

SEC/323/2025-26

July 22, 2025

The General Manager,  
Compliance Dept.  
Bombay Stock Exchange Ltd.  
P J Towers, Dalal Street,  
Mumbai -400001

Dear Sir/Madam,

**Subject: Notice of the Extra Ordinary General Meeting (EOGM) of the Company**

**Reference: Regulation 50 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof**

This is to inform you that the EOGM of the ICICI Home Finance Company Limited ("Company") will be held on Wednesday, August 13, 2025 at 2:15 P.M. through Video Conferencing / Other Audio Visual Means.

A copy of notice along with the explanatory statement has been attached herewith.

We request you to take the same on record.

Yours faithfully,

**For ICICI Home Finance Company Limited**

**Priyanka Shetty**  
**Company Secretary**

**Encl: a/a**

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.: (091-022) 40093231  
Website-www.icicifc.com  
CIN: U65922MH1999PLC120106

### 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, August 13, 2025 at 2:15 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM)** to transact the following businesses:

#### **SPECIAL BUSINESS:**

**1. Appointment of Ajay Kumar Gupta (DIN: 07580795) 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 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 62D 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, Ajay Kumar Gupta (DIN: 07580795) who was appointed by the Board of Directors as an Additional Non-Executive Non-Independent Director of the Company with effect from July 01, 2025 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.

**RESOLVED FURTHER THAT** any one of the Director of the Company and/or Chief Financial Officer and/or 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.

**2. Approval for material Related Party Transactions for subscription by related party(ies) in Bonds/Commercial Papers issued by the Company**

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

**RESOLVED THAT** pursuant to the provisions of Regulation 62K of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with rules made thereunder and such other applicable provisions of law, if any, and any amendments,

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modifications, variations or re-enactments thereof (applicable laws) and the 'Related Party Transactions Policy' of the Company, as may be applicable from time to time and on approval of the Board of Directors and debenture holders of the Company, the Members of the Company do hereby approve and accord approval to the Board of Directors of the Company (hereinafter referred to as Board), which term shall be deemed to include any duly authorized Committee constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) pertaining to subscription in Bonds/CPs issued by the Company to the Related Parties listed in the explanatory statement annexed to the notice convening this meeting, notwithstanding the fact that the aggregate value of such transactions, to be entered into individually or taken together with previous transactions during financial year ending March 31, 2026, may exceed ₹10.00 billion or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, for each such party, provided however, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Members of the Company, do hereby also accord approval to the Board of Directors of the Company, to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company/any other person(s) so authorized by it, in accordance with Applicable Laws, to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.



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

  
  
**Priyanka Shetty**  
**Company Secretary**

Mumbai

Date: July 22, 2025

CIN: U65922MH1999PLC120106

Website: [www.icicihfc.com](http://www.icicihfc.com)

Email: [hfcsecretarial@icicihfc.com](mailto:hfcsecretarial@icicihfc.com)

Registered Office:

ICICI Bank Towers,

Bandra-Kurla Complex, Mumbai – 400 051.

Notes:

- Explanatory Statement pursuant to Section 102 of the Act, in respect of Special business set out above is annexed hereto.
- 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.
- 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.
- 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.
- 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

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- [Priyanka.shetty@icicifhc.com](mailto: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](http://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.
  - 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 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):** 452 865 902 935 3

**Meeting password:** 9Ly3HA9u

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](mailto: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](mailto: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 Ajay Kumar Gupta (DIN: 07580795) as a Non-Executive Non-Independent Director of the Company**

The Board of Directors had approved the appointment of Mr. Ajay Kumar Gupta (DIN: 07580795) as an Additional Non-Executive Non-Independent Director on the Board of Directors of the Company with effect from July 01, 2025 on receipt of regulatory approvals.

Pursuant to Regulation 62D 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 Ajay Kumar Gupta (DIN: 07580795) as the Director of the Company.

In the opinion of the Board of Directors, Mr. Ajay Kumar Gupta (DIN: 07580795) 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. Ajay Kumar Gupta (DIN: 07580795) as a Non-Executive Non-Independent Director of the Company liable to retire by rotation.

Mr. Ajay Kumar Gupta (DIN: 07580795) 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. Ajay Kumar Gupta (DIN: 07580795) 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. Ajay Kumar Gupta (DIN: 07580795) 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.

**Item No: 2**

As per the provisions of Section 188 of the Act, transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders by way of an ordinary resolution as per the requirements of the provisions of Regulation 62K of the SEBI LODR Regulations, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per the amendments to clause (zc) of Regulation 2(1) read with Regulation 62K of the SEBI Listing Regulations, transactions involving transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand will be considered as "related party transactions", and as "material related party transactions", if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 10.00 billion or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

In view of the above, approval of the Members is sought for the following:

<b>Particulars</b>	<b>Details of transactions</b>
Name of the related party and relationship	1. ICICI Lombard General Insurance Company Limited – Fellow Subsidiary. 2. ICICI Prudential Life Insurance Company Limited – Fellow Subsidiary
Type of proposed transaction	Subscription by related party(ies) in Bonds and/or CPs issued by the Company.
Value of the transaction (₹ in billions)	₹ 17.0 billion with each related party(ies) at any given point in time
Material terms and particulars of the proposed transaction	Amount, Rate of Interest/Price, Tenor, Type of instrument amongst others.
Nature of concern or interest of the related party (financial/otherwise)	The related party(ies) would subscribe/invest to Bonds and/or CPs issued by the Company in primary or secondary market.

