



Notice of 17th Annual General Meeting

To the Members:

Notice is hereby given that the 17th Annual General Meeting of the Members of ICICI Home Finance Company Limited will be held on Friday, June 24, 2016, at 11.00 a.m. at ICICI Bank 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, 2016 and the Balance Sheet as at that date together with the reports of the Directors' and Auditors' thereon.
2. To consider declaration and payment of Interim Dividends on equity shares as final dividend.
3. To appoint a Director in place of Mr. Rajiv Sabharwal (DIN No.00057333), 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, 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 FY2017 be and is hereby ratified and the remuneration of statutory auditors for auditing the accounts of the Company for FY2017 be fixed at ₹ 65,50,000/- (audit fees of ₹ 33,00,000/-, tax audit fee of ₹ 4,00,000/-, certification charges of ₹ 28,50,000/- (including additional certification charges of compliance under National Housing Bank directions for issuance of Non-Convertible Debentures at a fee of ₹ 2,50,000/- per certificate issued upto maximum fees upto ₹ 5,00,000/- for current year) plus service tax and such other taxes, as may be applicable and reimbursement of out-of-pocket expenses if any, in connection with the audit of accounts of the Company.

SPECIAL BUSINESS

5. 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 ₹ 23.00 billion (Rupees Two Thousand Three Hundred crores) (i.e. including un-utilised amount of ₹ 7.84 billion sanctioned by the shareholders in its meeting held on June 26, 2015 and amount of ₹ 15.16 billion proposed for the year) during the period upto June 24, 2017 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.
April 26, 2016
CIN: U65922MH1999PLC120106
Website: www.icicifhc.com
Email: investor.relations@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. 5 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. 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.5:

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 ₹23.00 billion during the period upto June 24, 2017 (including unutilised amount of ₹7.84 billion sanctioned by the shareholder in their meeting held on June 26, 2015 plus additional amount of ₹ 15.16 billion) as mentioned in the Special Resolution at item No. 5 of the Notice.

The Directors recommend the adoption of the Resolution at Item No. 5 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

April 26, 2016

CIN: U65922MH1999PLC120106

Website: www.icicifc.com

Email: investor.relations@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.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)

SEVENTEENTH ANNUAL GENERAL MEETING

Friday, June 24, 2016 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 17th Annual General Meeting of the Company, to be held on Friday, June 24, 2016 at 11.00 a.m. at ICICI Bank 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, 2016 and the Balance Sheet as at that date together with the reports of the Directors' and Auditors' thereon.		
2. Consider declaration and payment of Interim Dividends on equity shares as final dividend.		
3. Re-appointment of Mr. Rajiv Sabharwal, who retires by rotation and, being eligible, offers himself for re-appointment.		
4. Ratification of appointment of Auditors and fixing their remuneration.		
Special Business		
5. 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 2016

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 17th 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 Email: investor.relations@icicifc.com

SEVENTEENTH ANNUAL GENERAL MEETING

Friday, June 24, 2016 at 11.00 a.m

I/We hereby record my/our presence at the 17th 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 24th day of June, 2016 at 11.00 a.m.

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

Signature of the shareholder/proxy.....

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