

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 09, 2025 at 05:45 P.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS

1. Fixing overall Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013

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

RESOLVED that pursuant to the provisions of Section 180(1)(c), Section 179 (3) and other applicable provisions if any, of the Companies Act, 2013, the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI Directions) as amended from time to time and relevant provisions of the Articles of Association of the Company, any other applicable provision of law, any amendment variation or re-enactment thereto from time to time and such other regulations as may be applicable, consent of the members of the Company be and is hereby accorded for borrowing any sum or sums of moneys for and on behalf of the Company from time to time, from any persons, firms, bodies corporate, bankers, financial institutions or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of Company's assets and properties, whether movable or immovable or debts subject to any restriction imposed by the terms of the Agreements as may have been entered into or may be entered into from time to time for grant of any assistance to the Company, of all moneys deemed by them to be requisite or proper for the purpose of carrying on the business of the Company, notwithstanding that the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves provided that the total amount of such borrowings outstanding at any time shall not exceed Rs.420.00 billion (Rupees Four hundred and Twenty billion) or the limit as specified in RBI Directions as amended from time to time whichever is lower.

RESOLVED further that Managing Director and Chief Executive Officer and/or Chief Financial Officer and/or Company Secretary and/or Head - Treasury be and are authorised severally to finalise all agreements, deeds, documents, writings and instruments and to sign, execute necessary applications, agreements, forms, indemnities, undertakings and other necessary documents and to appoint and remove bankers, Issuing and paying agents, registrars, other agencies and to settle terms and conditions relating to the same as may be required and to do all such acts, deeds and things as may be incidental or consequential thereto.

RESOLVED further that the authority granted to the officials, by the Board of Directors in regard to the above mentioned matters, be superseded, save that all acts, deeds, matters and things done under or by virtue of the said authority shall remain in full force

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Andheri (E), Mumbai-400 059.

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and effect.

2. Fixing of Limits for creation of charge/security on the assets upto an amount of Rs.420.00 billion to secure its borrowings

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the applicable Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force); the applicable provisions of the Memorandum of Association and the Articles of Association of the Company and all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, the consent of the members of the Company be and is hereby accorded to create such charges, mortgages, hypothecations or lien or pledge in addition to the existing charges, mortgages, hypothecations or lien or pledge created by the Company, on such movable and immovable properties and/or assets of the Company, both present and future, in favour of any banks/financial institutions, Body Corporates/companies/any other entities/persons, other investing agencies and trustees for the holders of debentures/bonds/other instruments in such form and manner as the Board may deem fit, for securing the borrowings of the Company (up to the borrowing limits as approved under Section 180(1)(c) of the Act) for an amount not exceeding Rs.420.00 billion (Rupees Four-hundred and Twenty billion).

RESOLVED further that Managing Director and Chief Executive Officer or Chief Financial Officer or Head - Treasury of the Company be and are authorised severally to finalise all agreements, deeds, documents, writings and instruments and to sign, execute necessary applications, agreements, forms, indemnities, undertakings and other necessary documents and to do all such acts, deeds and things in connection with the said resolution

RESOLVED further that Managing Director and Chief Executive Officer or Chief Financial Officer of the Company be and are authorised severally to appoint any other officials of the Company to sign and execute all such agreements, documents, deeds and/or other writings and also to register all such documents with the concerned Sub Registrar of Assurance, if any, and to do all other acts, deeds and things as may be required for the purpose of giving effect to the said resolution.

RESOLVED further that Managing Director and Chief Executive Officer or Chief Financial Officer or Company Secretary of the Company be and are hereby authorised to file the required returns/forms with the Registrar of Companies and other 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.

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3. 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, 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, rupee or foreign currency) 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 of this resolution, 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 conditions 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, masala bonds, market linked bonds, special purpose 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 and 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 for foreign currency bonds or masala bonds or special purpose bonds, the purpose of the bonds shall be in accordance with the permitted purposes and shall be stated in the General Information Document (GID) and/or Key Information Document (KID) (issued in conformity with Securities Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 issued vide notification number SEBI/LADNRO/GN/2021/39 on August 09, 2021, as amended from time to time) or any other document as applicable under law .

