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## Notice of 16<sup>th</sup> Annual General Meeting

To the Members:

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of the Members of ICICI Home Finance Company Limited will be held on Friday, June 26, 2015, at 11.00 a.m. 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 Profit and Loss Account for the financial year ended March 31, 2015 and the Balance Sheet as at that date together with the reports of the Directors' and Auditors' thereon.
2. To declare final dividend on Equity shares as recommended by the Board or such other rate.
3. To confirm the declaration and payment of Interim Dividends on equity shares.
4. To appoint a Director in place of Mr. Maninder Juneja (DIN No.02680016), who retires by rotation and being eligible, offers himself for re-appointment.
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 139-142 and other applicable provisions, if any, of the Companies Act, 2013, and read with Companies (Audit and Auditors) Rules, 2014, as may be applicable, the appointment of S. R. Batliboi & Co. LLP, Chartered Accountants, Firm Registration number 301003E, as statutory auditors of the Company for FY2016 be and is hereby ratified and the Board of Directors of the Company be authorised to fix their remuneration based on the recommendation of the Audit & Risk Management Committee for auditing the accounts of the Company for the year ending March 31, 2016.

### SPECIAL BUSINESS

6. To appoint CA Mr. S. Santhanakrishnan (DIN: 00032049) as an Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED that** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, CA Mr. S. Santhanakrishnan (DIN: 00032049) in respect of whom the Company has received a notice in writing along with deposit of ₹ 1,00,000/- from a member proposing him as a candidate for the office of director under the provisions of Section 160 of the Companies Act, 2013 and who is eligible for appointment as an independent director, be and is hereby appointed as an Independent Director of the Company up to October 15, 2019.

7. To appoint Ms. Shilpa Kumar (DIN: 02404667) as a Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED that** Ms. Shilpa Kumar (DIN: 02404667), Additional Director of the Company, in respect of whom the Company has received a notice in writing alongwith deposit of ₹ 1,00,000/-, from a member proposing her candidature under the provisions of Section 160 of the

Companies Act, 2013, and who is eligible for appointment to the office of Director, be and is hereby appointed as a Director of the Company.

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 and Rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board") to issue Non-Convertible Debentures (Debentures) for an aggregate amount not exceeding ₹ 22.50 billion (Rupees Two thousand two Hundred Fifty crores) (i.e including un-utilised amount sanctioned by the shareholders in its meeting held on June 26,2014 and amount of ₹ 15.00 billion proposed for the year) during the period upto June 25, 2016 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 condition 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 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 tranche, 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 Board 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 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.

**RESOLVED further that** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or 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 Ltd.

Pratap Salian  
Company Secretary

Mumbai  
May 5, 2015  
CIN: U65922MH1999PLC120106  
Website: [www.icicifhc.com](http://www.icicifhc.com)  
Email: [customer.care@icicifhc.com](mailto:customer.care@icicifhc.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. 6 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 26, 2015.

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 a.m. To 12.30 p.m. 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. 6**

CA Mr. S. Santhanakrishnan has been appointed as an additional director effective October 16, 2014 pursuant to the provisions of section 160 of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the Company and holds office up to the date of sixteenth Annual General Meeting of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing along with deposit of ₹ 100000/- from a member signifying the intention to propose the candidature of CA Mr. S. Santhanakrishnan for the office of Director. The Board of Directors at its meeting held on April 21, 2015 considered the proposal of appointment/re-appointment of Directors at the ensuing Annual General Meeting and Board has determined that CA Mr. S.Santhanakrishnan is a fit and proper person to be appointed as a Director on the Board of the Company. Pursuant to proviso to Section 152(5) of the Companies Act, 2013, the Board also determined that CA Mr. S. Santhanakrishnan fulfils the conditions as specified in the provisions of the Companies Act, 2013 with respect of his appointment as independent director and he is independent of the management.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, CA Mr. S. Santhanakrishnan is proposed to be appointed for a term of five consecutive years up to October 15, 2019.

The Directors recommend the adoption of the Resolution at item No. 6 of the Notice.