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Particulars	Details of transactions
Tenure of the proposed transaction	As may be decided from time to time.
% of the Company's annual consolidated turnover for immediately preceding financial year (FY2024), that is represented by the value of the proposed transaction	64.37%
<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <ul style="list-style-type: none"> <li>• Details of the source of funds in connection with the proposed transaction</li> <li>• Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>a. nature of indebtedness;</li> <li>b. cost of funds; and</li> <li>c. tenure;</li> </ul> </li> <li>• Applicable terms, including covenants, tenure, interest rate and Repayment schedule, whether secured or unsecured; if secured, the nature of security</li> <li>• Purpose for which the funds will be utilized by the ultimate beneficiary of funds pursuant to the related party transaction</li> </ul>	<p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>



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Particulars	Details of transactions
Justification as to why the related party transaction is in the interest of the listed entity	Nature of transactions are carried out in normal course of business.
Valuation or other external party report	Not applicable
% of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT (based on consolidated turnover of FY2024)	<ol style="list-style-type: none"> <li>1. ICICI Lombard General Insurance Company Limited – Fellow Subsidiary – 62%</li> <li>2. ICICI Prudential Life Insurance Company Limited – Fellow Subsidiary – 4%</li> </ol>

The Company may be required to enter into transactions, as stated in the resolution at Item No. 2 during the year ending 2026, on an arm's length basis and in the ordinary course of business, with Related Parties mentioned in the herein.

These transactions, during the year ending 2026, between the Company on one side and the Parties as mentioned above, separately on the other side, may exceed the revised threshold of "material related party transactions" under the SEBI Listing Regulations i.e. ₹ 10.00 billion or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, for each such Party. All these transactions will be executed at an arm's length basis and in the ordinary course of business of the Company and/or its related parties.

None of the Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding/ directorships, if any, in the Company and in any of the entities mentioned above, the respective related parties, are concerned/interested, financially or otherwise in the above resolution.

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said transactions and the Board of the Company has reviewed and recommended that the approval of the Members be also sought for the resolution contained at Item No. 2 herein.

The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 2 of the Notice, for the approval of the Members.

Where the materiality thresholds for related party transactions, as provided under Regulation 62K of the SEBI Listing Regulations, undergoes any modification or revision, as may be notified by appropriate authority, pursuant to which the requirement for seeking prior approval of shareholders remains no longer applicable with respect to the resolution



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or any part of the resolution, the resolution or such part of the resolution, as the case may be, shall be deemed infructuous and shall not be considered by the Company during the year ending 2026.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution at Item No. 2 of the Notice.

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

  
**Priyanka Shetty**  
Company Secretary

Mumbai

Date: July 22, 2025

CIN: U65922MH1999PLC120106

Website: [www.icicihfc.com](http://www.icicihfc.com)

Email: [hfcsecretarial@icicihfc.com](mailto:hfcsecretarial@icicihfc.com)

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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	Ajay Kumar Gupta
DIN	DIN: 07580795
Age	58 years
Date of birth	24/01/1967
Date of first appointment on Board	July 01, 2025
Qualification	Chartered Accountant (CA)
Brief resume including experience	Mr. Ajay Kumar Gupta is a Chartered Accountant, 1991. He is responsible for credit underwriting and process management for the Retail and Business Banking, Operations, Technology and Data Sciences and Analytics function of the Bank.  He has been with ICICI Bank Limited since November 25, 1991 and his previous assignments and experience are across Corporate Banking, Project Finance, SME, Debt Service Management, Credit & Policy and Operations.
Other Directorship/Membership	Director in ICICI Bank Limited, ICICI Securities Limited and I-Process Services (India) Private 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	Attached as Annexure 1
Relationship with other directors, Managers 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	Nil


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paid	
Remuneration last drawn (fiscal 2024-25)	Nil
Terms and conditions of appointment/re-appointment	Liabile to retire by rotation

**Annexure 1**

Sr. No.	Name of the Company	Name of the Committee	Chairman/ Member (As on March 31, 2025)
1.	ICICI Bank Limited	Information Technology Strategy Committee	Member
		Stakeholders Relationship Committee	Member
		Committee of Executive Directors	Member
		Committee for Senior Management	Member
		Asset Liability Management Committee	Member
		Executive Investment Committee	Member
		Review Committee (Gross Principal Outstanding ≤ Rs. 750.0 million) for identification & classification of wilful defaulters	Member
		Identification Committee (Gross Principal Outstanding > Rs. 750.0 million) for identification & classification of wilful defaulters	Member



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