
Notice of 15th Annual General Meeting

To the Members:

Notice is hereby given that the 15th Annual General Meeting of the Members of ICICI Home Finance Company Limited will be held on Friday, June 27, 2014, at 11.00 a.m. at the Registered Office of the Company at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051 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, 2014 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. Rajiv Sabharwal (DIN No.00057333), 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, S. R. Batliboi & Co. LLP, Chartered Accountants, Firm Registration number 301003E, be appointed as statutory auditors of the Company to hold office for a period of 3 years i.e. from the conclusion of this Meeting up to the conclusion of 18th Annual General Meeting of the Company subject to ratification by members every year on a remuneration (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, plus service tax 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.

SPECIAL BUSINESS

6. To appoint Mr. S. Santhanakrishnan (DIN : 00005069) 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. Santhanakrishnan (DIN : 00005069), a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2019.

7. To appoint Mr. Dileep Choksi (DIN : 00016322) 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Dileep Choksi (DIN : 00016322), a Non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Companies Act, 2013, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto March 31, 2019.

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 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, Memorandum of Association of the Company be amended by substituting the Clause III B (1), Clause III B (29) of the objects incidental or ancillary to the attainment of the main object clause and Clause III C (3) of other objects of the MOA of the Company with the following:

1. Clause III B (1)
 1. To promote or procure incorporation, formation or setting up of concerns and undertakings whether as company, body corporate etc., other than partnership firms and association of persons for engaging in any business.
2. Clause III B (29)
 29. To enter into partnership or into any arrangements for joint ventures in business or for sharing profits, union of interest, reciprocal concession or co-operate with any person, firm or company, other than with partnership firms and association of persons, or to amalgamate with any person, firm or company carrying on or proposing to carry on any business, other than with partnership firms and association of persons.
3. Clause III C (3)
 3. To form, promote, subsidise, organise, assist, maintain and conduct or aid in forming, promoting, subsidising, organising, assisting, maintaining research laboratories, experimental workshops or conducting studies, research, conducting, aiding tests and experiments on scientific, technical, economic, commercial or any other subject and undertake all types of technical, economic and financial investigations and aid or assist or enter into partnership with any institution, university, company or body corporate except partnership firm and association of persons, undertaking, or conducting such research, study, and provide, subsidise, endow, assist in laboratories, workshops, libraries, meetings, lectures and conferences and by providing for the remuneration of professors or teachers on any subject, and by providing for the awards, exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests, and inventions of any kind.

RESOLVED further that all the Directors of the Company and such officials as may be authorized by the Board in this regard be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution.

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 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, the National Housing Bank Directions, 2010 and relevant provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of

moneys for and on behalf of the Company from time to time, from any persons, firms, bodies corporate, bankers, financial institutions or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of Company's assets and properties, whether movable or immovable or debts subject to any restriction imposed by the terms of the Agreements as may have been entered into or may be entered into from time to time for grant of any assistance to the Company, of all moneys deemed by them to be requisite or proper for the purpose of carrying on the business of the Company, notwithstanding that the moneys to be borrowed together with the money already borrowed by the Company (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount of such borrowings outstanding at any time shall not exceed Rs. 200.0 billion (Rupees Two hundred billion), subject to limit of 16 times of Net Owned Fund of the Company whichever is lower.

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.

10. 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 ₹ 17.50 billion (Rupees One thousand Seven Hundred Fifty crores) during the period upto June 25, 2015 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 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 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
June 16, 2014

CIN: U65922MH1999PLC120106
Website: www.icicifc.com
Email: customer.care@icicifc.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 10 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 27, 2014.

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.

- d. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 15th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- i. Members whose shareholding is in the dematerialised form and whose email addresses are registered with the Company/Depository Participants(s) will receive an email from NSDL informing the User-ID and Password.
 1. Open email and open PDF file viz.; "e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 3. Click on Shareholder – Login.
 4. Put user ID and password as initial password noted in step (i) above. Click Login.
 5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 6. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 7. Select "EVEN" (E Voting Event Number) of ICICI Home Finance Company Limited.
 8. Now you are ready for e-voting as Cast Vote page opens.
 9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 10. Upon confirmation, the message "Vote cast successfully" will be displayed.

11. Once you have voted on the resolution, you will not be allowed to modify your vote.
 12. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to jpscsc2007@gmail.com.
- ii. For Members holding shares in dematerialised form whose email IDs are not registered with the Company/ Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD
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 2. Please follow all steps from Sr. No. 1 to Sr. No. 12 of (i) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com.
- III. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The e-voting period commences on June 23, 2014 (9:00 am) and ends on June 24, 2014 (6:00 pm). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VII. Jaiprakash R. Singh & Associates., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.icicifc.com and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company.

Explanatory Statement under Section 102 of the Companies Act, 2013

Item no. 6 to 7

Pursuant to the provisions of section 149 of the Act, made effective from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The Section 149(10) of the Act provide that the independent director of the Company shall hold office for consecutive term of five years and any tenure of an independent director on the date of commencement of the Act shall not be counted as a term for the purpose.

