



Notice of 19th Annual General Meeting

To the Members:

Notice is hereby given of the 19th Annual General Meeting of the Members of ICICI Home Finance Company Limited to be held on Thursday, May 31, 2018, at 11.00 AM 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, 2018 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 as final dividend.
3. To appoint a Director in place of Ms. Anita Pai (DIN No. 07651059), who retires by rotation and being eligible, offers herself 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 in terms of 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 as may be applicable (including any statutory modification(s) or re-enactment(s) thereof) and pursuant to the resolution passed by the Members at the Eighteenth Annual General Meeting held on May 26, 2017 appointing M/s. B S R & Co. LLP, Chartered Accountants, Firm Registration number 101248W/W-100022, statutory auditors of the Company, to hold office from the conclusion of the Eighteenth AGM till conclusion of the Twenty-Third AGM, the appointment of M/s. 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 this Meeting i.e. Nineteenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting of the Company, be ratified by the Members on a remuneration inclusive of GST and such other tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts 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 Committee in connection with the audit of the accounts of the Company for the year ending March 31, 2019.

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. N.R. Narayanan, (DIN: 07877022) in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 and Companies (Amendment) Act, 2017 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 Mr. Anirudh Kamani, (DIN:07678378) in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 and Companies (Amendment) Act, 2017 proposing his 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 pursuant to the applicable provisions of the Companies Act, 2013 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 appointment of Mr. Anirudh Kamani (DIN:07678378), as Managing Director & Chief Executive Officer (CEO) of the Company, effective November 1, 2017 for a period of five years up to October 31, 2022 on the following terms and conditions be and is hereby approved:

Salary:

The monthly basic salary is ₹ 723,680 per month and such other increment(s) over and above the salary, as decided by the Board of Directors from time to time.

Supplementary Allowance:

The monthly supplementary allowance is ₹ 1,013,422 per month.

Perquisites:

- Perquisites (evaluated as per Income-tax Rules, wherever applicable, and at actual cost to the Company) like the benefit of the club fees, furnishings, personal insurance, use of car, payment of income-tax on perquisites by the Company to the extent permissible under the Income-tax Act, 1961 and Rules framed thereunder, medical reimbursement, leave and leave travel concession, education benefits, housing loan up to a maximum of ₹ 60,000,000 for

purchase of residential property and other such perquisites and benefits as applicable to employees of the Company and/or as per ICICI Group norms.

- Provident fund, superannuation fund, gratuity and other retirement benefits, in accordance with the scheme/s and rule/s applicable to employees of the Company and/or as per ICICI Group norms as the case may be, from time to time, for the aforesaid benefits.

Bonus:

Performance linked bonus as approved by the Board up to the maximum limit of 100% of the annual basic (₹8,684,160) in addition to remuneration or such amount permitted under any regulations or any modifications thereof, as may be determined by the Board/Company 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. Anirudh Kamani, 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. Anirudh Kamani 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. Anirudh Kamani, 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. Anirudh Kamani 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. Anirudh Kamani 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.

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, consent of the Company be and is hereby accorded to the Committee of Executives (hereinafter referred to as 'Committee') 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 Committee 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 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 Committee 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 Committee 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 Ltd.

Sd/-

Pratap Salian
Company Secretary

Mumbai
May 9, 2018
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 MAY 31, 2018.

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

Pursuant to the powers conferred under Article 129 of the Articles of Association of the Company, ICICI Bank Ltd.(the Bank) vide its letter dated July 13, 2017, had nominated Mr. N.R. Narayanan as Director of the Company. The Board of director in its meeting held on July 19, 2017 have appointed Mr. N.R. Narayanan, (DIN: 07877022) as an additional Director effective July 13, 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 he would hold office upto the date of the Nineteenth Annual General Meeting of the Company unless he is appointed as Director of the Company. In terms of Section 160 of the Companies Act, 2013 and Companies (Amendment) Act, 2017, the Company has received a notice in writing from a Member signifying the intention to propose the candidature of Mr. N.R. Narayanan for the office of Director. The Board of Directors at its Meeting held on April 19, 2018 considered the proposal on appointment of Directors at ensuing Annual General Meeting and determined that Mr. N.R. Narayanan 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. N.R. Narayanan are concerned or interested in the Resolution at item no. 5 of the Notice.

Item No.6 &7

Pursuant to the powers conferred under Article 129 & 152 of the Articles of Association of the Company, ICICI Bank Ltd. (the Bank) through its letter dated October 24, 2017, had nominated Mr. Anirudh Kamani, Senior General Manager of the Bank as a Director and MD & CEO of the Company effective from November 1, 2017 for a period of 5 years. Subsequently, the Board of directors have appointed him as an additional director and Managing Director & CEO of the Company effective November 1, 2017 and he would hold his office up to the date of the Annual General Meeting of the Company unless he is appointed as Director of the Company. In terms of Section 160 of the Companies Act, 2013 and Companies (Amendment) Act, 2017, the Company has received a notice in writing from a Member signifying the intention to propose the candidature of Mr. Anirudh Kamani for the office of Director. In view of the above, it is proposed to appoint Mr. Anirudh Kamani as Director and Managing Director & CEO of the Company for a period of 5 years effective November 1, 2017. The Board at its meeting held on April 19, 2018 determined that Mr. Anirudh Kamani is a fit and proper person to be appointed as MD & CEO of the Company and approved his appointment as Director and 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. 6 & 7 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. Anirudh Kamani are concerned or interested in the Resolution at item no. 6 & 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 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.

