

## Notice of 26<sup>th</sup> Annual General Meeting

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of ICICI Home Finance Company Limited will be held on Monday, June 23, 2025, at 3:45 p.m. 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, 2025 together with the Directors' report and Auditors' report thereon.
2. To appoint a Director in place of Atul Arora (DIN: 01999097), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare final dividend of ₹0.55/- per equity share for the financial year ended March 31, 2025.
4. To consider and if thought fit to re-appoint M/s. Borkar & Muzumdar (FRN: 101569W) and Kalyaniwalla & Mistry LLP (FRN: 104607W/LLP W100166) as Joint Statutory Auditors of the Company and fix their remuneration.

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

**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force) and the rules framed there under, relevant RBI guidelines issued from time to time, including any modification or re-enactment thereof, the consent of the Members of the Company be and is hereby accorded to re-appoint 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 from the conclusion of the 26<sup>th</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting to be held in the financial year 2027;

**RESOLVED FURTHER THAT** the consent of the members is accorded to fix the remuneration of joint statutory auditors for auditing the accounts of the Company for FY2026 at ₹5,760,000/- (FY2025: ₹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 ₹5,160,000/- (FY2025: ₹4,900,000/-) which includes ₹500,000/- for tax audit, ₹1,500,000/- for certification and ₹3,160,000/- for group reporting;

**RESOLVED FURTHER THAT** the consent of the members is accorded that 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 to the joint statutory auditors and the said fees shall be shared equally between the Joint Statutory Auditors;

**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.

## **SPECIAL BUSINESS**

### **5. Appointment of Suvalaxmi Chakraborty (DIN: 00106054) 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 62D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and subsequent amendments thereof 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 Suvalaxmi Chakraborty pursuant to Section 149 of the Companies Act, 2013 and based on her 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 Suvalaxmi Chakraborty (DIN: 00106054) as a Non-Executive Independent Director on the Board of the Company for a term of five consecutive years with effect from April 13, 2025 to April 12, 2030 and in respect of whom the Company has received a notice in writing from a Member, proposing her 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.

**Sd/-**

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

Place: Mumbai  
Date: April 12, 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:

- 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 May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 and subsequent amendments thereof (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.
- 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@icicihfc.com](mailto:priyanka.shetty@icicihfc.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

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

the AGM 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, 2025 will also be available on the Company's website [www.icicifhfc.com](http://www.icicifhfc.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 Teams 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 26<sup>th</sup> AGM. For access through mobile, Members can download '**Teams**' and enter the meeting number/password, to join the meeting.
3. The Members can use the below link/details to join the meeting through video conference facilities of Teams:

Join Teams Meeting:

**Meeting ID:** 483 743 869 359 7

**Passcode:** Xk9fh9Tw

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 an email on [priyanka.shetty@icicifhfc.com](mailto:priyanka.shetty@icicifhfc.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@icicifhfc.com](mailto:priyanka.shetty@icicifhfc.com) or +91- 022 40093457.

## **Explanatory Statement under Section 102 of the Companies Act, 2013**

### **Item No. 4**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, Companies (Audit and Auditors) Rules 2014 and RBI guidelines and as recommended by the Audit Committee and the Board, the shareholders of the Company at its AGM held on May 14, 2024 appointed M/s Borkar & Muzumdar (Firm Registration no. 101569W) and M/s Kalyaniwalla & Mistry LLP, (Firm Registration No. 104607W/LLP W100166), as Joint Statutory Auditors from the conclusion of 25<sup>th</sup> AGM till the conclusion of 26<sup>th</sup> AGM held in the financial year ended March 31, 2025.

Pursuant to the Companies Act, 2013, it is proposed to consider re-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 from the ensuing 26<sup>th</sup> AGM till the conclusion of 28<sup>th</sup> AGM of the Company, to be held in the financial year 2027, subject to approval by the members at AGM.

In view of the above, it is proposed to fix the remuneration of joint statutory auditors for auditing the accounts of the Company for FY2026 at ₹5,760,000/- (FY2025: ₹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 is proposed to be fixed at ₹51,60,000/- (FY2025: ₹4,900,000/-) which includes ₹500,000/- for tax audit, ₹15,00,000/- for certification and ₹31,60,000/- 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 as per the resolution as set out in this Notice for approval of the Members.

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

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

### **Item No. 5**

#### **Appointment of Suvalaxmi Chakraborty (DIN: 00106054) as a Non-Executive Independent Director of the Company**

The Board of Directors had approved the appointment of Suvalaxmi Chakraborty (DIN: 00106054) as an Additional Non-Executive Independent Director on the Board of the Company for a term of five consecutive years with effect from April 13, 2025 to April 12, 2030, subject to regulatory approvals, if any.

Pursuant to Regulation 62D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof ('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 Suvalaxmi Chakraborty (DIN: 00106054) as the Director of the Company.

