

# ICICI HOME FINANCE COMPANY LIMITED

## 16TH ANNUAL REPORT AND ACCOUNTS 2014-2015

### Directors

Rajiv Sabharwal, Chairman  
 Maninder Juneja, Vice-Chairman  
 Dileep C. Choksi  
 Subramaniam Santhanakrishnan  
 Sankaran Santhanakrishnan (w.e.f Oct 16, 2014)  
 Shilpa Kumar (w.e.f. March 31, 2015)  
 Rohit Salhotra, Managing Director & CEO

Pankaj Jain  
 Chief Financial Officer

Pratap Salian  
 Company Secretary

### Auditors

S.R. Batliboi & Co. LLP  
 Chartered Accountants

### Registered & Corporate Office

ICICI Bank Towers  
 Bandra-Kurla Complex  
 Mumbai – 400 051

## directors' report

### to the members

On behalf of the Board of Directors, it is our pleasure to present the 16<sup>th</sup> Annual Report with the Audited Financial Statement of Accounts of ICICI Home Finance Company Limited ("the Company") for the year ended March 31, 2015.

### BUSINESS REVIEW/STATE OF THE COMPANY'S AFFAIRS

#### MARKET OVERVIEW

The mortgage market continues to grow, especially in Tier III & IV cities, driven by primary consumption. This has led to increased focus by most organized lenders into these markets. Absorption and supply in such markets is balanced leading to stable prices.

Our Company continues to focus on these emerging markets, which provide a reasonable growth opportunity. We will continue to invest and build distribution and organisational capabilities and offer mortgage related products and services in this markets.

#### FINANCIAL HIGHLIGHTS

The financial performance for FY 2015 is summarized in the following table:

	₹ in million	
	FY 2015	FY 2014
Total Income	9,877.3	9,357.2
Profit before tax	2,956.8	3,110.0
Provision for tax	981.1	881.8
Profit after tax	1,975.7	2,228.2

The profit before tax for the year ended March 31, 2015 is ₹ 2,956.8 million (previous year ₹ 3,110.0 million) after general provision on standard assets and provision, write off against non performing asset of ₹ 62.4 million (previous year ₹ 39.4 million), and operating expenses of ₹ 6,941.6 million (previous year ₹ 6,264.3 million), which includes finance charges ₹ 5,743.0 million (previous year ₹ 5,288.3 million).

The profit after tax for the year ended March 31, 2015 is ₹ 1,975.7 million (previous year ₹ 2,228.2 million). The profit available for appropriation is ₹ 2,349.5 million (previous year ₹ 2,596.5 million), after taking into account profit brought forward from previous year of ₹ 373.8 million (previous year ₹ 368.3 million).

#### DIVIDENDS

The Company has paid the interim dividend of 2.75% in the month of June 2014, 2.75% in September 2014, 3.25% in December 2014 and 3.55% in March 2015. The profit appropriations including the interim dividend and proposed final dividend is summarized below:

	₹ in million	
	FY 2015	FY 2014
Special Reserve created and maintained in terms of Section 29 C of National Housing Bank Act, 1987	396.0	446.0
General Reserve	—	112.0
Dividend		
- Preference Shares (including tax)	—	—
- Equity Shares (Interim- including tax)	1,469.0	1,606.9
- Proposed final dividend @ 0.85% on equity share capital (previous year 0.45%) including tax	95.5	57.8
Utilised for DTL creations	373.8	—
Retained Earning	15.2	373.8
<b>Total</b>	<b>2,349.5</b>	<b>2,596.5</b>

#### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company from the end of the financial year 2015 and the date of the report.

#### DISCLOSURES AS PER THE HOUSING FINANCE COMPANIES (NHB) DIRECTIONS, 2010 (AS AMENDED FROM TIME TO TIME)

##### PUBLIC DEPOSITS

As required by National Housing Bank, the details of public deposits unclaimed as at March 31, 2015, are given below :-

- The total number of accounts of public deposit of the housing finance company which have not been claimed by the depositors after the date on which the deposit became due for re-payment : 1,942
- The total amounts due under such accounts remaining unclaimed beyond the dates referred to in clause (i) as aforesaid : ₹ 223.9 million

The Company has sent reminders to the investors and requested them to claim the same. There are no overdue deposits other than unclaimed deposits.

In addition, the Company has raised deposits worth ₹ 1,401.9 million during FY2015. The Company's Fixed Deposits have received the highest credit ratings of "MAAA" by ICRA and "CARE AAA (FD)" by CARE.

#### TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. June 27, 2014) with the Ministry of Corporate Affairs.

The matured deposits with the Company which were unclaimed for more than 7 years from the date of maturity of ₹ 0.3 million have been transferred to IEPF as required by the Companies Act, 2013.

#### DISCLOSURE UNDER HOUSING FINANCE COMPANIES ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS (NHB) DIRECTIONS, 2014

- The total number of non-convertible debentures which have not been claimed by the investors or not paid by the Company after the date on which the non-convertible debentures became due for redemption – Nil
- The total amount in respect of such debentures remaining unclaimed or unpaid beyond the date of such debentures become due for redemption : Nil

#### DETAILS OF DEBENTURE TRUSTEES

As per SEBI circular no. CIR/IMD/DF/18/2013 dated October 29, 2013 (As per amended Debt Listing Agreement), the details of Debenture Trustees are as under :

Name: IDBI Trusteeship Services Limited

Contact details – Asian Building, Ground Floor, 17, R, Kamani Marg, Ballard Estate, and Mumbai-400-001. Tel No. 022-40807008

#### OPERATIONAL REVIEW

We have in the course of the year achieved reasonable traction in retail mortgages and construction finance business. Supported by a strong growth of 73% in retail mortgages business, the loan assets of the Company grew to ₹ 77,074.4 million during the year. The Property Services and Mortgage valuation groups have sustained their growth momentum, contributing 19% of the total operating income of the Company. The Company continues to stay committed and focused on partnering the developers and end consumers at all stages of the Real Estate Value chain.

#### ANNUAL RETURN

An extract of the annual return as required under Section 92 (3) of the Companies Act, 2013 in Form No. MGT-9 is attached as **Annexure 1**.

#### CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

The particulars of contracts or arrangement with related parties pursuant to Section 188 (1) of the Companies Act, 2013 along with the justification entering into the contracts or arrangements is given in **Annexure 2**.

#### DETAILS OF BOARD MEETINGS

During the year, 5 number of Board meetings were held, details of which are given below:

	Number of Board Meetings Held	Number of Board Meetings Attended
Rajiv Sabharwal	5	5
Maninder Juneja	5	4
Rohit Salhotra	5	5
S. Santhanakrishnan	5	5
Dileep Choksi	5	5
CA S. Santhanakrishnan	2*	2
Shilpa Kumar	0*	0

\* Post their appointment

# directors' report



Note: Company had 5 directors till October 15, 2014. The Board has appointed CA S. Santhanakrishnan and Shilpa Kumar as additional directors of the Company effective October 16, 2014 and March 31, 2015 respectively.

S. Santhanakrishnan, Dileep Choksi and CA S. Santhanakrishnan are independent Directors on the Board of the Company. In the opinion of the Board and as confirmed by these Directors, they fulfil the conditions specified in section 149 of the Act and the Rules made thereunder about their status as independent directors of the Company. Independent directors are not liable to retire by rotation and terms of appointment of independent directors will be governed by the provisions of the Companies Act, 2013.

## COMMITTEES OF BOARD

The details of composition of the Committees of the Board of Directors and meetings held are as under:-

### a. Audit and Risk Management Committee

Sl.No.	Name	Chairman/ Members
1	Dileep Choksi	Chairman
2	S. Santhanakrishnan	Member
3	Maninder Juneja	Member

During the year, 4 meetings of the Committee were held on April 21, 2014, July 25, 2014, October 21, 2014 and January 23, 2015.

### b. Nomination & Remuneration Committee

Sl.No.	Name	Chairman/ Members
1	Dileep Choksi	Chairman
2	S. Santhanakrishnan	Member
3	Maninder Juneja	Member

During the year, 2 meetings of the Committee were held on July 25, 2014 and March 31, 2015

### c. Corporate Social Responsibility Committee

Sl.No.	Name	Chairman/ Members
1	Maninder Juneja	Chairman
2	Dileep Choksi	Member
3	S. Santhanakrishnan	Member

During the year, 2 meetings of the Committee were held on October 21, 2014 and January 23, 2015.

### d. Stakeholders Relationship Committee

Sl.No.	Name	Chairman/ Members
1	Maninder Juneja	Chairman
2	CA S. Santhanakrishnan	Member
3	Rohit Salhotra	Member

The Committee was constituted on January 23, 2015 and the Committee had not met during the financial year 2015.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year, pursuant Section 149 and other applicable provisions of the Companies Act, 2013 and Rules thereunder, S. Santhanakrishnan and Dileep Choksi have been appointed as independent directors for a consecutive period of 5 years.

Pursuant Section 161 of the Companies Act, 2013, the Board has appointed CA S. Santhanakrishnan as an additional independent director of the Company effective October 16, 2014. He will hold office up to the date of AGM and being eligible offered himself for re-appointment. Pursuant to Section 149 and applicable provisions of the Companies Act, 2013 the Board has recommended his appointment as an independent director of the Company for consecutive period of 5 years. i.e. up to October 15, 2019.

The Company has received notices along with required deposit under Section 160 of the Companies Act, 2013 from a member, signifying his intention to propose the candidature of CA S. Santhanakrishnan for his appointment as director on the Board at the ensuing AGM.

Pursuant to the powers conferred under article 129 of the articles of association of Company ICICI Bank has nominated Shilpa Kumar as director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of directors in its meeting held on March 31, 2015 has appointed Shilpa Kumar as an additional director of the Company. She will hold office of director up to the ensuing AGM and being eligible she offers herself for re-appointment as director of the Company.

The Company has received notices along with required deposit under Section 160 of the Companies Act, 2013 from a member, signifying his intention to propose the candidature of Shilpa Kumar for her appointment as director on the Board at the ensuing AGM.

Maninder Juneja, Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year, Rohit Salhotra (Managing Director & Chief Executive Officer), Pankaj Jain (Chief Financial Officer) and Pratap Salian (Company Secretary) were appointed as Key Management Personnel.

## APPOINTMENT AND REMUNERATION POLICY FOR DIRECTOR, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Board in its meeting held on March 31, 2015 has adopted criteria for appointment of director. The Board while appointing director considers the areas of expertise as required to be possessed by a director under the Companies Act, 2013 and the due diligence checks to confirm the fit and proper status would be considered while evaluating candidates to fill vacancies caused in the position of wholtime directors. The fundamental core attributes which may be considered for the position of an executive director would be proven

leadership capability, ability to successfully manage diverse stakeholder relationships and ability to devise and drive the business strategy of the Company with focus on productivity and risk management.

The Company while appointing senior management candidate consider proven skills, performance track record, relevant competencies, maturity and experience in handling core functions relevant to his role in an organisation.

The whole-time directors should have sufficient tenure to enable them to deliver on the Company's long term business strategy.

Remuneration for the non-executive/independent directors includes Fee for attending each meeting of Committee/Board or for any other purpose whatsoever as may be approved by the Board from time to time within the limits as provided under Companies Act, 2013.

