
Notice of 18th Annual General Meeting

To the Members:

Notice is hereby given of the 18th Annual General Meeting of the Members of ICICI Home Finance Company Limited to be held on Friday, May 26, 2017, 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, 2017 and the Balance Sheet as at that date together with the Directors' report and Auditors' report thereon.
2. To confirm the declaration and payment of Interim Dividend on equity shares.
3. To declare final dividend on equity shares.
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 B S R & Co. LLP, Chartered Accountants, Firm Registration number 101248W/W-100022, as statutory auditors of the Company to hold office from the conclusion of Eighteenth AGM till the conclusion of Twenty-Third AGM be and is hereby approved subject to ratification by the members in each year on a remuneration inclusive of service tax and such other tax(s) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit & Risk Management Committee in connection with the audits of the accounts of the Company for the year ending March 31, 2018.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Mr. Anup Bagchi, (DIN: 00105962) in respect of whom the Bank has received notice in writing under Section 160 of the Companies Act, 2013 along with deposit of ₹ 100000 from a Member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company liable to retire by rotation.

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Ms. Anita Pai, (DIN: 07651059) in respect of whom the Bank has received notice in writing under Section 160 of the Companies Act, 2013 along with deposit of ₹ 100000 from a Member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company liable to retire by rotation.

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

RESOLVED THAT Mr. Anup Kumar Saha, (DIN:07640220) in respect of whom the Bank has received notice in writing under Section 160 of the Companies Act, 2013 along with deposit of ₹ 100000 from a Member proposing his candidature for the office of Director be and is hereby appointed as Director of the Company liable to retire by rotation

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof), and the provisions of the Articles of Association of the Company, the re-appointment of Mr. Rohit Salhotra (DIN: 03580929), as Managing Director & Chief Executive Officer (CEO) of the Company, effective May 1, 2017 for a period of five years up to April 30, 2022 on the following terms and conditions be and is hereby approved:

Salary:

Salary of ₹ 10,64,990/- per month and such other increment(s) over and above the salary, as decided by the Board of Directors from time to time.

Perquisites:

Perquisites (evaluated as per Income-tax Rules, wherever applicable and at actual cost to the Company in other cases) like the benefit of Company's car, personal/furniture soft loan, one club membership, group personal accident & life insurance cover, medical insurance cover for self and family, leave encashment, leave travel concession, education scholarship to children, one window air conditioner and computer with printer at residence, contributions to provident fund, superannuation fund, gratuity and other retirement benefits in accordance with the scheme/s and rule/s applicable to the whole-time/Managing Director(s) of the Company or ICICI Group of Companies or to the members of the staff, as the case may be applicable, from time to time for payment of the aforesaid benefits.

Bonus:

Performance linked bonus as approved by the Board up to the maximum limit of 100% of the annual basic (₹ 42,30,240/-) in addition to remuneration or such amount permitted under any regulations or any modifications thereof, as may be determined by the Board/Committee thereof, based on achievement of such performance parameters as may be laid down by the Board/Company and subject to such other approvals as may be necessary.

RESOLVED FURTHER that the Board or a Committee thereof be and is hereby authorised to decide the remuneration (salary, perquisites and bonus) payable to Mr. Rohit Salhotra, during his tenure as Managing Director & CEO of the Company within the above mentioned overall terms from time to time.

RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Rohit Salhotra shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013, and rules made thereunder, as amended from time to time.

RESOLVED FURTHER that Mr. Rohit Salhotra, shall not be subject to retirement by rotation during his tenure as Managing Director & CEO provided that if at any time the number of Directors as are not subject to retirement by rotation exceeds one-third of the total number of Directors for the time being, then Mr. Rohit Salhotra shall be liable to retire by rotation in accordance with

Article 143 of the Articles of Association to the intent that the number of Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being. Provided further that if Mr. Rohit Salhotra is re-appointed as a Director immediately on retirement by rotation, he shall continue to hold his office of Managing Director & CEO and such re-appointment as Director shall not be deemed to constitute a break in his position as Managing Director & CEO.