The Board of Directors have determined that Mr. S. Santhanakrishnan and Mr. Dileep Choksi are the fit and proper persons to be continued as Directors of the Company. Mr. S. Santhanakrishnan and

Mr. Dileep Choksi, non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director of the Company.

Ministry of Corporate Affairs (MCA) vide its circular no. 14/2014 dated June 09, 2014 clarified that if the Company intends to appoint existing Independent Directors under the Companies Act, 2013, the appointment shall be made expressly under section 149(10)/(11) read with Schedule IV of the Act within one year from 1st April, 2014, subject to compliance with eligibility and other prescribed conditions.

In compliance with the provisions of section 149 read with Schedule IV of the Act and clarification issued by MCA vide its circular no. 14/2014 dated June 09, 2014, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing candidature of Mr. S. Santhanakrishnan and Mr. Dileep Choksi for the office of Director.

None of the Directors or Key Managerial Personnel of the Company and their relatives except Mr. S. Santhanakrishnan and Mr. Dileep Choksi are concerned or interested in the Resolution at item no. 6 and 7 of the accompanying Notice.

Item No. 8:

In terms of the provisions of paragraph 32A (1) of the Housing Finance Companies (NHB) Directions 2010 (NHB Directions) introduced during August 2011, "No housing finance company shall contribute to the capital of a partnership firm or become a partner of such firm. (2) A housing finance company, which had already contributed to the capital of a partnership firm or was a partner of a partnership firm, shall seek early retirement from the partnership firm." Accordingly the relevant clauses of the Memorandum of Association of the Company which were inconsistent with the provisions of paragraph 32A(1) and (2) of the NHB Directions were modified suitably during December 2013.

NHB has issued a notification during September 2013 clarifying that partnership firms mentioned in paragraph 32A (1) and (2) would also include Limited Liability Partnerships (LLPs) and further, the prohibition in the aforesaid paragraphs would also be applicable with respect to Association of Persons (AOP), these being similar in the nature of partnership firms.

The Memorandum of Association of the Company contains certain clauses which are inconsistent with the provisions of paragraph 32A(1) and (2) of the Housing Finance companies (NHB) Directions 2010. In view of the above, it is proposed to amend the Memorandum of Association by substituting the Clause III B (1), Clause III B (29) of the objects incidental or ancillary to the attainment of the main object clause and Clause III C (3) of other objects of the MOA of the Company 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.

Item No.9:

Pursuant to Section 293 (1) (d) of the Companies Act 1956, the Shareholders of the Company in their meeting held on September 17, 2007 by passing an ordinary resolution had authorised the Company to borrow in excess of paid up capital and free reserves of the Company and fixed overall limit at ₹ 250 billion.

The Ministry of Corporate Affairs(MCA) has notified the Companies Act, 2013 effective April1, 2014. In terms of Section 180 (1)(c)of the Companies Act, 2013 the Company can borrow money exceeding its aggregate paid up capital and free reserves with the consent of the shareholders by passing Special Resolution. Further, National Housing Bank guidelines regulating HFCs provide that the Company shall not borrow from market funds in excess of 16 times of its Net Owned Fund (NoF) of the Company. In view of the above, and to complying with guidelines of NHB, and the Companies Act, 2013, it is proposed that the Company may fix the overall borrowing powers at ₹ 200.00 billion subject to the limit of 16 times of its NoF whichever is lower 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.

Item No.10:

Ministry of Corporate Affairs, vide its notification dated March 26, 2014 has notified Companies Act, 2014 effective from April 1, 2014. Section 42 and Section 71 Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rule, 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. At March 31, 2014 the Company has unutilized rating of ₹ 17.94 billion. In view of above, it is proposed to authorise the Company to issue NCDs for upto ₹ 17.50 billion during FY15 and Q1 of FY16 as mentioned in the Special Resolution at item No. 10 of the Notice.

The Directors recommend the adoption of the Resolution at Item No. 10 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

June 16, 2014

CIN: U65922MH1999PLC120106

Website: www.icicihfc.com

Email: customer.care@icicihfc.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 Email: 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)

FIFTEENTH ANNUAL GENERAL MEETING

Friday, June 27, 2014 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 15th Annual General Meeting of the Company, to be held on Friday, June 27, 2014 at 11.00 a.m. at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai- 400 051 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, 2014 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. Rajiv Sabharwal, who retires by rotation and, being eligible, offers himself for re-appointment.		
5. Appointment of Auditors and fixing their remuneration.		
Special Business		
6. Appointment of Mr. S. Santahankrishnan as an Independent Director.		
7. Appointment of Mr. Dileep Choksi as an Independent Director.		
8. Amendment of Memorandum of Association.		
9. Special resolution for Borrowing limit under section 180(1)(c) of the Companies Act, 2013.		
10. 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 2014

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 15th 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: customer.care@icicifc.com

FIFTEENTH ANNUAL GENERAL MEETING

Friday, June 27, 2014 at 11.00 a.m

I/We hereby record my/our presence at the 15th 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 27th day of June, 2014 at 11.00 a.m.

Name of the shareholder/proxy
(in block letters)

Signature of the shareholder/proxy

Folio/DP ID- Client ID No.