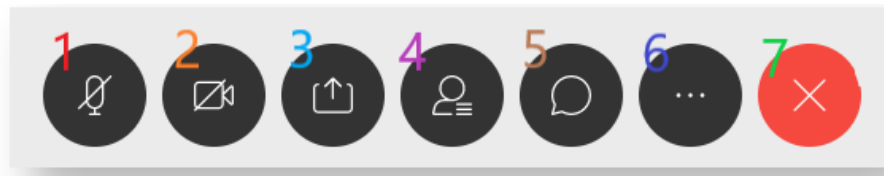
- 2) Click on “**JOIN MEETING**”.



- 3) Enter the “**Meeting number**” and click “**Join**” (first time it may ask you to enter username and email id).



Post initiating the meeting, the bottom bar will display a few buttons you can use to control the meeting:



1. **Microphone** - Toggling this will mute your microphone and prevent participants from hearing you.
2. **Video** - Toggling this will stop your video and prevent participants from seeing you.
3. **Share content** - Broadcasts your content (desktop, presentation, document etc.) to all participants.
4. **Participants** - This allows you to view active participants and to invite participants in the "waiting room" to the meeting. As a host, you may also change the speaker of the meeting in this menu.
5. **Chat** - Chat with meeting participants
6. **More options** - Check meeting performance, change audio connection, or change speaker/microphone/webcam settings.
7. **Leave** - Disconnect from the meeting.