9. 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 ₹ 21.0 billion (Rupees Two Thousand one Hundred crores) (i.e including un-utilised amount 13.75 billion sanctioned by the shareholders in its meeting held on June 24, 2016 and amount of ₹ 7.25 billion proposed for the year) 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 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 12, 2017
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 to 9 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 MAY 26, 2017.

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:

Mr. Anup Bagchi, (DIN: 00105962) has been appointed as an additional Director and designated as Chairman effective February 23, 2017 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 Eighteenth 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 Mr. Anup Bagchi for the office of Director. The Board of Directors at its Meeting held on April 18, 2017 considered the proposal on appointment of Directors at ensuing Annual General Meeting and determined that Mr. Anup Bagchi is a fit and proper person to be appointed as a Director on the Board of the Company.

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

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

Item No.6:

Ms. Anita Pai, (DIN: 07651059) has been appointed as an additional Director effective November 9, 2016 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 Eighteenth 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. Anita Pai for the office of Director. The Board of Directors at its Meeting held on April 18, 2017 considered the proposal on appointment of Directors at ensuing Annual General Meeting and determined that Ms. Anita Pai is a fit and proper person to be appointed as a Director on the Board of the Company.

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 Ms. Anita Pai are concerned or interested in the Resolution at item no. 6 of the Notice.

Item No.7:

Mr. Anup Kumar Saha, (DIN:07640220) has been appointed as additional Director effective October 19, 2017 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 Eighteenth 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 Mr. Anup Kumar Saha for the office of Director. The Board of Directors at its Meeting held on April 18, 2017 considered the proposal on appointment of Directors at ensuing Annual General Meeting and determined that Mr. Anup Kumar Saha is a fit and proper person to be appointed as a Director on the Board of the Company.

The Directors recommend the adoption of the Resolution at Item No. 7 of the Notice.

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

Item No.8:

Pursuant to the powers conferred under Article 129 & 152 of the Articles of Association of the Company, ICICI Bank Ltd. (the Bank) vide its letter dated April 23, 2012, had nominated Mr. Rohit Salhotra, General Manager of the Bank as a Director/MD & CEO of the Company effective from May 2, 2012 for a period of 5 years. Subsequently, the members of the Company on recommendation of the Board have appointed him as a Managing director & CEO of the Company effective May 2, 2012 and his term of appointment would expire on April 30, 2017. In view of the above, it is proposed to re-appoint Mr. Rohit Salhotra as Managing Director & CEO of the Company for a period of 5 years effective May 1, 2017. The Board in its meeting held on April 18, 2017 determined that Mr. Rohit Salhotra is a fit & proper person to be appointed as MD & CEO of the Company and approved his re-appointment as MD & CEO of the Company along with the terms of appointment and payment of remuneration as recommended by Nomination and remuneration Committee.

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

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Rohit Salhotra are concerned or interested in the Resolution at item no. 8 of the Notice.

Item No. 9:

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 ₹ 21.00 billion during the period of one year from the date of passing this resolution (including unutilised amount ₹ 13.75 billion sanctioned by the shareholder in their meeting held on June 24, 2016 plus additional amount of ₹ 7.25 billion) as mentioned in the Special Resolution at item No. 9 of the Notice.

The Directors recommend the adoption of the Resolution at Item No. 9 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 of Directors of
ICICI Home Finance Company Limited

Pratap Salian
Company Secretary

May 12, 2017

CIN: U65922MH1999PLC120106
Website: www.icicifhc.com
Email: investor.relations@icicifhc.com

Registered Office:

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

ANNEXURE 1 TO ITEM NO. 5,6,7 AND 8 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. Mr. Anup Bagchi