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

#### **Item no. 7**

Ms. Shilpa Kumar has been appointed as an additional Director effective March 31, 2015 pursuant to Section 149 and 161 of the Companies Act, 2013, read with Article 129 of the Articles of Association of the Company, and holds office upto the date of the Sixteenth Annual General Meeting of the Company as provided under the said article but is eligible for appointment. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing along with deposit of ₹ 1,00,000, from a Member signifying the intention to propose the candidature of Ms. Shilpa Kumar for the office of Director. The Board of Directors at its Meeting held on April 21, 2015 considered the proposal on appointment/reappointment of Directors at ensuing Annual General Meeting and determined that Ms.Shilpa Kumar is a fit and proper person to be appointed as a Director on the Board of the Company.

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

**Item No.8:**

Ministry of Corporate Affairs, vide its notification dated March 26, 2014 has notified Companies Act, 2013 effective from April 1, 2014. 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 ICRA and CARE. In view of above, it is proposed to authorise the Company to issue NCDs for an aggregated amount not exceeding ₹ 22.50 billion during FY16 and Q1 of FY17 (including unutilised amount sanctioned by the shareholder in their meeting held on June 27, 2014 plus additional amount of ₹ 15.00 billion) as mentioned in the Special Resolution at item No. 8 of the Notice.

The Directors recommend the adoption of the Resolution at Item No. 8 of the Notice.

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

By Order of the Board

Pratap Salian  
Company Secretary

May 5, 2015

CIN: U65922MH1999PLC120106  
Website: [www.icicifc.com](http://www.icicifc.com)  
Email: [customer.care@icicifc.com](mailto:customer.care@icicifc.com)

**Registered Office:**

ICICI Bank Towers,  
Bandra - Kurla Complex,  
Mumbai 400 051.

**PROXY FORM**  
**ICICI HOME FINANCE COMPANY LIMITED**

CIN: U65922MH1999PLC120106

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

Website: [www.icicihfc.com](http://www.icicihfc.com) Email: [customer.care@icicihfc.com](mailto:customer.care@icicihfc.com)

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

**SIXTEENTH ANNUAL GENERAL MEETING**  
Friday, June 26, 2015 at 11.00 a.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 16<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, June 26, 2015 at 11.00 a.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** |         |
|--|------------|---------|
| Ordinary Business  | For        | Against |
| 1. Consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2015 and the Balance Sheet as at that date together with the reports of the Directors' and Auditors' thereon. |            |         |
| 2. Declaration of final dividend on Equity shares as recommended by the Board or such other rate.  |            |         |
| 3. Confirmation of declaration and payment of Interim Dividends on equity shares.  |            |         |
| 4. Re-appointment of Mr. Maninder Juneja, who retires by rotation and, being eligible, offers himself for re-appointment.  |            |         |
| 5. Ratification of appointment of Auditors and fixing their remuneration.  |            |         |
| Special Business   |            |         |
| 6. Appointment of CA Mr. S. Santahankrishnan as an Independent Director.   |            |         |
| 7. Appointment of Ms. Shilpa Kumar as Director.  |            |         |
| 8. Special resolution for private placement of Non-Convertible Debentures pursuant to section 42 and 71 of the Companies Act, 2013.  |            |         |

\* Applicable for investors holding shares in electronic form

Signed this ..... day of ..... 2015

\_\_\_\_\_  
Signature of Shareholder

Affix  
Revenue  
Stamp  
Rs.1/-

\_\_\_\_\_  
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 16<sup>th</sup> 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.
4. 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.icicifc.com](http://www.icicifc.com) Email: [customer.care@icicifc.com](mailto:customer.care@icicifc.com)

SIXTEENTH ANNUAL GENERAL MEETING

Friday, June 26, 2015 at 11.00 a.m

I/We hereby record my/our presence at the 16<sup>th</sup> 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 Friday, the 26<sup>th</sup> day of June, 2015 at 11.00 a.m.

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

Signature of the shareholder/proxy.....

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