RESOLVED further that without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board of Directors (which term shall be deemed to include committees authorised in this regard) be and is hereby authorised to determine as to when the secured or unsecured debentures are to be issued, the terms of the issue, number of Debentures to be allotted in each tranche, issue price, rate of interest, redemp-

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tion period, listing on one or more recognised stock exchanges and all such terms as are provided in offering of a like nature as the Committee 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 Board of Directors (which term shall be deemed to include committees authorised in this regard) to appoint lead managers, arrangers, underwriters, depositories, registrars, facility agents, process agents trustees, bankers, lawyers, 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 and be and is hereby authorised to do all such acts, deeds and things in this regard.

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.

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


Priyanka Shetty
Company Secretary

Mumbai
Date: April 04, 2025

CIN: U65922MH1999PLC120106

Website: www.icicihfc.com
Email: 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

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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. 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.
- 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 Meet-**

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ing' 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): 428 206 248 917

Meeting password: nf3vW6uZ

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@icicihfc.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@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 180(1)(c) of the Companies Act, 2013 and other applicable provisions, the Shareholders of the Company at their meeting held on May 14, 2024 had approved to borrow in excess of paid-up capital and free reserves of the Company and fixed overall limit at Rs.320.00 billion or the limit as specified in RBI Directions as amended from time to time, whichever is lower by passing a special resolution. As per RBI Direction, the regulatory leverage stands at 12 times the NOF at March 31 of the previous financial year based on the audited financial statements for that year.

Considering the future growth plans the estimated incremental borrowing requirements, it is now proposed that the Company may fix the overall borrowing limit at Rs.420.00 billion or the limit as specified in RBI Directions as amended from time to time, whichever is lower and recommend the same to the shareholders for approval.

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.

Item No. 2

Pursuant to section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, the Shareholders of the Company had authorised the Company to create such charges, mortgages, hypothecations or lien or pledge in addition to the existing charges, mortgages, hypothecations or lien or pledge created by the Company, on such movable and immovable properties and/or assets of the Company, both present and future, in favour of any banks/financial institutions, Body Corporates/companies/any other entities/persons, other investing agencies and trustees for the holders of debentures/bonds/other instruments in such form and manner as the Board may deem fit, for borrowings of the Company for an amount not exceeding Rs.420.00 billion.

The Company raises secured borrowings in form of term loans including refinance from banks, financial institutions, developmental finance institutions etc., refinance facility from National Housing Bank (NHB), and secured Non-Convertible Debentures (NCDs)/Bonds. In connection with the said secured borrowings the Company shall be required to create charge over its assets by way of hypothecation, mortgage, pledge, lien etc. in favour of the lenders for the purpose of availing the secured loan extended by them. Further, upon occurrence of default under the relevant loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, including the right to sell/dispose the assets charged in their favour. Accordingly, the enforcement of assets by the Company's lender would amount to sale/disposal of whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013.

Considering the estimated incremental borrowing requirements, it is proposed to obtain approval of the shareholders for revision in the limit for creation of charge/security on the assets

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of the Company to secure its borrowings not exceeding Rs.420.00 billion (Rupees Four hundred and Twenty billion) and further approve that in case of default, the lenders will have right to sell/lease/dispose the assets charged in their favour, by way of a special resolution as mentioned in item No. 2 of the Notice.

Your Directors recommend the resolution at Item No. 2 of the accompanying Notice for approval of the Members of the Company.

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

Item No. 3

Section 42, Section 179(3) and Section 71 Companies Act, 2013 and Rule (14) (2) Companies (Prospectus and Allotment of Securities) Rules, 2014 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 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. 3 of the Notice.

Your Directors recommend the resolution at Item No. 3 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 04, 2025
CIN: U65922MH1999PLC120106
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Email: secretarial@icicihfc.com
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