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| Name of the Director | Mr. Anup Bagchi |
| Age | 46 years |
| Date of first appointment on Board | February 23, 2017 |
| Qualification | B. Tech., PGDM |
| Brief resume including experience | <p>Mr. Anup Bagchi is an Executive Director of ICICI Bank effective February 1, 2017. Prior to this, Mr. Bagchi was the Managing Director & CEO of ICICI Securities Limited (I-Sec), where he led capital raising by corporates. Under his leadership, the organisation won the prestigious Outlook Money- India's Best e-Brokerage House for seven consecutive years. It also won the CNBC Awaaz Consumer Award for the Most Preferred Brand of Financial Advisory Services.</p> <p>Mr. Bagchi joined the ICICI Group in 1992 and has worked in the areas of retail banking, corporate banking and treasury. He has a management degree from the Indian Institute of Management, Bangalore and an engineering degree from the Indian Institute of Technology, Kanpur.</p> <p>Mr. Bagchi has been honoured with The Asian Banker Promising Young Banker Award as well as Business Today has recognised him as one of India's Hottest Young Executives.</p> |
| Other Directorships | <ul style="list-style-type: none">• ICICI Bank Limited• ICICI Securities Limited• Comm Trade Services Limited |
| Chairmanship/Membership of Committees in companies in which position of Director is held | ICICI Bank Limited Committee of Executive Directors Asset Liability Management Committee Committee for Identification of Wilful Defaulters/ Non-Cooperative borrowers Committee of Senior Management |
| 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 | Additional director appointed as director of the Company as per agenda no. 5 of the Notice. |

2. Ms. Anita Pai

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| Name of the Director | Mr. Anita Pai |
| Age | 49 years |
| Date of first appointment on Board | November 09, 2016 |
| Qualification | MBA |
| Brief resume including experience | <p>Anita Pai is a Senior General Manager with ICICI Bank Limited and has been with the ICICI Group for over 18 years. She is currently responsible for Global Operations of the Bank including Treasury mid offices. She leads a team of 7000 employees. Earlier she was heading Customer Service at the Bank, including the Phone Banking Channel, Service Quality, Six Sigma Quality and Innovation.</p> <p>Anita Pai was with ICICI Prudential Life Insurance Company Limited for 10 years since its inception. As Executive Vice President, she was in charge of Customer Service, Operations, Technology and Infrastructure. She had overall responsibility for the entire backbone of the business, including underwriting, claims, operations, technology, customer service including the call centre and the Six Sigma quality initiative.</p> <p>She began her career in 1990 with one of India's premier mortgage loan companies, and worked in various divisions of the company. She has also worked with a leading foreign bank and then joined the ICICI group, where she initially set up the credit and operations function for ICICI Home Loans.</p> <p>Anita Pai has a Masters of Business Administration degree from Symbiosis Institute of Business Management, Pune.</p> |
| Other Directorships | None |
| Chairmanship/Membership of Committees in companies in which position of Director is held | None |
| 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 | Additional director appointed as director of the Company as per agenda no. 6 of the Notice. |

3. Mr. Anup Kumar Saha

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| Name of the Director | Mr. Anup Kumar Saha |
| Age | 46 Years |
| Date of first appointment on Board | October 19, 2016 |
| Qualification | Graduate from IIT Kharagpur & Post Graduate IIM Lucknow |
| Brief resume including experience | <p>Anup Saha is Senior General Manager at ICICI Bank Ltd heading the Retail Secured Asset Lending Business.</p> <p>He has graduated from IIT Kharagpur in 1991 in Metallurgy and did his Post Graduation from IIM Lucknow in 1997. He started his career in Bharat Heavy Electrical Limited (BEHL) as Production Engineer and</p> |

worked for around five years. Post doing his Post graduation he joined consumer durable company Blow Plast in Sales and worked in Eastern and Southern India. He moved in to financial services industry by Joining State Bank of India and GE Capital Joint venture when they formed the Credit Card company in India in sales. From the Credit Card company he moved into GE Capital International Services as Master Black Belt in their analytics COE supporting consumer finance for private label brands of GE.

Being with ICICI Bank for Over a decade, starting with Risk Policy for Credit Cards, and was instrumental in setting up enterprise Business Intelligence unit in the bank, post that he headed the Consumer Credit Card business and then moved as head for the Debt Servicing and Management Group for all Retail and Agri Lending products in the bank, Where he was instrumental in bringing transformation in Debt Servicing practices, process, decision science and end to end technology enablement till the last mile. This lead to significant enhancement for Debt Servicing effectiveness, efficiency and customer servicing.

