
Notice of 20th Annual General Meeting

To the Members:

Notice is hereby given that the Twentieth Annual General Meeting of the Members of ICICI Home Finance Company Limited will be held on Monday, June 3, 2019, at 2.30 PM at ICICI Tower, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended March 31, 2019 together with the Directors' report and Auditors' report thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Anup Bagchi (DIN No. 00105962), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 139-142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, and Companies (Amendment) Act, 2017 as may be applicable, remuneration of B S R & Co. LLP, Chartered Accountants, Firm Registration number 101248W/W-100022, statutory auditors of the Company for the year ending March 31, 2020 inclusive of service tax and such other tax(s) (as may be applicable) and reimbursement of all out-of-pocket expenses(including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit and Risk Management Committee in connection with the audits of the accounts of the Company.

SPECIAL BUSINESS

5. 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 149, 150, 160 and all other applicable provisions of Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions if any, and based on the recommendation of Board Governance,

Remuneration & Nomination Committee and approval of the Board of Directors of the Company Vinod Kumar Dhall (DIN:02591373), who was appointed as Additional Independent Director of the Company with effect from January 18, 2019 pursuant to Section 161 of the Act to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a consecutive period of five years with effect from January 18, 2019 to January 17, 2024.

6. 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 149, 150, 160 and all other applicable provisions of Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions if any, and based on the recommendation of Board Governance, Remuneration & Nomination Committee and approval of the Board of Directors of the Company G. Gopalakrishna (DIN: 06407040), who was appointed as Additional Independent Director of the Company with effect from January 18, 2019 pursuant to Section 161 of the Act to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a consecutive period of five years with effect from January 18, 2019 to January 17, 2024.

7. To consider and, if thought fit, to pass with or without modification, the following resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions if any, S. Santhanakrishnan (DIN: 00032049), who was appointed as Independent Director upto October 15, 2019 and being eligible, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company on completion of his tenure, not liable to retire by rotation and to hold office for a consecutive period of five years up to October 15, 2024.

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED that pursuant to the provisions of Section 42 and Section 71 of Companies Act, 2013, Rules made thereunder and Companies (Amendment) Act,

2017, provisions of Securities and Exchange Board of India (Issue and listing of debt securities) Regulations, 2008, 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 to the Board of Directors (which term shall be deemed to include Committees authorised in this regard) to issue Non-Convertible Debentures (Debentures) for an aggregate amount not exceeding ₹ 50.00 billion (Rupees Five Thousand crores) during the period of one year from the date of passing 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 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 Debentures are to be issued, the terms of the issue, number of Debentures to be allotted in each tranch, issue price, rate of interest, redemption 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, trustees, bankers, lawyers, advisors 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.

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

Sd/-

Pratap Salian
Company Secretary

Mumbai
May 24, 2019
CIN: U65922MH1999PLC120106
Website: www.icicihfc.com

Email: investor.relations@icicihfc.com
Registered Office:
ICICI Bank Towers,
Bandra-Kurla Complex,
Mumbai – 400 051

Notes:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 5 to 8 set out above is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED, WHICH, IF INTENDED TO BE USED, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c. THE FINAL DIVIDEND IF APPROVED WILL BE PAID TO THOSE SHAREHOLDER WHOSE NAMES APPEAR ON THE REGISTER OF MEMBERS ON JUNE 3, 2019.

All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office between 10.30 AM To 12.30 PM on all working days from the date hereof up to the date of the Meeting.

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No.5

The Board at its Meeting held on January 18, 2019 based on the recommendations of the Board Governance, Nomination & Remuneration Committee (Committee) appointed Vinod Kumar Dhall as an Additional Independent Director of the Company for five years effective from January 18, 2019 to January 17, 2024 subject to the approval of the shareholders. Vinod Kumar Dhall was appointed based on his expertise in the field of Corporate Laws, Commerce and Finance, Insurance, Corporate Governance, Competition Law and Economic Regulation.

In the opinion of the Board and based on the declaration of independence submitted by Vinod Kumar Dhall, Dhall is a person of integrity, has the necessary knowledge, experience and expertise for being appointed as an Independent Director and fulfils the conditions specified in Companies Act and other applicable regulations.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice from a Member signifying intention to propose Vinod Kumar Dhall as a candidate for the office of Independent Director of the Company.

