

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, April 08, 2026 at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) at shorter notice to transact the following businesses:

SPECIAL BUSINESS**1. Issue of Non-Convertible Debentures through Private Placement**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 42, Section 179(3) and Section 71 of Companies Act, 2013 and Rule (14) (2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and any other applicable provisions including rules made thereunder, any amendment variation or re-enactment thereto from time to time and such other regulations as may be applicable, the consent of the members be and is hereby accorded to the Company to issue secured and/or unsecured Non-Convertible Debentures (NCDs)/Bonds (fully or partly paid, fixed or floating rate) for an aggregate amount not exceeding ₹130.00 billion (Rupees One Hundred and thirty billion) during the period of one year from the date of approval of shareholders meeting 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 condition as may be decided by the Board in its absolute discretion.

RESOLVED further that the borrowings through secured or unsecured NCDs/Bonds which shall include but not limited to plain vanilla bonds, market linked bonds etc.

RESOLVED further that for rupee denominated bonds the funds to be raised by the Issuer shall be for providing housing loans and other loans, for general corporate purpose, to retire/replace existing liabilities and for temporary deployment pending utilisation of proceeds and shall not be for any specific project. The amount so raised would be utilised for its own balance sheet including providing housing loans and other loans, for general corporate purpose, to retire/replace existing liabilities and for temporary deployment pending utilisation of proceeds and shall not be for any specific project and would not be used for onward lending to any group entities/parent companies/associates and as permitted in the regulations from time to time.

RESOLVED further that the power to modify the purpose for raising funds through secured or unsecured Bonds/NCDs be delegated to the Committee of Directors.

RESOLVED further that without prejudice to the generality of the above and for the purpose of giving effect to the above, the Committee of Executives be and is hereby authorised to determine as to when the fully/partly paid, fixed/floating rate, secured/unsecured NCDs/Bonds are to be issued, type of secured or unsecured NCDs/Bonds, the terms of the issue, number of secured or unsecured NCDs/Bonds 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

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



nature as the Board 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 Committee of Executives to appoint lead managers, arrangers, advisors, intermediaries, underwriters, depositories, registrars, facility agents, process agents, trustees, bankers, lawyers/legal counsels, advisors, credit rating agencies 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.

RESOLVED further that the Committee of Executives be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid Resolution.

RESOLVED further that Managing Director and Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary of the Company and/or Head – Treasury, Selldown and FD Product and/ or such other officials of the Company as may be authorised by Managing Director and Chief Executive Officer and/or Chief Financial Officer and/or Head – Treasury, Selldown and FD Product be and are hereby authorised jointly/severally to sign and submit all papers, deeds and documents, to file the required returns/forms with the 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 Limited



Priyanka Shetty
Company Secretary

Mumbai
Date: April 03, 2026

CIN: U65922MH1999PLC120106

Website: www.icicihfc.com
Email: hfcsecretarial@icicihfc.com
Registered Office:
ICICI Bank Towers,
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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. The Ministry of Corporate Affairs ('MCA') has vide its circular dated September 19, 2024 read with General Circulars dated September 25, 2023, December 28, 2022, 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 corporate office of the Company shall be deemed venue for the EGM.

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A handwritten signature in blue ink, appearing to be 'Rajiv'.

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 and password, to join the meeting.

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

Join Teams Meeting:

Meeting number (access code): 491 329 606 509 53

Meeting password: vb6aW969

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.



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Explanatory Statement under Section 102 of the Companies Act, 2013**Item No. 1**

Section 42, Section 179(3) and Section 71 Companies Act, 2013 and Rule (14) (2) Companies (Prospectus and Allotment of Securities) Rules, 2014 (the Rules) and any other applicable provisions 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 private placement offer or invitation for issuances of secured or unsecured NCDs/Bonds, it shall be sufficient if the Company passes a special resolution only once in a year for all offers or invitation for such secured and/or unsecured NCDs/Bonds to be issued during the year.

The Secured or Unsecured NCDs/Bonds 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/Bonds (whether secured or unsecured, listed or unlisted) for an aggregate amount not exceeding Rs.130.00 billion (Rupees One Hundred and Thirty billion) during the period of one year from the date of passing this resolution as Special Resolution mentioned at item No. 1 of the Notice.

Your Directors recommend the resolution at Item No. 1 of the accompanying Notice for approval of the Members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the said Resolution.

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

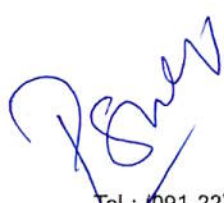

Priyanka Shetty
Company Secretary

Mumbai
Date: April 03, 2026
CIN: U65922MH1999PLC120106
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Email: hfcsecretarial@icicihfc.com
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