Currently for last six years he is spearheading the bank growth in Retail Secured Products for Mortgages, Auto Loans, Commercial Vehicle Loans, Commercial Equipment and Loan Against Securities, Developer Funding, Automobile Dealer Funding, Retail Structured Finance and beginning of this year Retail and Rural Debt Servicing Management has got added. He is also involved in the Retail Lending transformation of end to end digitization of front end and backend processes, also is leading the Retail Banks Sales CRM journey and Big Data Warehousing Transformation.

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| Other Directorships | Transunion CIBIL Limited |
| Chairmanship/Membership of Committees in companies in which position of Director is held | None |
| 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 | 3 |
| Terms and conditions of appointment or re-appointment | Additional director appointed as director of the Company as per agenda no. 7 of the Notice. |

4. Mr. Rohit Salhotra

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| Name of the Director | Mr. Rohit Salhotra |
| Age | 50 Years |
| Date of first appointment on Board | May 2, 2012 |
| Qualification | B.E. (Hons), PGDM, Bhubaneshwar |
| Brief resume including experience | Rohit Salhotra is serving as MD & CEO of ICICI Home Finance Co. Ltd. With ICICI Bank, he has headed various functions including unsecured retail loans, Customer service quality, rural and inclusive banking, jewel loans, bank branch rollout. He has been MD & CEO of ICICI Home Finance Company Limited since May 2012. He |

was on the board of Mewar Aanchalik Gramin Bank.

Rohit Salhotra started his career with CMC Ltd. as R&D Engineer. And has worked with Godrej GE appliances, Whirlpool of India, LG Electronics, 20th Century finance and Bharti Airtel before joining ICICI Bank.

He completed his BE (Honors) from Bombay University and MBA from Xavier Institute of Management

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| Other Directorships | None |
| Chairmanship/Membership of Committees in companies in which position of Director is held | None |
| 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 Managing Director & CEO of the Company as per terms mentioned in agenda no. 8 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.icicihfc.com Email: investor.relations@icicihfc.com

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

EIGHTEENTH ANNUAL GENERAL MEETING
Friday, May 26, 2017 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 18th Annual General Meeting of the Company, to be held on Friday, May 26, 2017 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** | |
|---|------------|---------|
| | For | Against |
| Ordinary Business | | |
| 1. Consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2017 and the Balance Sheet as at that date together with the reports of the Directors' and Auditors' thereon. | | |
| 2. To confirm the declaration and payment of Interim Dividend on equity shares. | | |
| 3. declare final dividend on equity shares. | | |
| 4. Appointment of B S R & Co. LLP, Chartered Accountants, Firm Registration number 101248W/W-100022, as statutory auditors of the Company. | | |
| Special Business | | |
| 5. Appointment of Mr. Anup Bagchi, (DIN: 00105962) as director of the Company. | | |
| 6. Appointment of Ms. Anita Pai, (DIN: 07651059) as director of the Company | | |
| 7. Appointment of Mr. Anup Kumar Saha, (DIN:07640220) as director of the Company | | |
| 8. Re-appointment of Mr. Rohit Salhotra (DIN: 03580929), as Managing Director & Chief Executive Officer (CEO) of the Company for a period 5 years and approval of terms of appointment and payment of remuneration. | | |
| 9. Special resolution for private placement of Non-Convertible Debentures pursuant to section 42 and 71 of the Companies Act, 2013. | | |
| <div style="border: 1px solid black; padding: 5px; display: inline-block;"> Affix Revenue Stamp Rs.1/- </div> | | |

* Applicable for investors holding shares in electronic form

Signed this day of 2017

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 18th 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.icicifhc.com Email: investor.relations@icicifhc.com

EIGHTEENTH ANNUAL GENERAL MEETING
Friday, May 26, 2017 at 11.00 a.m

I/We hereby record my/our presence at the 18th 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 26th day of May, 2017 at 11.00 a.m.

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

Signature of the shareholder/proxy.....

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