The required details in terms of Secretarial Standard on General Meeting is provided in the annexure to the Notice.

Your Directors recommend the resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Vinod Kumar Dhall are concerned or interested in the Resolution at item no. 5 of the Notice.

Item No.6

The Board at its Meeting held on January 18, 2019 based on the recommendations of the Board Governance, Nomination & Remuneration Committee (Committee) appointed G. Gopalakrishna as an Additional Independent Director of the Company for five years effective from January 18, 2019 to January 17, 2024 subject to the approval of the shareholders. G. Gopalakrishna was appointed based on his expertise in the field of Banking, Accounts & Finance, Information Technology and Foreign Exchange.

In the opinion of the Board and based on the declaration of independence submitted by G. Gopalakrishna, Gopalakrishna is a person of integrity, has the necessary knowledge, experience and expertise for being appointed as an Independent Director and fulfils the conditions specified in Companies Act and other applicable regulations.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice from a Member signifying intention to propose G. Gopalakrishna as a candidate for the office of Independent Director of the Company.

The required details in terms of Secretarial Standard on General Meeting is provided in the annexure to the Notice.

Your Directors recommend the resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except G. Gopalakrishna are concerned or interested in the Resolution at item no. 6 of the Notice.

Item No. 7

The Shareholders on recommendations of the Board had appointed S. Santhanakrishnan as Independent Director of the Company effective October 16, 2014 for a period of 5 years and the term of his appointment would expire on October 15, 2019 (first term). The Board Governance, Nomination & Remuneration Committee (Committee) on the basis of performance evaluation has recommended re-appointment of S. Santhanakrishnan as an Independent Director for second term of 5 (five) consecutive years on the Board of the

Company.

The Board based on the recommendation of BGNRC and declaration of independence submitted, considers that given his background an experience an contributions made by him during his tenure, continued association of S. Santhanakrishnan would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. He fulfils the conditions specified in Companies Act and other applicable regulations.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice from a Member signifying intention to propose S. Santhanakrishnan as a candidate for the office of Independent Director of the Company.

The required details in terms of Secretarial Standard on General Meeting is provided in the annexure to the Notice.

Your Directors recommend the resolution at Item No. 7 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives except S. Santhanakrishnan are concerned or interested in the Resolution at item no. 7 of the Notice.

Item No. 8

Section 42 and Section 71 Companies Act, 2013 and 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 case of offer or invitation for Non-Convertible Debentures (NCDs), it shall be sufficient if the Company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year.

The NCDs 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 for an aggregate amount not exceeding ₹ 50.00 billion during the period of one year from the date of passing this resolution as mentioned in the Special Resolution at item No. 8 of the Notice.

Your Directors recommend the resolution at Item No. 8 of the accompanying Notice for approval of the Members of the Company.

No Director, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution.

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

Sd/-

Pratap Salian
Company Secretary

Mumbai
May 24, 2019
CIN: U65922MH1999PLC120106
Website: www.icicihfc.com
Email: investor.relations@icicihfc.com
Registered Office:
ICICI Bank Towers,
Bandra-Kurla Complex,
Mumbai – 400 051

ANNEXURE 1 TO ITEM NO. 5, 6 & 7 OF THE NOTICE

Pursuant to the Secretarial Standard 2 issued by the Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed/re-appointed.

1. Vinod Kumar Dhall

Name of the Director	Vinod Kumar Dhall
Age	74 years
Date of first appointment on Board	January 18, 2019
Qualification	M. Sc., LL.B., IAS
Brief resume including experience	Vinod Kumar Dhall has Law degree from the University of Delhi and Masters degree in Mathematics from University of Allahabad. He entered the Indian Administrative Service in 1966 and retired as Secretary, Government of India. He has held various positions in government of India and Government of Madhya Pradesh during his tenure. Subsequently, he was member and acting Chairman of Competition Commission of India for about 5 years and also Consultant/Adviser of United Nations Industrial Development Organisation for over period of 5 years.

He specialises in the field of Corporate Affairs, Industry, Commerce and Finance, in which he has total experience of 27 years. He has handled matters like Insurance, Corporate Governance, Competition Law and Policy, Industrial Development and Investment Promotion, Industrial Financing, Corporate Law Reforms and Economic Regulation. He currently has his own law firm and advises on Corporate Law and Corporate Governance issues.