The entire non- executive/independent director would be entitled to reimbursement of expenses for attending Board/Committee meetings, official visits and participation in various forums on behalf of the Company and any other expenses as may be approved by the Board.

The Company is a 100% subsidiary of ICICI Bank. Currently, all employees of the Company are on deputation from ICICI Bank and the compensation policy of the Bank to the extent applicable would be applicable to the Company.

## BOARD EVALUATION

The Company has adopted framework for annual evaluation of the Board and individual directors as per the provisions of the Companies Act, 2013. In terms of the framework adopted by the Company the Board members would evaluate the performance of the Board and individual directors, excluding the director being evaluated. The separate meeting of independent directors without the attendance of non-independent directors and the management team was held during the year as per the provisions of Schedule IV of the Companies Act, 2013.

## VIGIL MECHANISM

The Company has put in place a Whistleblower Policy ('the Policy') which aims to set up a mechanism that enables employees to report about potentially illegal and/or unacceptable practices. It seeks to enable employees to report such practices without fear of victimisation and reprisal. The Policy aims to administer good governance practices in the Company and to ensure that serious concerns are properly raised and addressed.

The purpose of the Whistleblower Policy is to enable a person who observes an unethical practice (whether or not a violation of law) to approach an Audit Committee without necessarily informing his supervisors and without revealing his identity, if he chooses to do so. The Policy governs reporting and investigation of allegations of suspected improper activities.

Employees of the Company are encouraged to use guidance provided in the Policy for reporting all alleged or suspected improper activities. In all instances, the Company retains the prerogative to determine when circumstances warrant an investigation and, in conformity with the Policy and applicable laws and regulations, the appropriate investigative process is employed.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has partnered ICICI Foundation for Inclusive Growth to support the cause of elementary education, primary health, sustainable livelihood and skill development. The Company has a CSR policy approved by the Board and the CSR budget & activities are overseen by the CSR Committee.

Detailed report on CSR Activities/ Initiatives is enclosed as **Annexure 3**.

## RISK MANAGEMENT:

The Company is exposed to various kinds of risks viz. credit risk, market risk and operational risk arising out of business operations which include mortgage lending, liability management etc. In order to mitigate these risks a broad risk management framework approved by the Board and under the supervision of Audit and Risk Management Committee (ARMC) of the Company is in place, with an objective to ensure that the Company has in place policies and procedures to manage the above mentioned risks. The Board of the Company exercise oversight over the risk management framework applicable to company. The Company ensures that appropriate reporting systems are laid down to facilitate reporting pertaining to key risks to the Board of Directors/ Board Committees /the senior management.

Credit risk is managed and controlled through the existing risk analysis, measurement, monitoring and reporting systems. A detailed credit risk management framework is implemented through various policies, which include core and centralized risk evaluation process of security, rating, lending terms and conditions as appropriate to the borrower and transactions risk profile.

Market risk of the treasury investments of ICICI HFC is governed by the Investment Policy. The Investment Policy has established limits for various risk metrics, which help to control the market risk. It describes investment functions, incorporating various limits approved for investment, in line with regulations of National Housing Bank (NHB) Act, 1987 & Housing Finance Company (HFC) Directions, 2001.

Additionally, Risk Management group also analyses the results of various stress testing scenarios from the perspective of ensuring Company's capital adequacy under any unfavourable / unforeseen market circumstances and ensuring timely actions, wherever required, towards ensuring avoidance of situation that could threaten the financial stability of the Company.

The Operational Risk Management function identifies operational risks in various products as well as processes and monitors the operational losses incurred by the Company. The operations of the Company are periodically subjected to Internal Audit, as per the annual risk based audit plan duly approved by the Audit & Risk Management Committee, to ensure that the business operations of the Company are being undertaken as per the Board approved policies and risk management framework.

# directors' report

The Board is satisfied with the overall risk management framework and regular monitoring of all major risk areas within the Company.

## INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The policies approved by the Board of Directors form the governing framework for Internal Financial Control. Business activities are undertaken within these frameworks which are further detailed in process notes (PAC).

Independent support groups such as Compliance and Policy and Risk have been constituted to facilitate independent evaluation, monitoring and reporting of controls as defined in these Policy and Process notes. Additionally, there is an internal audit function whose scope and authority is defined in the Group Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit and Risk Management Committee (ARMC) of the Board. Risk based audit plan is approved by the ARMC on an annual basis. The Internal Audit function monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Key audit findings and corrective actions thereon are presented to the ARMC of the Board.

These policies and processes, in addition to multiple checks and balances in form of processes followed on ground, Internal Audits and Statutory Audit, forms the cornerstone of ensuring a true and fair view of Company's financial statements & information reporting that is financial in nature.

## STATUTORY AUDITOR

Pursuant to Section 139 of the Companies Act, 2013 and Companies (audit and auditors) Rules 2014 shareholders of the Company at the Annual General Meeting held on June 27, 2014, has appointed M/s. S.R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a period of 3 years subject to ratification of their appointment at every Annual General Meeting. The auditors have indicated their willingness to get their appointments ratified by the members. Accordingly, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

Further, the report of the Statutory Auditors along with notes to schedules is enclosed to this report.

## SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Alwyn Jay & Co, a firm of Practising Company Secretaries has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as Annexure 4 to this report.

## ADDITIONAL INFORMATION

The provisions of Section 134 (3) (m) of the Companies Act, 2013 relating to conservation of energy and technology absorption do not apply to the Company. The Company has, however, used information technology extensively in its operations.

## FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, the total foreign exchange used was ₹ nil (previous year ₹ 1.3 million) and the total foreign exchange earned was ₹ nil (previous year ₹ nil).

## CHANGE OF NATURE OF BUSINESS

There have been no changes in the nature of the business of the Company during the year under review.

## SUBSIDIARIES

The Company does not have any existing subsidiary and no new subsidiaries were formed during the year under review.

## SIGNIFICANT AND MATERIAL ORDERS

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## PERSONNEL

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in Annexure 5 and Annexure 5A.

## DECLARATION

No director of the Company has received commission from the Company including holding and subsidiary Company

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, Directors confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2015 and of the profit and loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## ACKNOWLEDGEMENT

The Directors thank National Housing Bank, other statutory authorities and its bankers and lenders for their continued support to the Company.

The Directors express their gratitude for the support and guidance received from the Company's shareholder, ICICI Bank Limited and other group Companies and also express their warm appreciation to all the employees of the Company for their commendable teamwork, professionalism and contribution during the year.

The directors extend their sincere thanks to the clients of the Company for their continued support.

For and on behalf of the Board  
ICICI Home Finance Company Limited

RAJIV SABHARWAL  
Chairman

Date : Mumbai  
Place : May 28, 2015

Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015 OF  
ICICI HOME FINANCE COMPANY LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN - U65922MH1999PLC120106
- ii) Registration Date – 28/05/1999
- iii) Name of the Company – ICICI Home Finance Company Limited
- iv) Category / Sub-Category of the Company – Company Having Share Capital
- v) Address of the Registered Office and contact details  
ICICI Home Finance Company Limited, Registered office ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400051, India. Tel : 022-4009 3480, 022-4009 3408
- vi) Whether listed Company --Yes
- vii) Name, Address and contact details of Registrar & Transfer Agents (RTA),  
3i infotech Ltd, Tower #5, 3rd to 6 Floor, International infotech Park, Vashi, Navi Mumbai-400703. Tel: 022-6792 8000

**VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**(i) Category-wise Share Holding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
<b>A. Promoters</b>								
<b>(1) Indian</b>								
(a) Individuals/HUF	—	—	—	—	—	—	—	—
(b) Central Govt	—	—	—	—	—	—	—	—
(c) State Govt	—	—	—	—	—	—	—	—
(d) Bodies Corp.*	700	400	1,100	0.00%	700	400	1,100	0.00%
(e) Banks / FI	1,098,748,900	—	1,098,748,900	100.00%	1,098,748,900	—	1,098,748,900	100.00%
(i) Any Other .	—	—	—	—	—	—	—	—
<b>Sub-total (A) (1):-</b>	<b>1,098,749,600</b>	<b>400</b>	<b>1,098,750,000</b>	<b>100.00%</b>	<b>1,098,749,600</b>	<b>400</b>	<b>1,098,750,000</b>	<b>100.00%</b>
<b>(2) Foreign</b>								
(a) NRIs - Individuals	—	—	—	—	—	—	—	—
(b) Other – Individuals	—	—	—	—	—	—	—	—
(c) Bodies Corp.	—	—	—	—	—	—	—	—
(d) Banks / FI	—	—	—	—	—	—	—	—
(e) Any Other....	—	—	—	—	—	—	—	—
<b>Sub-total (A) (2):-</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>B. Public Shareholding</b>								
<b>1. Institutions</b>								
(a) Mutual Funds	—	—	—	—	—	—	—	—
(b) Banks / FI	—	—	—	—	—	—	—	—
(c) Central Govt	—	—	—	—	—	—	—	—
(d) State Govt(s)	—	—	—	—	—	—	—	—
(e) Venture Capital Funds	—	—	—	—	—	—	—	—
(f) Insurance Companies	—	—	—	—	—	—	—	—
(g) FIs	—	—	—	—	—	—	—	—
(h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—
(i) Others (specify)	—	—	—	—	—	—	—	—
<b>Sub-total (B)(1):-</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>2. Non-Institutions</b>								
(a) Bodies Corp.	—	—	—	—	—	—	—	—
(i) Indian	—	—	—	—	—	—	—	—
(ii) Overseas	—	—	—	—	—	—	—	—
(b) Individuals	—	—	—	—	—	—	—	—
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	—	—	—	—	—	—	—	—
(ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	—	—	—	—	—	—	—	—
(c) Others (specify)	—	—	—	—	—	—	—	—
<b>Sub-total (B)(2):-</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>								
<b>Grand Total (A+B+C)</b>	<b>1,098,749,600</b>	<b>400</b>	<b>1,098,750,000</b>	<b>100%</b>	<b>1,098,749,600</b>	<b>400</b>	<b>1,098,750,000</b>	<b>100%</b>

\*Beneficial interest on the above shares are held by the Promoter, ICICI Bank Limited

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main Products/Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1.	Interest income on Loans (Including Retails loan & Corporates loan )	—	87%
2.	Fee Income (Including Mortgage valuation Services , Property Services and processing fees on loan)	—	10%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1.	ICICI Bank Limited	L65190GJ1994 PLC021012	Holding Company	100%	

**(ii) Shareholding of Promoters**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares
1.	ICICI Bank Limited	1,098,748,900	100%	—	1,098,748,900	100%	—

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	1,098,748,900	100%	1,098,748,900	100%
	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the end of the year	1,098,748,900	100%	1,098,748,900	100%

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	ICICI Securities Limited	600	0.00%	600	0.00%
2	ICICI Lombard General Insurance Company Limited	100	0.00%	100	0.00%
3	ICICI Investment Management Company Limited	100	0.00%	100	0.00%
4	ICICI Trusteeship Services Limited	100	0.00%	100	0.00%
5	ICICI Venture Funds Management Company Limited	100	0.00%	100	0.00%
6	ICICI Securities Primary Dealership Limited	100	0.00%	100	0.00%

