



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 Friday, July 30, 2021 at 5:00 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS

1. To consider and if thought fit to appoint M/s Singhi & Co. and M/s Mukund M. Chitale & Co. as Joint Statutory Auditors of the company

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, 141, 142 and other applicable provisions if any, of the Companies Act, 2013 and the rules framed there under, relevant RBI guidelines issued from time to time, including any modification or re-enactment thereof, the recommendation of Audit committee and Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint M/s. Singhi & Co. (Firm Registration no. 302049E) and M/s. Mukund M. Chitale & Co.,(Firm Registration No. 106655W) as Joint Statutory Auditors of the Company, on such remuneration and out of pocket expenses as may be determined by the Board as per recommendation of Audit Committee and that they shall hold office till the conclusion of the 23rd AGM to be held for the financial year 2022;

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 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 Ltd.

Sd/-
Priyanka Shetty
Company Secretary

Mumbai
Date: July 16, 2021
CIN: U65922MH1999PLC120106
Website: www.icicihfc.com
Email: secretarial@icicihfc.com
Registered Office:
ICICI Bank Towers,
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)

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 April 8, 2020 read with circulars dated April 13, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 (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 Registered office of the Company shall be deemed venue for the EGM.

Instructions for Members for attending the EGM 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**

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Meeting' which is enclosed with the Notice of EGM. For access through mobile, Members can download '**Webex meet App**' 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 Webex Cisco:

Join Webex Meeting:

<https://icicihomefinance.webex.com/icicihome-finance/j.php?MTID=m87316e77e2db478c524fcaa8abb8d198>

Meeting number (access code): 182 975 9454

Meeting password: hfc@123

4. Facility of joining the EGM through VC/OAVM shall open 30 minutes before the time scheduled for the EGM.
5. 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@icicihfc.com through their registered e-mail address.
6. Members who need assistance before or during the EGM, can contact Priyanka Shetty, Company Secretary on Priyanka.shetty@icicihfc.com or +91- 022 4009 3480.

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Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 1

Pursuant to Section 139 of the Companies Act, 2013, Companies (Audit and Auditors) Rules 2014 and other applicable provisions and as recommended by the Audit Committee and the Board of Directors, the shareholders of the Company appointed B S R & Co. LLP, Chartered Accountants, as statutory auditors of the Company to hold office from the conclusion of Eighteenth AGM till the conclusion of Twenty Third AGM of the Company to be held in the year 2022.

The Reserve Bank of India (RBI) on April 27, 2021 issued guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) for Banks and NBFCs (including HFCs) (RBI Guidelines). As per the requirement of the said guidelines, the Company can appoint Statutory Auditors for a continuous period of maximum three years, subject to the firms satisfying the eligibility norms on a continuous basis. Further, an audit firm would not be eligible for reappointment for six years (two tenures) after completion of full or part of one term of the audit tenure. Additionally, the said guidelines also require NBFCs/HFCs with asset size of ₹ 15,000 crore and above at March 31, 2021 to appoint joint auditors for audit of their accounts. The said guidelines are applicable for the first time to NBFCs (including HFCs) and hence, NBFCs/HFCs will have the flexibility to adopt these guidelines from second half of fiscal 2022, in order to ensure that there is no disruption. Accordingly, the Company had continued with the appointment of B S R & Co. LLP for audit of Q1-2022.

Since, B S R & Co. LLP has completed three years and are not eligible to continue or for re-appointment, the Company proposes to appoint Joint Statutory Auditors in place of B S R & CO. LLP. The members to note that B S R & Co. LLP will retire at the forthcoming Extraordinary General Meeting (EGM).

The Company as part of the process of appointment of Statutory Auditors identified, approached and discussed candidature of four audit firms and after review in accordance with the Policy for appointment of Statutory Auditors of the Company shortlisted M/s Singhi & Co. and M/s Mukund M. Chitale & Co., Chartered Accountants as its preferred Joint Statutory Auditors for FY2022.

Accordingly, the Audit Committee and Board at their respective meetings held on July 16, 2021 recommended to the Members to consider appointment of M/s Singhi & Co. (Firm Registration no. 302049E) and M/s Mukund M. Chitale & Co., (Firm Registration No. 106655W), as Joint Statutory Auditors with effect from July 30, 2021 till the conclusion of 23rd Annual General Meeting to be held for the financial year 2022, subject to approval of the members of the Company in the ensuing Extra-Ordinary General Meeting ('EGM').

The brief profile of M/s Singhi & Co. and M/s Mukund M. Chitale & Co. is given below.

M/s Singhi & Co.

Singhi & Co. has been providing high quality services in the fields of Assurance, Governance, Risk and Internal Audit, Corporate Finance, Tax, Outsourcing and Management Consulting, Valuation, Insolvency and Bankruptcy Code, Forensics and Cross Border Advisory for last eight decades.

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They possess specialized resources in the areas of Banking, IT Security and Taxation. Their team is highly experienced in undertaking joint audits in BFSI space - SBI, Bank of Baroda, Bharti Axa GI, Reliance Life Insurance etc.

Mukund M. Chitale & Co.

The firm is India's 1st ISO 9001 certified firm. The partners of the firm have minimum experience of 10 years post qualification. The firm has vast experience in the entities operating in the financial regulated sectors like Banks, NBFCs and other financial bodies, Mutual Funds, Private equity funds, Insurance companies and allied activities, stock exchanges and other regulated entities.

M/s Singhi & Co. and M/s Mukund M. Chitale & Co., Chartered Accountants have expressed their willingness to be appointed as Statutory Auditors of the Company and have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013. They have also confirmed that they are not disqualified/ineligible to be appointed as auditors in terms of the provisions of Section 141 of the Act. They have also confirmed that their appointment, if made, is in confirmation with the requirements of RBI guidelines.

Further, the Members are requested to authorise the Board to fix the remuneration payable to Joint Statutory Auditors in connection with the audit of the accounts of the Company for FY2022.

In view of the above, the Members are requested to consider recommendation of the Audit Committee and Board for appointment of M/s Singhi & Co. (Firm Registration no. 302049E) and M/s Mukund M. Chitale & Co., (Firm Registration No. 106655W), as Joint Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board as per recommendation of Audit Committee.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution set out in Item No. 1 of the Notice

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

Sd/-
Priyanka Shetty
Company Secretary

Mumbai
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