Other Directorships	He is independent director on the Boards of ICICI Securities Ltd, ICICI Prudential Trust Ltd, ICICI Prudential Pension Funds Management Company Ltd, Schneider Electric Infrastructure Limited and Advani Hotels & Resorts (I) Ltd.
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Chairmanship/Membership of	1. Chairperson of Nomination and
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Committees in companies in which position of Director is held

Remuneration Committee and Risk Management & Audit Committee of ICICI Prudential Pension Fund Management CO Ltd.

2. Chairperson of Corporate Social Responsible Committee and Member of Nomination & Remuneration Committee of ICICI Securities Limited.
3. Member of Audit Committee of ICICI Prudential Trust Limited
4. Chairperson of Audit Committee and Member of Nomination & Remuneration Committee of Schneider Electric Infrastructure Limited.
5. Member of Audit Committee of Advani Hotels & Resorts (I) Ltd.

Relationship with other directors, Mangers and other Key Managerial Personnel of the Company

None

No. of equity shares held in the Company

None

No. of board meetings attended during the year

1

Terms and conditions of appointment or re-appointment

Appointment as Independent director of the Company for a period of 5 years as per agenda no. 5 of the Notice.

2. G. Gopalakrishna

Name of the Director

G. Gopalakrishna

Age

63 Years

Date of first appointment on Board

January 18, 2019

Qualification

BA, LL.B, CAIIB

Brief resume including experience

G Gopalakrishna was with Reserve Bank of India (RBI) for over 33 years. He was Executive Director of RBI from October 2007 to April 2014. He was overseeing the Department of Banking Supervision, Non-Banking Supervision, Financial Stability Unit, Communication, Information Technology, Foreign Exchange, and Payment & Settlement system. He was the Regional Director, Kerala from 2001 to 2004.

He was the Chairman and Member of several Working Groups set-up by RBI including working groups on Information Security, Electronic Banking Technology, Risk Management and Cyber Frauds.

Post retirement from RBI, he was appointed as Director at CAFRAL.

Other Directorships

SIDBI, West End Housing Finance CO Pvt. Ltd., Invent ARC Pvt. Ltd. And Indiabulls Integrated Services Ltd

Chairmanship/Membership of Committees in companies in which position of Director is held

1. Member of Board Committee of SIDBI.
2. Member of Audit Committee of Indiabulls Integrated Services Ltd.
3. Chairperson of Audit Committee of West End Housing Finance CO Pvt. Ltd.,
4. Chairperson of Risk Committee and Member of Audit Committee of Invent ARC Pvt. Ltd.

Relationship with other directors, Mangers and other Key Managerial Personnel of the Company

None

No. of equity shares held in the Company

None

No. of board meetings attended during the year

1

Terms and conditions of appointment or re-appointment

Appointment as Independent Director of the Company for a period of 5 years as per agenda no. 6 of the Notice.

3. CA S. Santhanakrishnan

Name of the Director

CA S. Santhanakrishnan

Age

68 Years

Date of first appointment on Board

October 16, 2014

Qualification

M.sc, LL.B, FCA

Brief resume including experience

CA S. Santhakrishnan has more than 3 decades of experience in Global Assurance and Consulting. He is a Specialist in cross border M&A services with hands on experience of serving on the committee

of directors for overseeing post acquisition integration of a large listed company in USA. He is also a recognised thought leader at international conferences in Geneva, New York, London and Sri Lanka.

He was Non-Executive Chairman of Catholic Syrian Bank Ltd., Thrissur (Kerala). He was also a member of the Board of Directors of IDBI Federal Life Insurance Company Limited and presently he is member of Board of directors of TATA group companies. He is also a member of High Level Committee constituted by MCA on Corporate Social Responsibility.

Other Directorships

- IDBI Capital Markets & Securities Limited
- Sands Chembur Properties Pvt Ltd.
- Tata Realty and Infrastructure Ltd.
- Tata Housing Development Co. Ltd.
- Tata Coffee Ltd.
- The Eight O' Clock Coffee Company
- Tata Global Beverages Ltd.
- Consolidated Coffee INC
- Sands BKC Properties Pvt. Ltd.
- Tata Coffee Vietnam Company Ltd.