\*Beneficial interest on the above shares are held by the Promoter, ICICI Bank Limited

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	—	—	—	—
	Date wise increase / decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the end of the year	—	—	—	—

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In millions)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	8,800.0	40,565.7	3,616.5	52,982.2
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	248.0	565.6	499.9	1,313.5
<b>Total (i+ii+iii)</b>	<b>9,048.0</b>	<b>41,131.3</b>	<b>4,116.4</b>	<b>54,295.7</b>
Change in Indebtedness during the financial year				
• Addition	9,955.0	25,800.0	1,958.0	37,713.0
• Reduction	—	(25,142.4)	(2,733.4)	(27,875.7)
<b>Net Change</b>	<b>9,955.0</b>	<b>657.6</b>	<b>(775.4)</b>	<b>9,837.3</b>
Indebtedness at the end of the financial year				
i) Principal Amount	18,755.0	41,223.4	2,841.1	62,819.5
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	536.6	516.4	341.4	1,394.4
<b>Total (i+ii+iii)</b>	<b>19,291.6</b>	<b>41,739.8</b>	<b>3,182.5</b>	<b>64,213.9</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No	Particulars of Remuneration	Name MD/WTD/Manager		Total Amount
		Rohit Salhotra		
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 :			
	(i) Salary and Allowances for Fiscal 15 *	6,312,420	1,831,680	6,312,420
	(ii) Bonus Paid in Fiscal 15	—	—	1,831,680
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 :	398,005	—	398,005
	(c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961 :	—	—	—
2.	Perquisite on Employee Stock Option exercised in Fiscal 2015 , w.r.t Options granted upto 10 years prior to date of exercise	—	422,872	422,872
3.	Sweat Equity	—	—	—
4.	Commission - as % of profit - others, specify...	—	—	—
5.	Others ( HRA)	—	1,663,800	1,663,800
	Total (1a(i) + a(ii) + b) + (5)	—	10,205,905	10,205,905
	Total Remuneration paid in Fiscal 15 (excludes Perquisites on Stock Options exercised in Fiscal 15 as mentioned in (2))	—	10,205,905	10,205,905
	Ceiling as per the Act	—	—	—

\* Please note that Salary and Allowances is net of HRA exemption claimed under Sec.10(13A) of Income Tax Act, 1961, which is reported under the head 'others'.

**B. Remuneration to other directors:**

(₹ In millions)

Particulars of Remuneration	Name of Directors						Total Amount
	Sankaran Santhanakrishnan	Dileep Choksi	Subramaniam Santhanakrishnan	Maninder Singh	Rajiv Sabharwal	Shilpa Kumar	
1. Independent Directors							
• Fee for attending board / Committee meetings	0.2	0.7	0.7	—	—	—	1.6
• Commission	—	—	—	—	—	—	—
• Others, please specify	—	—	—	—	—	—	—
<b>Total (1)</b>	<b>0.2</b>	<b>0.7</b>	<b>0.7</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1.6</b>
Other Non-Executive Directors							
• Fee for attending board / committee meetings	—	—	—	—	—	—	—
• Commission	—	—	—	—	—	—	—
• Others, please specify	—	—	—	—	—	—	—
<b>Total (2)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Total (B)=(1+2)</b>	<b>0.2</b>	<b>0.7</b>	<b>0.7</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1.6</b>
<b>Total Managerial Remuneration</b>	<b>0.2</b>	<b>0.7</b>	<b>0.7</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>1.6</b>
Overall Ceiling as per the Act							

**C. Remuneration to Key Managerial Personnel Other than MD/ Manager/ WTD:**

Sl. No.	Key Managerial Personal		
	Pankaj Jain (CFO)	Pratap Salian (CS)	Total
1. Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 :			
(i) Salary and Allowances for Fiscal 15	4,281,783	1,478,698	5,760,481
(ii) Bonus Paid in Fiscal 15	1,393,920	172,242	1,566,162
(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 :	557,556	31,752	589,308
(c) Profits in lieu of salary under section 17(3) of the income tax Act, 1961 :	—	—	—
2. Perquisite on Employee Stock Option exercised in Fiscal 2015, w.r.t Options granted upto 10 years prior to date of exercise	3,358,010	—	3,358,010
3. Sweat Equity	—	—	—
4. Commission - as % of profit - others, specify...	—	—	—
5. Others ( HRA & LTA )	868,472	91,486	959,958
<b>Total (1a(i) + a(ii) + b) + (5)</b>	<b>7,101,731</b>	<b>1,774,178</b>	<b>8,875,909</b>
Total Remuneration paid in Fiscal 15 (excludes Perquisites on Stock Options exercised in Fiscal 15 as mentioned in (2))			

\* Please note that Salary and Allowances is net of HRA and LTA exemption claimed under Sec.10(13A) and Sec. 10(5) of Income Tax Act, 1961 respectively, which is reported under the head 'others'.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding Fees Imposed	Authority [RD/ NCLT/COURT]	Appeal Made, if Any (Give Details)
<b>A. COMPANY</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>B. DIRECTORS</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

**Related party transactions**

The details of material related party transactions at arm's length principles for the year ended March 31, 2015 on an aggregate basis is given below:

Sr. No.	Nature of Contracts/ Transactions	Name of the Related Party	Nature of Relationship	Duration of Contracts	Salient terms of Contracts/ Transactions	₹ in million
1	Income towards service provider arrangements	ICICI Bank Limited	Holding Company	20 years	Verification and valuation services of the borrowers' properties	613.5
2	Interest expenses	ICICI Bank Limited	Holding Company	—	Interest on borrowings availed at applicable rates	942.5

Sd/  
ROHIT SALHOTRA  
Managing Director & CEO

**REPORT ON CSR ACTIVITIES/ INITIATIVES**
**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs**

Corporate Social Responsibility (CSR) has been a long-standing commitment at ICICI Home Finance Company Ltd. The Company contribution to social sector development includes several pioneering interventions and is implemented through the involvement of stakeholders within the Company and through the broader community. As per the CSR Policy, CSR activities could be undertaken by the Company directly or through ICICI Foundation or through any other entity. Over the last few years ICICI Foundation has developed significant projects in specific areas, and has built capabilities for direct project implementation as opposed to extending financial support to other organisations.

The CSR Policy of the Company sets the framework guiding the Companies CSR activities. It outlines the governance structure, operating framework, monitoring mechanism, and CSR activities that would be undertaken. The CSR committee is the governing body that articulates the scope of CSR activities and ensures compliance with the CSR policy. The Company CSR activities are largely focused in the areas of education, health, skill development and financial inclusion and other activities as the Company may choose to select in fulfilling its CSR objectives.

The CSR policy was approved by the Committee in October 2014, and subsequently was put up on the Company website. Web-link to the Company CSR policy:

[http://www.icicifhc.com/pdf/CSR\\_policy\\_hfc.pdf](http://www.icicifhc.com/pdf/CSR_policy_hfc.pdf)

**2. The Composition of the CSR Committee**

The Companies CSR Committee comprises two independent directors, and the vice chairman of the Company, and is chaired by a non executive director. The composition of the Committee is set out below:

Sl. No.	Name	Chairman/ Members
1	Maninder Juneja	Chairman
2	Dileep Choksi	Member
3	S. Santhanakrishnan	Member

The functions of the Committee include: review of CSR initiatives undertaken by the Company; formulation and recommendation to the Board of a CSR Policy indicating the activities to be undertaken by the Company and recommendation of the amount of the expenditure to be incurred on such activities; reviewing and recommending the annual CSR plan to the Board; making recommendations to the Board with respect to the CSR initiatives, policies and practices of the Company; monitoring the CSR activities, implementation of and compliance with the CSR Policy; and reviewing and implementing, if required, any other matter related to CSR initiatives as recommended/suggested.

**3. Average net profit of the Company for last three financial years**

The average net profit of the Company for the last three financial years calculated as specified by the Companies Act 2013 was ₹ 3,223.4 million.

**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)**

The average net profit of the Company for the last three financial years calculated as specified by the Companies Act 2013 was ₹ 64.5 million.

**5. Details of CSR spent during the financial year**

- Total amount to be spent for the financial year;  
Total amount spent towards CSR during FY2015 was ₹ 64.5 million.
- Amount unspent, if any;  
Amount unspent was ₹ nil.
- Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sr. No	CSR Project/	Sector in which the Project is Covered	Projects/Programmes 1.Local area/others- 2.Specify the state /district (Name of the District/s, State/s where Project/ Programme was Undertaken	Amount Outlay (Budget) Project/ Programme wise	Amount Spent on the Project/ Programme Sub-heads: 1.Direct Expenditure on Project/Programme, 2.Overheads:	Cumulative Spend upto to the Reporting Period	Amount Spent: Direct/ Through Implementing Agency
1.	Activity Identified Projects of ICICI Foundation for Inclusive Growth	Skill development & sustainable livelihoods; elementary education & healthcare	<ul style="list-style-type: none"> <li>Ten fully operational skill development centers opened. Centers located in Jaipur, Kolhapur, Coimbatore, Patna, Hyderabad, Chennai, Bangalore, Pune, Guwahati and Durg.</li> <li>Elementary education projects in Rajasthan and Chhattisgarh.</li> <li>Healthcare programmes in Puri (Odisha), Mehsana (Gujarat), Baran (Rajasthan) and Pune (Maharashtra).</li> </ul>	₹ 64.5 millions	₹ 64.5 millions	₹ 64.5 millions	Amount spent through ICICI Foundation for Inclusive Growth. The Foundation was set up in 2008 to focus on activities in the area of CSR.

**6. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities is in compliance with CSR objectives and the CSR Policy of the Company.

Sd/-  
Rohit Salhotra  
Managing Director & CEO

Sd/  
Maninder Juneja  
CSR Committee Chairman



**FORM NO. MR.3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
ICICI Home Finance Company Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the ICICI Home Finance Company Limited (hereinafter called "the Company").

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct and statutory compliance to express our opinion thereon. Based on our verification of the Company's statutory books, legal papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder, and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed, and other records maintained, by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') including their amendments:-
  - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client).

- (vi) National Housing Bank Act, 1987; and
  - (vii) Directions, guidelines, circulars and notifications issued by the National Housing Bank.
- We have also examined compliance of the following to the extent applicable:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange, with respect to the Company's listing of Non-Convertible Debentures; and
- (iii) General legal regulations including labour law, as applicable to the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards mentioned above, subject to the following observations:

- There are litigations pending against the Company, outcome of which is not material given the nature of the litigation and the business of the Company; and
- The National Housing Bank has made observations in its annual inspection report, pertaining procedure followed by the Company. The Company has been adequately addressing the observations made by the National Housing Bank.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The Board decisions are recorded without recording any dissent by any member of the Board, and based on the Minutes there is no reason to believe that the Board resolutions were dissented upon by any Board member(s).

We further report that there are adequate systems and processes in the Company commensurate with its size and operations to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has

- (i) Amended its Memorandum of Association to comply with the NHB directions;
- (ii) Obtained shareholders' approval for increasing of the borrowing powers; and
- (iii) Issued 19,910 Non-Convertible Debentures of INR 995,50,00,000/- on private placement basis.