In the opinion of the Board of Directors, Suvalaxmi Chakraborty (DIN: 00106054) 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 Suvalaxmi Chakraborty (DIN: 00106054) as a Non-Executive Independent Director of the Company, not liable to retire by rotation.

Suvalaxmi Chakraborty (DIN: 00106054) 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 Suvalaxmi Chakraborty (DIN: 00106054) are appended in the **Annexure 2** 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 Suvalaxmi Chakraborty.

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

Except, Suvalaxmi Chakraborty (DIN: 00106054) and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the passing of resolution as mentioned in form of an annexure to said Notice.

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

**Sd/-**

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

Place: Mumbai  
Date: April 12, 2025

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Website: [www.icicihfc.com](http://www.icicihfc.com)  
Email: [hfcsecretarial@icicihfc.com](mailto:hfcsecretarial@icicihfc.com)  
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## 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.

1. Atul Arora - Director seeking re-appointment at the 26<sup>th</sup> AGM to be held on June 23, 2025, at 03:45 p.m. [as required under SS-2 on General Meetings]

Name of the Director	Atul Arora
Age	57 years and 9 months
DIN	01999097
Date of birth	September 04, 1967
Date of first appointment on Board	July 25, 2023
Qualification	Diploma in Automobile Engineering: Board of Technical Education 1987
Brief resume including experience	<p>Atul Arora has experience of 30 plus years in banking and financial services with expertise in retail banking, consumer loans, business loans, small and medium enterprises and micro-market strategy implementation at senior leadership position in several locations in India. He has been associated with ICICI Bank Limited for about 20 years since 2005.</p> <p>He has worked in reputed organizations like Nulon India Ltd., Ashok Leyland, Pal Credit and Capital Ltd., Bajaj Auto Finance etc. and currently handling Retail Asset, Business Banking, Loan Against Shares, Rural Assets and Priority Sector Lending for ICICI Bank Limited.</p> <p>He specializes in:</p> <ul style="list-style-type: none"> <li>• cross selling and up selling banking products to existing customers through branch banking network and call center channel;</li> <li>• managing debt servicing for unsecured and wheels segments with focus on strategy formulation and call center channel management;</li> <li>• Financial and Inclusive Banking, Micro Finance, Farmer finance, Commercial Vehicles, Farm Equipment and Loan against Gold businesses and formulation of policies</li> </ul>

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	<p>and distribution designs basis micro-market opportunities and track implementation, execution and improvements basis insights at regular intervals;</p> <ul style="list-style-type: none"> <li>• Development of overall market for SME/Business banking and designing customer centric service architecture for addressing their growing trade, forex and other banking needs and providing holistic banking services to customers of the Bank with highest standards service;</li> <li>• Development and execution of business strategy in the respective mega-zone basis micro-markets opportunity spotting, customer insights and ecosystem based 360-degree banking.</li> </ul>
Other Directorship/Membership	1. National E-Governance Services Limited; 2. I-Process Services (India) Private Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	Nil
Relationship with other directors, Mangers and other Key Managerial Personnel of the Company	Not related
No. of equity shares held in the Company	None
No. of board meetings attended during the year	6/6
Remuneration sought to be paid	Nil
Remuneration last drawn (fiscal 2024-25)	Nil
Terms and conditions of appointment/re-appointment	Liable to retire by rotation

**ANNEXURE 2 TO ITEM NO. 5 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 appointed.

Name of the Director	Suvalaxmi Chakraborty				
DIN	DIN: 00106054				
Age	58 years				
Date of birth	22-07-1966				
Date of first appointment on Board	April 13, 2025				
Qualification	Chartered Accountant (CA)				
Brief resume including experience	Suvalaxmi Chakraborty has 36 years of experience in banking and financial sector with exposure in to a diverse set of businesses, including project and corporate finance, treasury, and integrated multicurrency fund and asset liability management, corporate banking, rural / agricultural, and micro banking				
Other Directorship/Membership	Fortis Malar Hospitals Limited Fortis Healthcare Limited Agilus Diagnostics Limited Finreach Solutions Private Limited Espandere Advisors 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	<b>S r. N o.</b>	<b>Name of the other Companies</b>	<b>Name of the Committee</b>	<b>Details of position held (Please 'tick-mark' the applicable)</b>	
				<b>Mem ber</b>	<b>Chair man</b>
	1	Fortis Healthcare Limited	Audit Committee	√	
	2	Fortis Malar Hospitals Limited	Audit Committee		√
			Nomination and Remuneration Committee	√	
3	Agilus Diagnostics Limited	Audit Committee		√	
		Nomination and Remuneration Committee		√	

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		Corporate Social Responsibility	√	
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 paid	Nil			
Remuneration last drawn (fiscal 2024-25)	Nil			
Terms and conditions of appointment/re-appointment	Not liable to retire by rotation			

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