Chairmanship/Membership of Committees in companies in which position of Director is held

1. Member of Audit Committee, Nomination and Remuneration Committee of IDBI Capital Markets & Securities Ltd.
2. Chairman of Audit Committee Stakeholders Relationship Committee and member of Nomination & Remuneration Committee, Risk Management Committee, Ethics & Compliance Committee and Executive Committee of Tata Coffee Ltd.
3. Member of Members Council of Tata Coffee Vietnam Ltd.
4. Member of Risk Management Committee, Audit Committee, Stakeholders Relationship Committee, CSR Committee of Tata Global Beverages Ltd.
5. Chairman of Audit Committee,

Executive Committee of directors, Nomination & Remuneration Committee and CSR Committee of Tata Housing Development Co. Ltd.

6. Member of Committee of Directors, Audit Committee, Nomination & Remuneration Committee and Finance Committee of Tata Reality an Infrastructure Ltd.

Relationship with other directors, Mangers and other Key Managerial Personnel of the Company

None

No. of equity shares held in the Company

None

No. of board meetings attended during the year

5

Terms and conditions of appointment or re-appointment

Re-appointment as Independent Director of the Company for a period of 5 years as per agenda no. 7 of the Notice.

PROXY FORM
ICICI HOME FINANCE COMPANY LIMITED

CIN: U65922MH1999PLC120106

Registered Office: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai- 400 051

Website: www.icicifhc.com Email: investor.relations@icicifhc.com

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

TWENTIETH ANNUAL GENERAL MEETING

Monday, June 3, 2019 at 2.30 p.m.

Name of the member(s) :		E-mail id:	
Registered Address:		Folio No./ * Client Id:	
		*DP Id:	

I/We, being the member(s) of _____ shares of ICICI Home Finance Company Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Monday, June 3, 2019 at 2.30 p.m. at ICICI Towers, Bandra- Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Optional**	
	For	Against
Ordinary Business		
1. Consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2019 and the Balance Sheet as at that date together with the reports of the Directors' and Auditors' thereon.		
2. Declare final dividend on equity shares.		
4. Appoint a Director in place of Anup Bagchi (DIN 00105962) who retire by rotation and being eligible, offers himself for re-appointment.		
4. To fix the remuneration of B S R & Co. LLP, Chartered Accountants, Firm Registration number 101248W/W-100022, statutory auditors of the Company for FY2020.		
Special Business		

Resolutions	Optional**					
	For	Against				
Ordinary Business						
5. Appointment of Vinod Kumar Dhall (DIN: 02591373) as Independent Director of the Company for a period of 5 years.						
6. Appointment of G. Gopalakrishna (DIN: 06407040) as Independent Director of the Company for a period of 5 years						
7. Special resolution for re-appointment of CA S. Santhanakrishnan as Independent Director of the Company for further period of 5 years.						
8. Special resolution for private placement of Non-Convertible Debentures pursuant to section 42 and 71 of the Companies Act, 2013.						
<table border="1" style="margin-left: auto; margin-right: auto;"> <tr><td>Affix</td></tr> <tr><td>Revenue</td></tr> <tr><td>Stamp</td></tr> <tr><td>Rs. 1/-</td></tr> </table>	Affix	Revenue	Stamp	Rs. 1/-		
Affix						
Revenue						
Stamp						
Rs. 1/-						

* Applicable for investors holding shares in electronic form

Signed this day of 2019

Signature of Shareholder

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
2. For the Resolution, Explanatory statement and Notes, please refer to the notice of 20th Annual General meeting.
- **3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of member(s) in the above box before submission.

ATTENDANCE SLIP
ICICI HOME FINANCE COMPANY LIMITED

CIN: U65922MH1999PLC120106

Registered Office: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai- 400 051

Website: www.icicihfc.com Email: investor.relations@icicihfc.com

TWENTIETH ANNUAL GENERAL MEETING

Monday, June 3, 2019 at 2.30 PM

I/We hereby record my/our presence at the 20th Annual General Meeting of ICICI HOME FINANCE COMPANY LIMITED at the Registered Office of the Company at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051, on Monday, June 3, 2019 at 2.30 PM.

Name of the shareholder/proxy.....
(in block letters)

Signature of the shareholder/proxy.....

Folio/DP ID- Client ID No.....