Place: Mumbai  
Date: 21 April, 2015

ALWYN JAY & CO.,  
Company Secretaries

Office Address:  
Annex-103, Dimple Arcade  
Asha Nagar, Kandivli East  
Mumbai-400101.

(Ronald D'Mello; FCS 3818)  
Partner  
Certificate of Practice No.:14353



Statement of Particulars of employees pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Name	Designation / Nature of Duties	Gross Remuneration (Without ESOP) Received [ ₹ ]	Qualification	Experience in years	Age in years	Date of Commencement of Employment	Last Employment held
1	2	3	4	5	6	7	8	9
1	Rohit Salhotra	MD/CEO	11,262,339	PGDM, BE	26	49	November 21, 2006	ICICI Bank
2	Pankaj Jain	CFO	8,025,582	BTECH, MMS	20	44	October 03, 2000	ICICI Bank
3	Sunir Ramchandani	JGM	7,949,822	BE,MBA	17	40	June 18, 2001	ICICI Bank

Notes:

- All appointments are / were non-contractual.
- Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund. Remuneration on Cash basis.
- None of the above employees is related to any Director of the Company.

**Annexure 5 A**

The ratio of the remuneration of each director to the median employee's remuneration and such other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;  
The ratio of remuneration of the MD & CEO to the median remuneration of employees is around 17:1.
- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;  
The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary ranges from 7% to 9%.
- The percentage increase in the median remuneration of employees in the financial year;  
The median remuneration of employees in the financial year has not increased.
- The number of permanent employees on the rolls of Company;  
The number of employees on permanent rolls of the Company is 527.
- The explanation on the relationship between average increase in remuneration and Company performance;

The Company follows prudent remuneration practices and its approach to remuneration is intended to drive meritocracy within the framework of prudent risk management. Remuneration is linked to corporate performance, business performance and individual performance.

The Company has a judicious and prudent approach to compensation and does not use compensation as the sole lever to attract and retain employees. Employee compensation takes into account a mix of external market pay and internal equity. The total compensation is a prudent mix of fixed pay and variable pay. The proportion of variable pay to total compensation is higher at senior levels and lower at junior levels.

The increase in remuneration is a function of factors outlined above. The performance of the Company has bearing on the quantum of variable pay declared for employees across levels.

- Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company;

For the FY2015, the KMPs were paid around 0.88% of the Profit After Tax.

- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average percentage increase made in the salaries of total employees other than the Key Managerial Personnel for FY2015 is around 10%, while the average increase in the remuneration of the Key Managerial Personnel is in the range of 7% to 9%. This increment is in line with the factors outlined in point (v) above.

- Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company;

The ratio of the remuneration of each KMP to the PAT of the Company is given below:

MD & CEO	0.47%
Chief Financial Officer	0.33%
Company Secretary	0.09 %

- The key parameters for any variable component of remuneration availed by the directors;

The Company's compensation policy and practices are similar to that of ICICI Bank, its parent Company. The KPIs of the MD & CEO are fixed at the start of the year. These KPIs, in addition to financial parameters, include non-financial parameters. At the end of financial year, the performance of the Company as well as performance of the MD & CEO based on his KPI (including those pertaining to compliance and risk) is evaluated, along with the performance of the Company. The variable portion of the compensation is decided based on the performance of both the Company and the Bank, as well as the individual performance of the MD & CEO.

- The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;

Not applicable

- Affirmation that the remuneration is as per the remuneration policy of the Company.

Yes

# independent auditor's report



to the members of ICICI Home Finance Company Limited

## REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of ICICI Home Finance Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting

principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, its profit and its cash flows for the year ended on that date.

## EMPHASIS OF MATTER

We draw attention to Note 4(b) to the financial statements which, describes the accounting treatment relating to creation of Deferred Tax Liability on Special Reserve created as per Section 29C of NHB Act, 1987 and claimed as deduction under section 36(1) (viii) of the Income Tax Act, 1961 as at 31st March 2014, pursuant to NHB circular NHB (ND)/DRS/Pol. Circular No. 62/2014 dated May 27, 2014.

Our opinion is not qualified in respect of this matter.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 (2) of the Act;
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 32 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & CO. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E

Place of Signature: Mumbai  
Date: April 21, 2015

per Viren H. Mehta  
Partner  
Membership Number: 48749

# annexure to the auditor's report

## Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Company and hence not commented upon.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii) (a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for rendering of services. The activities of the Company do not involve purchase of inventory and the sale of goods. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) In respect of deposits accepted from public, in the opinion of the management of the Company, since the Company is a housing finance company, directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed there under, are not applicable to the Company. Further, in our opinion and according to the information and explanations given to us, provisions of The Housing Finance Companies (NHB) Directions, 2010, have been complied with. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the services of the Company.
- (vii) (a) Undisputed statutory dues including provident fund, investor education and protection fund, income-tax, wealth-tax, sales tax, professional tax, value added tax, labour welfare fund, employees' state insurance, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there have been delays in a few cases pertaining to, service tax and tax deducted at source which are not serious in nature. As informed, provisions of custom duty and excise duty are currently not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, professional tax, value added tax, labour welfare fund, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. As informed, provisions of, custom duty and excise duty are currently not applicable to the Company.

- (c) According to the records of the Company, amounts of income-tax and service tax dues disputed by the Company, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax demands raised against the Company	62,201,098	FY 2004-05	Bombay High Court/ Assistant Commissioner of Income Tax, Mumbai
		34,458,417	FY 2006-07	Assistant Commissioner of Income Tax, Mumbai/ Commissioner of Income Tax Appeals Mumbai
		27,442,423	FY 2007-08	Assistant Commissioner of Income Tax, Mumbai
		76,150,948	FY 2008-09	Income Tax Appellate Tribunal, Mumbai
		114,806,650	FY 2010-11	Commissioner of Income Tax Appeals
		208,158,725	FY 2011-12	Assistant Commissioner of Income Tax, Mumbai
Finance Act 1994	Service tax demand raised against the Company	715,590	FY 2006-07 to 2009-10	Commissioner of Central Excise (Appeals), Mumbai

- (d) According to the information and explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xii) We have been informed that during the year under audit few borrowers of the Company have made fraudulent representations at the time of borrowing and consequently such loans amounting to Rs. 5,100,391 have become doubtful of recovery and the same have been fully provided for by the Company.

For S.R. Batliboi & CO. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E

Place of Signature: Mumbai  
Date: April 21, 2015

per Viren H. Mehta  
Partner  
Membership Number: 48749

# balance sheet

# profit and loss account

as on March 31, 2015

for the year ended March 31, 2015

Particulars	Note	₹ in millions		Particulars	Note	₹ in millions	
		March 31, 2015	March 31, 2014			March 31, 2015	March 31, 2014
<b>I EQUITY AND LIABILITIES</b>				<b>I Revenue from operations</b>	19	9,841.4	9,230.3
<b>(1) Shareholders' funds:</b>				<b>II Other income</b>	20	35.9	126.9
(a) Share capital	3	10,987.5	10,987.5	<b>III Total revenue(I+II)</b>		9,877.3	9,357.2
(b) Reserves and surplus	4	3,929.1	4,221.8	<b>IV Expenses:</b>			
		14,916.6	15,209.3	Finance cost	21	5,743.0	5,288.3
<b>(2) Non-current liabilities</b>				Employee benefit expense	22	387.6	347.5
(a) Long term borrowings	5	39,707.3	39,956.3	Depreciation and amortization expense	11	22.4	18.5
(b) Deferred tax liabilities (Net)	13	262.8	—	Establishment and other expenses	23	726.2	570.6
(c) Other long term liabilities	6	51.9	180.6	Provision / write offs (Net)	24	62.4	39.4
(d) Long term provisions	7	1,509.4	1,471.1	Less : Expenses recovered	23	21.1	17.1
		41,531.4	41,608.0			6,920.5	6,247.2
<b>(3) Current liabilities</b>				<b>V Profit before exceptional and extraordinary items and Tax(III-IV)</b>		2,956.8	3,110.0
(a) Short term borrowings	8	7,783.2	4,645.0	<b>VI Exceptional items</b>		—	—
(b) Trade payables	9	192.2	237.1	<b>VII Profit before extraordinary items and tax(V-VI)</b>		2,956.8	3,110.0
(c) Other current liabilities	10	18,299.3	10,339.9	<b>VIII Extraordinary items</b>		—	—
(d) Short term provisions	7	268.6	536.1	<b>IX Profit before tax(VII-VIII)</b>		2,956.8	3,110.0
		26,543.3	15,758.1	<b>X Tax expense:</b>			
		82,991.3	72,575.4	Current tax		911.0	920.0
<b>II ASSETS</b>				Provision for tax of earlier years (Net)		—	—
<b>(1) Non-current assets</b>				Deferred tax		70.1	(38.2)
(a) Fixed assets	11			<b>XI Profit for the year from continuing operations (IX-X)</b>		1,975.7	2,228.2
(i) Tangible assets		583.5	589.7	<b>XII Earnings per equity share:</b>	25		
(ii) Intangible assets		2.4	3.0	(1) Basic (₹)		1.80	2.03
(iii) Capital work in progress		11.0	12.8	(2) Diluted (₹)		1.80	2.03
		596.9	605.5	<b>Summary of significant accounting policies</b>	2.1		
(b) Non-current investments	12	1,984.3	2,108.0	The accompanying notes are an integral part of the financial statements			
(c) Deferred tax asset (Net)	13	—	511.1				
(d) Long term loans and advances	14	68,896.6	59,687.2				
(e) Other non-current assets	16	200.0	5.9				
		71,080.9	62,312.2				
<b>(2) Current assets</b>							
(a) Current investments	18	—	—				
(b) Trade receivables	15	103.0	100.7				
(c) Cash and bank balances	17	2,052.6	1,943.7				
(d) Short term loans & advances	14	8,562.1	7,081.6				
(e) Other current assets	16	595.8	531.7				
		11,313.5	9,657.7				
		82,991.3	72,575.4				
<b>Summary of significant accounting policies</b>	2.1						
<b>The accompanying notes are an integral part of the financial statements</b>							