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 of Directors of
ICICI Home Finance Company Ltd.

Sd/-

Pratap Salian
Company Secretary

Mumbai
May 9, 2018
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 AND 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. Mr. N.R. Narayanan

Name of the Director	Mr. N.R. Narayanan
Age	55 years
Date of first appointment on Board	July 13, 2017
Qualification	BE, MBA
Brief resume including experience	N.R. Narayanan is an Electrical Engineer from IIT Roorkee (erstwhile University of Roorkee-1981-1985) and a Post Graduate Diploma in Management (PGDBM) from IIM Bangalore (1989-1991).

As a Senior General Manager with ICICI Bank, he heads the Retail Secured Assets Business for the Bank.

He has a wide experience of more than 30 years in varied industries right from Power Transmission sector to Truck industry to banking. He been with ICICI Bank from year 2000, and was one of the early members recruited for starting the retail finance business and was involved closely with the setting up of various retail businesses in ICICI Bank. With a large experience in the Retail Banking sector of almost 15 years, he can lay claim to be aware of the intricacies of the working of this sector, and the dynamics which prevail in the industry right from manufacturers/builder to dealers to consumers and the various channels which operate in this industry.

In addition to handling Retail Assets businesses, he was previously handling branch banking business for West Zone for last seven

years, which encompasses the entire range of requirements of Retail customers right from Branch Banking to Assets.

Currently he is in charge of Retail Secured Asset Products, Construction & Reality Funding Group (CRFG), Sales CRM and Debt Service Management Group (DSMG).

Other Directorships	None
Chairmanship/Membership of Committees in companies in which position of Director is held	None
Relationship with other directors, Managers 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	4
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. Mr. Anirudh Kamani

Name of the Director	Mr. Anirudh Kamani
Age	48 Years
Date of first appointment on Board	November 1, 2017
Qualification	Chartered Accountant
Brief resume including experience	Mr. Anirudh Kamani is Senior General Manager and Head-Rural & Inclusive Banking Group (RIBG) at ICICI Bank (the Bank). He has deep expertise in sales & distribution of financial as well as non-financial products. He has been with the Bank since February 2005. A chartered accountant by qualification. Mr. Kamani has a keen grasp of the macro economic variables of the economy as well as the key levers for business profitability and building scale. In his current role as Head-RIBG, Mr. Kamani has successfully scaled up the rural franchise of the Bank with focus on quality of portfolio. He has been on various external

committees and an advocate for the role of banking industry in financial inclusion and its impact on livelihood of under-banked population.

Prior to joining the Bank, Mr. Kamani has worked with ICI India Limited and Beckton Dickinson India Limited in the domain of sales and supply chain management. At the Bank, Mr. Kamani has handled key responsibilities in Phone Banking, Remittances business, and Branch Banking.

The distinguishing strengths of Anirudh are his ability to take decisions and his focus on productivity as a business lever. He is able to set expectations and communicate outcomes with clarity. He does not accept constraints / hurdles as reasons for performance shortfall. He mobilizes stakeholders behind a change agenda and relentlessly pushes for driving it to completion. Anirudh spends time in developing his team. He backs team members during difficult times and constantly pushes them to acquire new capabilities. He bets on team members' capabilities and inculcates amongst them a culture of personal credibility for honoring commitments. He stands by his team in the hour of need.

Other Directorships	National E-Repository Limited (NERL)
Chairmanship/Membership of Committees in companies in which position of Director is held	None
Relationship with other directors, Managers 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	2
Terms and conditions of appointment or re-appointment	Appointment as Director and Managing Director & CEO of the Company as per terms mentioned in agenda no. 6 & 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.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)

NINETEENTH ANNUAL GENERAL MEETING

Thursday, May 31, 2018 at 11.00 AM

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 19th Annual General Meeting of the Company, to be held on Thursday, May 31, 2018 at 11.00 AM 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, 2018 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 as final dividend		
3. To appoint a Director in place of Ms. Anita Pai (DIN No. 07651059), who retires by rotation and being eligible, offers herself for re-appointment		
4. To ratify the appointment and fix the remuneration of B S R &		

Resolutions	Optional**	
Ordinary Business	For	Against
Co. LLP, Chartered Accountants, Firm Registration number 101248W/W-100022, statutory auditors of the Company for FY2019.		
Special Business		
5. Appointment of Mr. N.R. Narayanan (DIN: 07877022) as director of the Company.		
6. Appointment of Mr. Anirudh Kamani, (DIN: 07678378) as director of the Company		
7. Appointment of Mr. Anirudh Kamani, (DIN:07678378) as Managing director of the Company for a period of 5 years and approval of his remuneration.		
8. 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 2018

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 19th 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.icicihfc.com Email: investor.relations@icicihfc.com

NINETEENTH ANNUAL GENERAL MEETING

Thursday, May 31, 2018 at 11.00 AM

I/We hereby record my/our presence at the 19th 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 Thursday, the May 31, 2018 at 11.00 AM.

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

Signature of the shareholder/proxy.....

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