

**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 Monday, November 11, 2024 at 05:30 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

**SPECIAL BUSINESS****1. Appointment of Dilip Kumar Pal (DIN: 00395825) as a Non-Executive Independent Director of the Company**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, 161 read with Schedule IV 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 ("SEBI LODR Regulations") and other applicable provisions of SEBI LODR Regulations, pursuant to the powers conferred under the Articles of Association of the Company, declaration of Independence submitted by Dilip Kumar Pal pursuant to Section 149 of the Companies Act, 2013 and based on his candidature and recommendation of the Board Governance Nomination & Remuneration Committee and on approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Dilip Kumar Pal (DIN: 00395825) as a Non-Executive Independent Director on the Board of the Company for a term of five consecutive years with effect from October 16, 2024 to October 15, 2029 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 pursuant to the provisions of Section 164 of the Act, not 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.

**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](http://www.icicihfc.com)  
CIN:- U65922MH1999PLC120106

**2. To consider and revise remuneration of Joint Statutory Auditors, M/s. Borkar & Muzumdar (FRN: 101569W) and Kalyaniwalla & Mistry LLP (FRN: 104607W/LLP W100166)**

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

**RESOLVED THAT** the consent of the members be and is hereby accorded to revise the remuneration of joint statutory auditors for auditing the accounts of the Company for FY2025 at ₹5,500,000/- for limited review/audit and audit as per requirement of listing regulations under Ind AS including other audits and certification fees being ₹4,900,000/- which includes ₹500,000/- for tax audit, ₹1,500,000/- for certification and ₹2,900,000/- for group reporting. Additionally, Goods and Service Tax and such other taxes, as may be applicable, reimbursement of out-of-pocket expenses and incidental expenses, subject to a maximum of ₹500,000, if any, will be paid by the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company or Chief Financial Officer or Company Secretary, be and are hereby jointly/severally authorized on behalf of the Company to take such steps as may be necessary in relation to the above and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution, including intimating to RBI or any other applicable statutory authorities and authorized to issue certified true copy of the resolution as may be required from time to time.

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

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

Mumbai  
Date: November 06, 2024

CIN: U65922MH1999PLC120106

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

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

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- 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@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.



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**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):** 451 450 116 084

**Meeting password:** yHecPt

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 Dilip Kumar Pal (DIN: 00395825) as a Non-Executive Independent Director of the Company**

The Board of Directors had approved the appointment of Dilip Kumar Pal (DIN: 00395825) as an Additional Non-Executive Independent Director on the Board of the Company for a term of five consecutive years with effect from October 16, 2024 up to October 15, 2029, 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 Dilip Kumar Pal (DIN: 00395825) as the Director of the Company.

In the opinion of the Board of Directors, Dilip Kumar Pal (DIN: 00395825) fulfills the conditions specified in the Act and the rules made thereunder for his appointment as a Non-Executive Independent Director of the Company.

In view of the above, it is proposed to appoint Dilip Kumar Pal (DIN: 00395825) as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

Dilip Kumar Pal (DIN: 00395825) 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 provisions in this behalf, the required details of Dilip Kumar Pal (DIN: 00395825) are appended in the Annexure I 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 Dilip Kumar Pal.

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

Except, Dilip Kumar Pal (DIN: 00395825) 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.



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**Item No. 2.**

**To consider and revise remuneration of Joint Statutory Auditors, M/s. Borkar & Muzumdar (FRN: 101569W) and Kalyaniwalla & Mistry LLP (FRN: 104607W/LLP W100166)**

The Board of Directors of the Company at its meeting held on April 20, 2024 have recommended the appointment of M/s. Borkar & Muzumdar (Firm Registration no. 101569W) and M/s. Kalyaniwalla & Mistry LLP (Firm Registration No. 104607W/LLP W100166) as Joint Statutory Auditors of the Company to hold office of the Company from 25<sup>th</sup> AGM to 26<sup>th</sup> AGM to be held for FY2025, and the approval of the Members of the Company was obtained in the 25<sup>th</sup> AGM held on May 14, 2024.

Further, on recommendation of the Audit Committee, the Board and members of the Company had approved remuneration of Joint statutory auditors for auditing the accounts of the Company for FY2025 at ₹5,500,000/- for limited review/audit and audit as per requirement of listing regulations under Ind AS. Further, fees for other audits and certification was fixed at ₹3,500,000/- which includes ₹500,000/- for tax audit, ₹1,500,000/- for certification and ₹1,500,000/- for group reporting. Additionally, Goods and Service Tax and such other taxes, as may be applicable, reimbursement of out-of-pocket expenses and incidental expenses, subject to a maximum of ₹500,000, if any, will be paid. The above fees will be shared equally between the Joint Statutory Auditors.

It is proposed to revise the remuneration of Joint Statutory Auditors, M/s. Borkar & Muzumdar (FRN: 101569W) and Kalyaniwalla & Mistry LLP (FRN: 104607W/LLP W100166) wherein the remuneration of the Joint Statutory Auditors for auditing the accounts of the Company for FY2025 at ₹5,500,000/- for limited review/audit and audit as per requirement of listing regulations under Ind AS remains unchanged.

However, fees for other audits and certification is proposed to be revised to ₹4,900,000/- from ₹3,500,000/- which includes ₹500,000/- for tax audit, ₹1,500,000/- for certification and ₹2,900,000/- for group reporting. The members of the Company are requested to note that the fees for group reporting has been increased from ₹1,500,000/- to ₹2,900,000/-, due to increase in scope of work required to be carried out with regards to group consolidation financials and reporting's under Standard Auditing Practices (SA600).

The above fees will be shared equally between the Joint Statutory Auditors.

In terms of Section 142 of the Companies Act, 2013 ('the Act'), the remuneration of the auditor of a company shall be fixed in its general meeting and any revision in remuneration also requires approval of the members of the Company.

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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None of the 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**

  
  
**Prizanka Shetty**  
**Company Secretary**

Mumbai  
Date: November 06, 2024  
CIN: U65922MH1999PLC120106  
Website: [www.icicihfc.com](http://www.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                                                                          | Dilip Kumar Pal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| DIN                                                                                           | DIN: 00395825                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Age                                                                                           | 69 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Date of birth                                                                                 | 05/04/1955                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Date of first appointment on Board                                                            | October 16, 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Qualification                                                                                 | Chartered Accountant (CA)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Brief resume including experience                                                             | Dilip Kumar Pal, is a first class commerce graduate from the University of Calcutta and an associate member of the Institute of Chartered Accountants of India. He has over four decades of experience in the financial services industry covering development banking, investment banking and commercial banking. During the initial decade he was engaged in feasibility study of large projects financing and management of financial assistance including recovery. He successfully established the first separate risk management set up in the financial services industry in the country. He had also set up and managed control and compliance activities in the banking industry in India and overseas. |
| Other Directorship/Membership                                                                 | Director in ICICI Investment 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      | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 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                                                                         | NA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |


**ICICI Home Finance Company Limited**

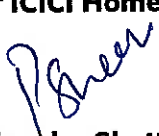
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|                                                    |                                  |
|----------------------------------------------------|----------------------------------|
| attended during the year                           |                                  |
| Remuneration sought to be paid                     | Nil                              |
| Remuneration last drawn (fiscal 2024-25)           | Nil                              |
| Terms and conditions of appointment/re-appointment | Not liable to retire by rotation |

For **ICICI Home Finance Company Limited**

  
**Priyanka Shetty**  
Company Secretary



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