As per our report of even date

For S. R. BATLIBOI & CO. LLP  
Firm Registration No.: 301003E  
Chartered Accountants

per VIREN H MEHTA  
Partner  
Membership No.: 48749

Place: Mumbai  
Dated: April 21, 2015

For and on behalf of the Board

RAJIV SABHARWAL  
Chairman

MANINDER JUNEJA  
Vice Chairman

PRATAP SALIAN  
Company Secretary

ROHIT SALHOTRA  
Managing Director & CEO

PANKAJ JAIN  
Chief Financial Officer

# cash flow statement

for the year ended March 31, 2015

Particulars	March 31, 2015	(₹ in millions) March 31, 2014
<b>A Cash flow from operating activities :</b>		
Profit before taxation and exceptional items	2,956.8	3,110.0
Adjustments for:		
Depreciation / amortisation (net of write back)	22.4	18.5
Amortisation of premium on investments	4.2	7.7
Provision for gratuity and other staff benefits	(3.4)	2.1
Provision / ( write back ) against standard assets	53.2	(52.8)
Loss on sale of fixed assets/written off	0.3	2.8
Provision for contingencies and others	9.2	92.2
Profit on sale of long term investments	(7.4)	(7.3)
Interest received	(168.3)	(158.5)
Dividend income	(83.2)	(209.6)
Gain on sale of Current investments	(36.0)	(8.1)
Operating profit before working capital changes	<u>2,747.8</u>	<u>2,797.0</u>
Adjustments for increase or decrease in :		
Trade receivables	(2.4)	42.1
Other receivables	(61.0)	110.8
Trade payables	(44.9)	54.2
Other liabilities	(43.5)	(333.8)
Provisions	(19.4)	(13.3)
Loans given (net movement)	(10,598.4)	(1,322.4)
<b>Cash generated from Operations</b>	<u>(8,021.8)</u>	<u>1,334.6</u>
Income taxes paid	(999.5)	(615.0)
<b>Net cash from operating activities - A</b>	<u>(9,021.3)</u>	<u>719.6</u>
<b>B Cash Flow from investing activities :</b>		
Purchase of fixed assets (including capital work in progress)	(14.1)	(18.0)
Purchase of investments	(915.0)	(83.4)
Proceeds from sale of investment	1,034.6	1,036.7
Profit on sale of GOI securities	7.4	7.3
Net proceeds from sale of mutual fund units	36.0	8.1
Dividend income	83.2	209.6
Interest received	168.3	158.5
Fixed deposits placed with the banks	-	(500.0)
<b>Net cash from investing activities - B</b>	<u>400.4</u>	<u>818.8</u>
<b>C Cash flow from financing activities :</b>		
Dividend and dividend tax paid	(1,833.4)	(1,330.5)
Proceeds from borrowings (Net)	10,763.4	(102.4)
<b>Net cash used in financing activities - C</b>	<u>8,930.0</u>	<u>(1,432.9)</u>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<u>309.1</u>	<u>105.5</u>
<b>Cash and cash equivalents as at beginning</b>	<u>1,363.7</u>	<u>1,258.2</u>
<b>Cash and Cash equivalents as at end</b>	<u>1,672.8</u>	<u>1,363.7</u>
Notes :		
1. Cash and cash equivalents consists of :		
A. Bank balances		
1) Current accounts( including bank deposits with original maturity less than 3 months)	75.4	212.0
2) Book overdraft	(10.4)	(76.5)
B. Investments in mutual fund units	1,107.8	728.2
C. Investments receivable	500.0	500.0
	<u>1,672.8</u>	<u>1,363.7</u>
2. The above cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on " Cash Flow Statements " issued by the Institute of Chartered Accountants of India.		

As per our report of even date

For S. R. BATLIBOI & CO. LLP  
Firm Registration No.: 301003E  
Chartered Accountants

per VIREN H MEHTA  
Partner  
Membership No.:48749

Place: Mumbai  
Dated: April 21, 2015

For and on behalf of the Board

RAJIV SABHARWAL  
Chairman

MANINDER JUNEJA  
Vice Chairman

PRATAP SALIAN  
Company Secretary

ROHIT SALHOTRA  
Managing Director & CEO

PANKAJ JAIN  
Chief Financial Officer

**NOTES FORMING PART OF ACCOUNTS AND SIGNIFICANT ACCOUNTING POLICIES**

**1. Corporate Information**

ICICI Home Finance Company Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in providing financial assistance for specified interest & maturity to person/ persons for the purpose to acquire, construct, erect, improve, extend, alter, repair, renovate, develop any house, flats or buildings or any form of real estate or any part or portion thereof. The Company is also providing financial assistance to any person for specified purpose against the security of any immovable property. The Company is also engaged in providing advisory, consultancy, broking in property service, sourcing and servicing home loans.

**2. Basis of Preparation**

The financial statements of the Company have been prepared to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 and other accounting principles generally accepted in India. The financial statements have been prepared on an accrual basis under the historical cost convention. The accounting policies applied by the Company are consistent with those used in the previous year.

**2.1 Significant Accounting Policies**

**a) Presentation and disclosure of Financial Statement**

The Company prepare its financial statements as per Schedule III under the Companies Act 2013 applicable for preparation and presentation of financial statements. The term 'Operating cycle' is defined as the time between the acquisition of assets for processing and their realization in cash or cash equivalents. In the Company, normal operating cycle cannot be identified hence it is assumed to have duration of 12 months as per Schedule III notified under Companies Act 2013.

**b) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**c) Revenue Recognition**

**Income from loan**

Repayment of Housing Loans is by way of Equated Monthly Installments (EMI) comprising of principal and interest. Interest income on EMI/Pre-EMI cases on housing loan is accounted for on accrual basis as per NHB guidelines. Loan origination income i.e. processing fees and other charges collected upfront, are recognised on origination of the loan. Interest on non-performing assets and charges for delayed payments and additional interest income on delayed EMI/Pre-EMI and cheque bouncing, if any, which are accounted for on receipt basis as per the guidelines issued by the NHB.

**Income from Investment**

Interest on Govt Securities and Bank deposit are recognised on accrual basis. Dividend is accounted on an accrual basis when the right to receive the dividend is established.

**Fees Income**

Property Service Fees are recognised to the extent of invoice raised on the customer and when right to receive payment is established.

**d) Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and net realisable value, category-wise.

Long-term investments are carried at their acquisition cost or at amortised cost, if acquired at a premium over the face value. Any premium over the face value of the securities acquired is amortised over the remaining period to maturity on a constant yield basis. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

**e) Provisions / write-offs on Loans and Other Credit Facilities**

i) Loans and other credit facilities are classified as per the National Housing Bank (NHB) guidelines, into performing and non-performing assets. Further non-performing assets are classified into sub-standard, doubtful and loss assets and provision made based on criteria stipulated by NHB guidelines. Additional provisions are made against specific non-performing assets over and above stated in NHB guidelines, if in the opinion of the management, increased provisions are necessary.

ii) The Company maintains general provisions to cover potential credit losses, which are inherent in any loan portfolio but not identified in accordance with NHB Guidelines. For standard assets, additional general provisions are determined having regard to overall portfolio quality, asset growth, economic conditions and other risk factors.

**f) Fixed Assets**

Tangible Fixed assets and Intangible assets are stated at cost, less accumulated depreciation, amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Gains or losses arising from derecognition of an fixed asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

**g) Depreciation and Amortisation**

Depreciation and amortisation on assets is charged on Straight Line Method based on economic useful life as limits specified in Part 'C' to Schedule II of the Companies Act, 2013. During the financial year 2015 Company has aligned the depreciation rate as per Company Act, 2013. Impact of such changes is not material and adjusted against the Profit & Loss Account.

Particular	Useful life as per Schedule II	Depreciation rate
Office Buildings on Freehold Land	60 Years	1.67%
Improvements to Leasehold Property	3 Years	33.33%
Furniture and Fixtures	10 Years	10%
Office Equipments	5 Years	20%
Computers	3 Years	33.33%
Software	4 Years	25%
Capital WIP	Nil	Nil

Items costing upto ₹ 5,000/- are depreciated fully over the period of 12 months from the date of purchase.

**h) Retirement and Other Employee Benefits**

i) The Company is statutorily required to maintain a provident fund as a part of retirement benefits to its employees. Each employee contributes a certain percentage of his or her basic salary and the Company contributes an equal amount for eligible employees. The Company makes contribution as required by The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 to Employees' Pension Scheme administered by the Regional Provident Fund Commissioner. The Company makes balance contributions to a fund administered by trustees. The funds are invested according to the rules prescribed by the Government of India.

ii) Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method made at the end of each quarter end. Current and Non-Current obligation have been bifurcated as per actuarial valuation.

iii) The Company provides for leave encashment benefits, which is a defined benefit obligation, based on actuarial valuation conducted by an independent actuary. Current and Non-Current obligation have been bifurcated as per actuarial valuation.

iv) Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long term employee benefit for measurement purposes.

v) Actuarial gains/losses are immediately taken to Profit and Loss account and are not deferred.

**i) Income Tax**

Tax expense comprises of current and deferred tax. Current income tax is measured at the expected amount to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax liability is recognized for all taxable timing difference and Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

**j) Transfer and Servicing of Financial Assets**

The Company transfers loans to bankruptcy remote Special Purpose Vehicles through securitisation transactions. The transferred loans are derecognised from the books of the Company and gains / losses are recorded, only if the Company surrenders the rights to benefits specified in the loan contract. Credit provisions and servicing obligations are debited separately to the Profit and Loss account. Retained beneficial interest in the loan is measured by allocating the carrying values of the loans between the assets sold and retained interest, based on the relative fair value measured at the date of securitisation. The carrying value of the retained beneficial interest is estimated at each reporting period end based on the forecasted cash flows from the assets securitised after adjusting for projected delinquencies, prepayments, etc. The resultant gains/ losses, if any are recorded in to the Profit and Loss account.



### k) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares). For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### l) Accounting for Swaps

The Company enters into derivative contracts such as interest rate swaps to hedge balance sheet assets and liabilities. The impact of such derivative instruments are correlated with the movements of the underlying assets and liabilities and accounted pursuant to the principles of hedge accounting whereby interest differential received/paid is adjusted from/to interest expenses. The related amount receivable from and payable to the swap counter parties is included in the Other Assets or Other Liabilities in the Balance Sheet.

### m) Impairment

i) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

ii) After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

### n) Provisions and Contingencies

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or nonoccurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements. Contingent assets are neither recognized nor disclosed.

### o) Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating leases. Operating lease payments are recognised as an expense in the Profit and Loss account on a straight-line basis over the lease term.

### p) Cash and Cash equivalents

Cash comprises cash on hand and demand deposits with bank. Cash equivalents includes liquid investments in mutual fund units of short term debt instruments that are readily convertible into cash at its NAV and subject to an insignificant risk of changes in value.

### q) Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss Account.

The difference between the discounted amount mobilized and redemption value of Commercial Papers/ Zero Coupon Bond/ NCD is apportioned on time basis over the life of instrument and charged as interest expense in the Statement of Profit and Loss Account.

## 3. Share Capital

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>Authorised shares</b>		
2,385,000,000 Equity shares of ₹ 10 each (March 2014 - 2,385,000,000)	23,850.0	23,850.0
15,000,000 Preference shares of ₹ 10 each (March 2014 - 15,000,000)	150.0	150.0
<b>Total authorized shares</b>	<b>24,000.0</b>	<b>24,000.0</b>
<b>Issued, subscribed and paid up shares</b>		
1,098,750,000 Equity shares of ₹ 10 each fully paid up (March 2014 - 1,098,750,000)	10,987.5	10,987.5
<b>Total Issued, subscribed and paid up shares</b>	<b>10,987.5</b>	<b>10,987.5</b>

(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year.

## Equity Shares

Particulars	As at March 31, 2015		As at March 31, 2014	
	No.	(₹ millions)	No.	(₹ millions)
At the beginning of the year	1,098,750,000	10,987.5	1,098,750,000	10,987.5
Issued during the period	—	—	—	—
Outstanding at the end of the year	1,098,750,000	10,987.5	1,098,750,000	10,987.5

### Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the period ended March 31, 2015, the amount of per share dividend (including proposed final dividend) recognized as distribution to equity shareholder is ₹1.315 (March 31, 2014 - ₹1.295)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### Preference Shares

Particulars	As at March 31, 2015		As at March 31, 2014	
	No.	(₹ millions)	No.	(₹ millions)
At the beginning of the year	—	—	—	—
Issued during the period	—	—	—	—
Outstanding at the end of the year	—	—	—	—

### (ii) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2015			As at March 31, 2014		
	No.	(₹ millions)	% holding in the class	No.	(₹ millions)	% holding in the class
Equity shares of ₹10 each fully paid						
ICICI Bank Limited (Holding Company & its nominees)	1,098,750,000	10,987.5	100.0%	1,098,750,000	10,987.5	100.0%

## 4. Reserves and surplus

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>(i) General reserve</b>		
As per last balance sheet	579.4	467.4
Add : Transferred from statement of profit and loss	—	112.0
Less : Utilised for DTL creation (Refer note (b) below)	(330.1)	—
Closing balance	249.3	579.4
<b>(ii) Statutory Reserve (As per Section 29C of National Housing Bank Act, 1987) (refer note (a) below)</b>		
Opening Balance	3,268.6	2,822.6
Additional during the year	396.0	446.0
Appropriation during the year	—	—
Closing balance	3,664.6	3,268.6
<b>(iii) Surplus in the statement of profit and loss</b>		
Opening balance	373.8	368.3
Add : Net profit for the year	1,975.7	2,228.2
Less : Proposed dividend (₹0.085 per equity share, March 2014 - ₹0.045 per equity share) (including dividend distribution tax ₹ 16.2 million, March 2014 - ₹ 8.4 million)	(95.5)	(57.8)
Less : Interim dividend including dividend distribution tax	(1,469.0)	(1,606.9)
Less : Transfer to statutory reserve	(396.0)	(446.0)
Less : Transfer to general reserve	—	(112.0)
Less : Utilised for DTL creation (Refer note (b) below)	(373.8)	—
Closing balance	15.2	373.8
<b>Total Reserves &amp; Surplus</b>	<b>3,929.1</b>	<b>4,221.8</b>



(a) Details of Statutory Reserves

Particulars	(₹ in millions)	
	As at March 31, 2015	As at March 31, 2014
<b>Balance at the beginning of the year</b>		
a) Statutory Reserve u/s 29C of National Housing Bank, Act 1987	3,268.6	2,822.6
b) Amount of special reserve u/s 36(1) (viii) of Income Tax Act, 1961 taken into account for the purpose of statutory Reserve under section 29C of the NHB Act, 1987	—	—
<b>c) Total</b>	<b>3,268.6</b>	<b>2,822.6</b>
<b>Addition / Appropriation / Withdrawal during the year</b>		
Add: a) Amount transferred u/s 29C of the NHB Act, 1987	396.0	446.0
b) Amount of special reserve u/s 36(1)(viii) of Income Tax Act, 1961 taken into account for the purpose of statutory reserve under section 29C of the NHB Act, 1987	—	—
Less: a) Amount appropriated from the statutory reserve u/s 29C of the NHB Act, 1987	—	—
b) Amount withdrawn from the special reserve u/s 36(1)(viii) of Income Tax Act, 1961 which has been taken into account for the purpose of provisions u/s 29C of the NHB Act, 1987	—	—
<b>Balance at the end of the year</b>		
a) Statutory Reserve u/s 29C of the National Housing Bank Act, 1987	3,664.6	3,268.6
b) Amount of special reserve u/s 36(1)(viii) of Income Tax Act, 1961 taken into account for the purpose of statutory reserve under section 29C of the NHB Act, 1987	—	—
<b>c) Total</b>	<b>3,664.6</b>	<b>3,268.6</b>

**Note :** (a) The special reserve created as per Section 29 C of the NHB Act, 1987, qualifies for deduction as specified u/s 36 (1) (viii) of the Income Tax Act, 1961 and accordingly Company has been availing tax benefits for such transfers.

(b) Pursuant to NHB Circular 'Circular No. 62/2014' dated May 27, 2014, and as a matter of prudence the Company has created Deferred Tax Liability (DTL) on special reserve created as per Section 29 C of NHB act, 1987 and claimed as deduction u/s 36 (1) (viii) of Income Tax Act, 1961, amounting ₹ 703.9 million on such Special Reserve as at March 31, 2014 has been adjusted from Reserves and Surplus.

5. Long-Term Borrowings

Particulars	(₹ in millions)			
	Non - Current portion		Current Maturities	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>[A] Secured</b>				
a) Non-Convertible Debentures / Bonds (Refer note i below)	13,590.0	8,800.0	—	—
b) Zero Coupon Debentures / Bonds (Refer note ii below)	3,165.0	—	2,000.0	—
Add: Premium accrued on redemption (net of unamortized discount)	53.0	—	56.9	—
<b>Total[A]</b>	<b>16,808.0</b>	<b>8,800.0</b>	<b>2,056.9</b>	<b>—</b>
Amount disclosed under head "other current liabilities" (ref Note 10)	—	—	(2,056.9)	—
<b>Net Amount</b>	<b>16,808.0</b>	<b>8,800.0</b>	<b>—</b>	<b>—</b>
<b>[B] Unsecured</b>				
<b>(a) Debenture / Bonds (refer note iii below)</b>				
• Debentures / Bond - private placement	2,640.0	3,150.0	510.0	1,800.0
• Debenture / Bond – subordinate debt private placement	2,573.0	2,573.0	—	—
• Debenture / Bonds - ZCB	850.0	3,490.0	2,300.0	2,203.0
Add: Premium accrued on redemption (net of unamortized discount)	157.4	93.7	263.4	116.9
	<b>1,007.4</b>	<b>3,583.7</b>	<b>2,563.4</b>	<b>2,319.9</b>
	<b>6,220.4</b>	<b>9,306.7</b>	<b>3,073.4</b>	<b>4,119.9</b>

(b) Term loans (refer note iv below)

Loans from banks	9,634.4	12,384.0	8,742.0	356.7
	<b>9,634.4</b>	<b>12,384.0</b>	<b>8,742.0</b>	<b>356.7</b>

(c) Deposits (refer note v below)

Fixed deposits including unclaimed fixed deposits	1,196.5	1,565.3	1,581.6	2,026.6
	<b>1,196.5</b>	<b>1,565.3</b>	<b>1,581.6</b>	<b>2,026.6</b>

(d) Loans and advances from related parties (refer note vi below)

Loans from holding company - subordinated debts	—	676.3	—	582.7
Loans from holding company – other loans	5,848.0	7,224.0	1,376.0	1,376.0
Loans from related party - unsecured bonds	—	—	—	500.0
	<b>5,848.0</b>	<b>7,900.3</b>	<b>1,376.0</b>	<b>2,458.7</b>
<b>Total[B= a+b+c+d]</b>	<b>22,899.3</b>	<b>31,156.3</b>	<b>14,773.0</b>	<b>8,961.9</b>

Amount disclosed under head "other current liabilities"(ref Note 10)

	—	—	(14,773.0)	(8,961.9)
<b>Net amount</b>	<b>22,899.3</b>	<b>31,156.3</b>	<b>—</b>	<b>—</b>
<b>Total = [A] + [B]</b>	<b>39,707.3</b>	<b>39,956.3</b>	<b>—</b>	<b>—</b>

i. The Non convertible debentures (NCD) / Bonds are issued with fixed coupon rate and redeemable at par. The NCD / Bonds to the extent of ₹ 8,800.0 million ( March 2014 - ₹ 8,800.0 million) are secured by charge on the immovable property and negative lien on the assets of the Company. The NCD / Bonds to the extent of ₹ 4,790.0 million (March 2014 - Nil) are secured by a pari passu charge on immovable property and hypothecation of loan receivable for upto 1.05 times the value of the NCD / Bonds outstanding.

The details of secured NCD / bonds are as under:

Description	Date of Allotment	Date of Redemption	Rate of Interest	(₹ in millions)	
				As at March 31, 2015	As at March 31, 2014
<b>Non Current:</b>					
<b>a)</b>					
4,000 NCD's of ₹ 1,000,000 each	November 25, 2009	November 25, 2019	9.29%	4,000.0	4,000.0
3,000 NCD's of ₹ 1,000,000 each	March 18, 2009	March 18, 2019	10.75%	3,000.0	3,000.0
1,800 NCD's of ₹ 1,000,000 each	September 23, 2008	September 23, 2018	11.35%	1,800.0	1,800.0
<b>Total (a)</b>				<b>8,800.0</b>	<b>8,800.0</b>
<b>b)</b>					
1,000 NCD's of ₹ 500,000 each	November 13, 2014	November 15, 2017	8.80%	500.0	—
1,600 NCD's of ₹ 500,000 each	October 31, 2014	October 30, 2017	9.05%	800.0	—
360 NCD's of ₹ 500,000 each	October 31, 2014	October 03, 2017	9.05%	180.0	—
1,500 NCD's of ₹ 500,000 each	November 13, 2014	March 13, 2017	8.80%	750.0	—
920 NCD's of ₹ 500,000 each	December 30, 2014	December 30, 2016	9.00%	460.0	—
3,500 NCD's of ₹ 500,000 each	October 10, 2014	October 10, 2016	9.35%	1,750.0	—
500 NCD's of ₹ 500,000 each	October 10, 2014	September 23, 2016	9.35%	250.0	—
200 NCD's of ₹ 500,000 each	February 27, 2015	February 27, 2017	8.70%	100.0	—
<b>Total (b)</b>				<b>4,790.0</b>	<b>—</b>
<b>Total (a + b)</b>				<b>13,590.0</b>	<b>8,800.0</b>

ii. Zero Coupon Bonds (ZCB): These bonds are issued at par and redeemable at premium. The ZCB are secured by way of a pari passu charge on immovable property and hypothecation of loan receivable for upto 1.05 times the value of the bonds outstanding.

The details of secured ZCB are as under:

Description	Date of Allotment	Date of Redemption	Rate of Interest (XIRR)	₹ in millions	
				As at March 31, 2015	As at March 31, 2014
<b>Non Current:</b>					
1,000 ZCB of ₹ 500,000 each	November 13, 2014	November 14, 2016	8.80%	500.0	—
1,000 ZCB of ₹ 500,000 each	December 30, 2014	July 4, 2016	8.90%	500.0	—
800 ZCB of ₹ 500,000 each	December 30, 2014	April 4, 2016	8.90%	400.0	—
550 ZCB of ₹ 500,000 each	February 27, 2015	February 16, 2017	8.70%	275.0	—
400 ZCB of ₹ 500,000 each	February 27, 2015	April 18, 2017	8.70%	200.0	—
1,000 ZCB of ₹ 500,000 each	February 27, 2015	February 26, 2018	8.68%	500.0	—
1,580 ZCB of ₹ 500,000 each	February 27, 2015	March 5, 2018	8.68%	790.0	—
<b>Total</b>				<b>3,165.0</b>	—
Premium accrued on redemption				53.0	—
<b>Total (a)</b>				<b>3,218.0</b>	—
<b>Current:</b>					
3,000 ZCB of ₹ 500,000 each	December 4, 2014	March 21, 2016	8.70%	1,500.0	—
1,000 ZCB of ₹ 500,000 each	December 4, 2014	February 19, 2016	8.70%	500.0	—
<b>Total</b>				<b>2,000.0</b>	—
<b>Premium accrued on redemption</b>				<b>56.9</b>	—
<b>Total (b)</b>				<b>2,056.9</b>	—
<b>Total (a+b)</b>				<b>5,274.9</b>	—

- iii. Unsecured Debentures / Bonds – Debentures / Bonds issued (both Coupon bearing and Zero Coupon) through Private placement carry rate of interest/XIRR in the range of 8.55% to 10.65% p.a and tenure of 13.00 to 120.00 months from the date of issue. Unsecured Debentures / Bonds - Subordinate debt private placement carry rate of interest in the range of 9.75% to 9.90% p.a. and tenure of 120.00 month. All Unsecured Debentures / Bonds are repayable on maturities. Interest on Unsecured Debentures / Bonds (Coupon bearing) is payable semi- annually or annually as per terms of issuance.
- iv. Unsecured term loans from Banks include term loans from various banks (NHB & other banks) and carry rate of interest in the range of 9.50% to 10.25% p.a. The loan from NHB is repayable in equal quarterly installments of ₹ 6.6 million and loans from other banks have staggered repayment. Loan from NHB and other banks are having tenure of 24.00 to 57.00 months. Loans from banks carry a negative lien on assets/receivable of the Company.
- v. Fixed deposits include deposits from corporates ₹ 492.5 million (March 2014 - ₹ 511.3 million) and deposits from public ₹ 2,285.6 million (March 2014 - ₹ 3,080.5 million) and carry rate of interest in the range of 7.50% to 11.50% p.a. and having a tenure of 13.00 to 84.00 months from the date of acceptance of deposits. Fixed deposits includes unclaimed fixed deposits from corporates ₹ 3.5 million (March 2014 - ₹ 4.1 million) and deposits from public includes ₹ 223.9 million (March 2014 - ₹ 229.6 million). Fixed deposits accepted from Directors and their relatives are ₹ Nil (March 2014 - ₹ Nil). Floating charge has been created on Government Securities and Fixed deposits with banks (SLR securities) of ₹ 1,274.9 million (March 2014 - ₹ 1,418.9 million) as per NHB Directions.
- vi. Loans from related parties carry rate of interest of 10% p.a. and tenure of 104.00 months from the date of issue.

## 6. Other Long Term Liabilities

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>(a) Trade payables</b>	—	—
<b>(b) Others</b>		
Interest accrued but not due on borrowings – cumulative fixed deposits	51.9	180.6
<b>Total(b)</b>	<b>51.9</b>	<b>180.6</b>
<b>Total(a+b)</b>	<b>51.9</b>	<b>180.6</b>

## 7. Provisions

Particulars	₹ in millions			
	Long Term		Short Term	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>(a) Provision for employee benefits</b>				
Provision for Gratuity	3.2	—	—	—
Provision for leave encashment	10.1	7.3	4.8	4.4
Provision for bonus	—	—	40.8	50.6
<b>Total (a)</b>	<b>13.3</b>	<b>7.3</b>	<b>45.6</b>	<b>55.0</b>
<b>(b) Others</b>				
Provision for contingencies	160.0	160.0	—	—
Provision against standard assets	393.9	351.4	61.1	50.5
Provision for sub standard assets-Housing loans	17.0	15.4	—	—
Provision for sub standard assets-Other loans	55.8	45.1	—	—
Provision for doubtful assets-Housing loans	22.4	25.1	—	—
Provision for doubtful assets-Other loans	71.4	112.8	—	—
Provision for loss assets-Housing loans	277.9	291.4	—	—
Provision for loss assets-Other loans	445.3	366.7	—	—
Provision for others	49.2	94.9	—	—
Provision for proposed dividend	—	—	79.4	49.4
Provision for dividend distribution tax	—	—	82.5	62.6
Provision for 1% subsidy on EMI	3.2	1.0	—	—
Provision for interim dividend	—	—	—	318.6
<b>Total (b)</b>	<b>1,496.1</b>	<b>1,463.8</b>	<b>223.0</b>	<b>481.1</b>
<b>Total(a+b)</b>	<b>1,509.4</b>	<b>1,471.1</b>	<b>268.6</b>	<b>536.1</b>

(i) Disclosure of provision for contingencies:

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>(a) Servicing expenses provision on loans securitized</b>		
Opening balance	2.4	2.4
Utilizations / (write back)	—	—
<b>Closing balance</b>	<b>2.4</b>	<b>2.4</b>
<b>(b) Provision for delinquencies, prepayment and conversion risk on loans securitized</b>		
Opening balance	157.6	167.6
Utilizations / (write back)	—	(10.0)
<b>Closing balance</b>	<b>157.6</b>	<b>157.6</b>
<b>Total(a+b)</b>	<b>160.0</b>	<b>160.0</b>

Provision for servicing expenses of loans securitized is done upfront by the Company. At each Balance Sheet date, the Company assesses the servicing liability of securitized pool and differential amounts are written back or provided for in the books of account. The provision of the delinquencies and conversion risk as well as provision for prepayment risk on the loan portfolio sold by the Company is also made upfront and reduced from the gross capital gains on the securitization transaction. At each Balance Sheet date, the Company assesses the delinquencies, prepayment and conversion risk of securitized pool and differential amounts are written back / provided in the books of account.

## 8. Short Term Borrowing

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>Unsecured</b>		
(a) Fixed deposit	63.0	24.6
(b) Commercial paper	6,750.0	4,250.0
Less : Unamortised interest	(303.4)	(170.2)
	<b>6,446.6</b>	<b>4,079.8</b>
(c) Bank Overdraft	—	—
(d) Loans from holding company (Overdraft)	1,273.6	540.6
<b>Total(a+b+c+d)</b>	<b>7,783.2</b>	<b>4,645.0</b>

- (i) Fixed deposits includes deposits from corporates ₹ nil million (March 2014 - ₹ 0.1 million) and deposits from public ₹ 63.0 million (March 2014 - ₹ 24.5 million) and carries interest in the range of 8.55% to 9.35%p.a. with tenure of 12 months from the date of acceptance of deposits. Fixed deposits accepted from Directors and their relatives are ₹ Nil (March 2014 - ₹ Nil).
- (ii) Commercial paper carries interest in the range of 8.75% to 9.05% p.a. and tenure of 168 to 268 days repayable in bullet payment.

## 9. Trade Payables

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>Trade payables</b>		
(a) Total outstanding dues of Micro and Small Enterprises (Refer Note 9(i) below)	3.2	0.9
(b) Total outstanding dues to creditors other than Micro and Small Enterprises	189.0	236.2
<b>Total(a+b)</b>	<b>192.2</b>	<b>237.1</b>

(i) Details of dues to Micro and Small Enterprises as per MSMED Act, 2006

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
The principal amount and the interest due thereon (Interest- March 31, 2015 ₹ Nil, March 31 - 2014 ₹ Nil) remaining unpaid to any supplier as at the end of each accounting year	3.2	0.9
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	—	—
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	—	—
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	—	—
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	—	—

The Company has not received any claims against interest outstanding due to any vendors registered under Micro Small and Medium Enterprise Development Act, 2006.

## 10. Other Current Liabilities

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
(a) Current maturities of long term debt (ref note no. 5)		
Secured	2,056.9	—
Unsecured	14,545.6	8,728.2
	16,602.5	8,728.2
(b) Interest accrued but not due on borrowings	1,110.7	1,102.5
(c) Unclaimed matured deposits and interest accrued thereon (ref note no.5)	283.5	261.8
(d) Other payable		
(i) Provision for tax (net of advance tax)	—	—
(ii) Statutory dues	27.1	40.6
(iii) Other liabilities	275.5	206.8
	302.6	247.4
<b>Total(a+b+c+d)</b>	<b>18,299.3</b>	<b>10,339.9</b>

## 11. Fixed Assets

Particulars	Gross Block				Depreciation / Amortisation				Net Block	
	As At April 01, 2014	Additions	Deductions	As At March 31, 2015	As At April 01, 2014	For the period	Adjustments/ deductions	As At March 31, 2015	As At March 31, 2015	As At March 31, 2014
<b>(i) Tangible assets:</b>										
Free Hold Land	—	0.7	—	0.7	—	—	—	—	0.7	—
Office building	623.3	—	—	623.3	43.7	10.3	—	54.0	569.3	579.6
Improvement to lease hold property	4.0	—	3.1	0.9	2.3	1.8	3.2	0.9	—	1.7
Computers	12.5	8.4	0.2	20.7	7.0	5.0	0.1	11.9	8.8	5.5
Office equipments	4.6	4.6	3.5	5.7	1.9	2.5	3.1	1.3	4.4	2.7
Furniture & fixtures	0.9	—	—	0.9	0.7	—	0.1	0.6	0.3	0.2
<b>Total</b>	<b>645.3</b>	<b>13.7</b>	<b>6.8</b>	<b>652.2</b>	<b>55.6</b>	<b>19.6</b>	<b>6.5</b>	<b>68.7</b>	<b>583.5</b>	<b>589.7</b>
Previous year (March 31, 2014)	642.7	4.9	(2.3)	645.3	42.8	14.1	(1.3)	55.6	589.7	
<b>(ii) Intangible assets:</b>										
Software	23.6	2.2	—	25.8	20.6	2.8	—	23.4	2.4	3.0
<b>Total</b>	<b>23.6</b>	<b>2.2</b>	<b>—</b>	<b>25.8</b>	<b>20.6</b>	<b>2.8</b>	<b>—</b>	<b>23.4</b>	<b>2.4</b>	<b>3.0</b>
Previous year (March 31, 2014)	22.3	1.3	—	23.6	16.3	4.3	—	20.6	3.0	

1. A negative charge on the Gross block of office building amounting to ₹ 23.8 million and pari pasu charge on Free Hold land has been created on secured bonds.

## 12. Non-Current Investments

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>Non-trade investments(valued at cost unless otherwise stated)</b>		
<b>Investments in government securities - (Quoted)</b>		
Government securities (Face value - ₹ 1,263,990,000, March 2014 - ₹ 1,413,990,000)*	1,274.9	1,418.9
	1,274.9	1,418.9
<b>Investments in equity shares - (Unquoted)</b>		
7,340,000 (March 2014 - 7,340,000) Equity shares of Asset Reconstruction Company (India) Limited of face value – ₹10 each fully paid-up	513.8	513.8
<b>Other investments – (Unquoted)</b>		
16,556.38 (March 2014 - 14,530.40) units of Emerging India Fund of face value ₹ 10,000 each fully paid-up at par	165.6	145.3
	679.4	659.1
<b>Investments in Associates</b>		
3,000,000 (March 2014 - 3,000,000) Equity shares of India Infra Debt Limited of ₹ 10 each fully paid-up	30.0	30.0
	30.0	30.0
<b>Total</b>	<b>1,984.3</b>	<b>2,108.0</b>
Aggregate amount of quoted investments	1,274.9	1,418.9
Market value of quoted investments	1,242.7	1,318.7
Aggregate amount of unquoted investments	709.4	689.1

\* Floating charge has been created on Government Securities (SLR securities) of ₹ 1,274.9 million (March 2014 - ₹ 1,418.9 million) as per NHB Directions.

The management assesses that there is no indication of impairment of Company's investments. Provision for diminution in value of Investment is ₹ Nil as on March 31, 2015 (₹ Nil – March 2014).

## 13. Deferred Tax (net)

The composition of deferred tax assets and liabilities into major items is given below:

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>(i)Deferred tax assets on account of</b>		
<b>Provision for doubtful debts, Standard assets and future servicing and other liability of securitization and others</b>	<b>589.9</b>	<b>570.5</b>
Retirement benefits	3.9	2.0
	593.8	572.5
<b>(ii)Deferred tax liability on account of</b>		
<b>Depreciation</b>	<b>(72.3)</b>	<b>(61.4)</b>
Special Reserve ( includes ₹ 703.9 millions created as per NHB circular (refer note 4 (b))	(784.3)	—
	(856.6)	(61.4)
<b>Net deferred tax Asset / (Liability)</b>	<b>(262.8)</b>	<b>511.1</b>

### 14. Loans and Advances

Particulars	(₹ in millions)			
	Long term		Short term	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>a. Security Deposits</b>				
Unsecured, considered good	7.8	7.4	—	—
Doubtful	14.0	13.8	—	—
Less: Provisions for doubtful deposits	(14.0)	(13.8)	—	—
	7.8	7.4	—	—
<b>b. Loans &amp; other credit facilities</b>				
Housing Loans	42,238.5	35,098.7	4,339.8	3,447.3
Loan against property, Corporate realty finance and other loans	26,278.4	24,297.7	4,217.7	3,632.2
	68,516.9	59,396.4	8,557.5	7,079.5
Secured, considered good	67,100.6	58,039.2	8,557.5	7,079.5
Doubtful (Non performing assets as per NHB guidelines)	1,416.3	1,357.2	—	—
	68,516.9	59,396.4	8,557.5	7,079.5
<b>c. Advance tax (net of provision for taxation)</b>	371.9	283.4	—	—
<b>d. Others</b>	—	—	4.6	2.1
<b>Total :- (a+b+c+d)</b>	<b>68,896.6</b>	<b>59,687.2</b>	<b>8,562.1</b>	<b>7,081.6</b>

#### (i) Classification of loans and other credit facilities :

Particulars	(₹ in millions)				
	Standard	Sub Standard	Doubtful	Loss	Total
<b>Loans Outstanding</b>					
Housing loans	46,137.4	113.1	49.9	277.9	46,578.3
	(38,099.9)	(102.7)	(52.0)	(291.4)	(38,546.0)
Other loans	29,520.6	372.0	158.2	445.3	30,496.1
	(27,018.9)	(300.7)	(243.6)	(366.7)	(27,929.9)
<b>Total</b>	<b>75,658.0</b>	<b>485.1</b>	<b>208.1</b>	<b>723.2</b>	<b>77,074.4</b>
	(65,118.8)	(403.4)	(295.6)	(658.1)	(66,475.9)
<b>Provisions</b>					
Housing loans	252.9	17.0	22.4	277.9	570.2
	(208.0)	(15.4)	(25.1)	(291.4)	(539.9)
Other loans	202.1	55.8	71.4	445.3	774.6
	(193.9)	(45.1)	(112.8)	(366.7)	(718.5)
<b>Total</b>	<b>455.0</b>	<b>72.8</b>	<b>93.8</b>	<b>723.2</b>	<b>1,344.8</b>
	(401.9)	(60.5)	(137.9)	(658.1)	(1,258.4)

\*Figures in bracket pertain to March 31, 2014

- (i) NHB circular no HFC.DIR9/CMD/2013 dated September 06, 2013, directed to Housing finance companies that w. e. f. September 30, 2013 "non performing asset" shall mean an assets, in respect of which, interest has remained overdue for a period of more than ninety days (earlier 90 days and above) and a term loan inclusive of unpaid interest, when the installment is overdue for a period of more than ninety days (earlier 90 days and above) or which interest amount remained overdue for a period of more than ninety days (earlier 90 days and above), accordingly, the Company has aligned to such change and there is no significant impact on the statement of profit & loss for the year ended March 31, 2015.
- Further, the Company has reviewed and aligned its Non performing asset portfolio into various categories of Sub standard, Doubtful and Loss loans as per NHB Directions, 2010 for the year ended March 31, 2014. The current period amounts have been reported as per the NHB Directions, 2010. The corresponding prior period amounts have been reported as per the Company's earlier policy.
- (ii) All registered housing finance companies are required to carry provision of 0.40%, 0.75% and 1.00% of the total outstanding amount of loans which are standard assets in respect of housing and other loans, commercial real estates residential loans and commercial real estate other loans respectively vide circular no. NHB(ND)/DRS/Pol.no.45/2011-2012 issued dated January 19, 2012 and NHB circular no HFC.DIR9/CMD/2013 dated September 06, 2013. Further, all registered housing finance companies are required to carry a provision of 2.00% of the total outstanding loans which are standard assets in respect of housing loans at special rates i.e limited period fixed rate loans vide circular no. NHB(ND)/DRS/Pol.no 47/2010-2011 issued dated December 24, 2010. Accordingly the Company carried a provision ₹ 455.0 million (March 31, 2014 - ₹ 401.9 million) towards standard loans as per the prudential norms of National Housing Bank.
- (iii) Loans given by the Company are secured by the underlying property or fixed deposit except unsecured loans to the tune of ₹ 7.6 million (March 2014 - ₹ 7.6 million).
- (iv) Loan and other credit facilities include loan of ₹ Nil (March 2014 - ₹ Nil) which is secured by way of capital market exposure.
- (v) Loans and other credit facilities include subordinated interest of ₹ 156.0 million (March 2014 - ₹ 165.4 million) in the underlying trust property of mortgage backed securities.
- (vi) Security deposit includes deposit of ₹ 3.2 millions with MBS trust created in favour of IDBI trusteeship Services Limited.

### 15. Trade Receivable

Particulars	(₹ in millions)			
	Non - Current portion		Current Portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>Other receivable</b>				
Trade Receivables-Unsecured, considered good less than six months	—	—	103.0	100.7
Less: Provisions for doubtful trade receivables	—	—	—	—
<b>Total</b>	<b>—</b>	<b>—</b>	<b>103.0</b>	<b>100.7</b>

Trade receivable includes ₹ 100.8 millions (March 2014 ₹ 98.7 millions) from related parties.

### 16. Other Assets

Particulars	(₹ in millions)			
	Non - Current portion		Current Portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
(i) Advances recoverable				
Unsecured, considered good	—	—	16.5	2.5
Doubtful	4.7	4.4	—	—
Less: Provisions for doubtful advances	(4.7)	(4.4)	—	—
	—	5.9	16.5	2.5
(ii) Gratuity (Net asset)	—	—	—	—
(iii) Interest accrued on Loans	—	—	523.3	463.1
(iv) Accrued interest- fixed deposits	—	—	24.0	32.6
(v) Accrued interest- fixed deposits placed with ICICI Bank	—	—	0.6	0.6
(vi) Accrued interest - GOI securities - INV	—	—	24.7	26.2
Net block	—	—	—	—
(vii) Bank deposits with original maturity for more than 12 months	200.0	—	—	—
(viii) Others	—	—	6.7	6.7
<b>Total</b>	<b>200.0</b>	<b>5.9</b>	<b>595.8</b>	<b>531.7</b>

### 17. Cash and Bank Balances

Particulars	(₹ in millions)			
	Non - Current portion		Current portion	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
<b>A. Cash &amp; cash equivalents</b>				
a. Investments in mutual funds (Liquid Plan)	—	—	1,107.8	728.2
b. Investments redemption receivable	—	—	500.0	500.0
c. Balances with banks	—	—	75.3	92.0
d. Book overdraft	—	—	(10.5)	(76.5)
e. Bank deposits with original maturity of less than 3 months	—	—	—	120.0
f. Cheques on hand	—	—	—	—
<b>Total (A)</b>	<b>—</b>	<b>—</b>	<b>1,672.6</b>	<b>1,363.7</b>
<b>B. Other bank balances</b>				
a. Bank deposits with original maturity for more than 12 months	200.0	—	300.0	500.0
b. Margin money deposits*	—	—	80.0	80.0
<b>Total (B)</b>	<b>200.0</b>	<b>—</b>	<b>380.0</b>	<b>580.0</b>
Amount disclosed under other assets (ref note 16)	(200.0)	—	—	—
<b>Total (A) + (B)</b>	<b>—</b>	<b>—</b>	<b>2,052.6</b>	<b>1,943.7</b>

\* Margin money deposit is line marked in favour IDBI Trusteeship Services Limited.

### 18. Current Investments

Particulars	(₹ in millions)	
	As at Mar 31, 2015	As at Mar 31, 2014
<b>Investment in Mutual Funds – Liquid investments</b>	<b>1,107.8</b>	<b>728.2</b>
Amount disclosed under head "Cash & Cash equivalent" (ref Note 17 A(a))	(1,107.8)	(728.2)
<b>Total</b>	<b>—</b>	<b>—</b>
Aggregate amount of quoted investments	—	—
<b>Market value of investments includes Mutual Fund of ₹ 1,109.2 millions (₹ 730.9 millions March 2014)</b>	<b>—</b>	<b>—</b>

Provision for diminution in value of Investment is ₹ Nil as on March 31, 2015 (₹ Nil - March 31, 2014).

The details of Mutual fund are as under :

Particulars	No. of Units		Amount as at	
	As at	As at	As at	As at
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Axis Liquid Fund	32,333.4	—	50.1	—
Birla Sun Life Cash Plus	1,207,542.5	—	270.5	—
HDFC Liquid Fund	4,199,164.2	—	115.8	—
HSBC Cash Fund	71,759.3	—	100.0	—
ICICI Pru Money Market	1,142,741.1	—	221.0	—
ICICI Prudential Liquid	—	1,503,253.5	—	285.0
IDFC Fixed Term Plan	—	—	—	—
Series 73	—	10,000,000.0	—	100.0
Kotak Floater Short Term	—	19,739.8	—	41.4
Reliance Liquidity Fund	—	51,912.3	—	100.2
SBI Premier Liquid Fund	113,766.2	25,213.7	250.0	50.7
Sundaram Money Fund	—	1,859,133.6	—	50.2
UTI Liquid Cash Plan	—	48,008.9	—	100.8
UTI Money Market Fund	64,049.2	—	100.3	—
<b>Total (A) + (B)</b>	<b>6,831,355.9</b>	<b>13,507,261.8</b>	<b>1,107.7</b>	<b>728.3</b>

19. Revenue From Operations

Particulars	As at	
	March 31, 2015	March 31, 2014
Interest income on loans	8,599.9	8,076.7
<b>Other operating income</b>		
Fee income	946.7	819.4
Other interest income received	168.2	158.5
Profit on sale of liquid mutual fund units	36.0	8.1
Profit on sale of GOI securities-Short terms	7.3	7.3
Profit on sale of GOI securities-Long terms	0.1	—
Dividend income	83.2	160.3
<b>Total</b>	<b>9,841.4</b>	<b>9,230.3</b>

20. Other Income

Particulars	As at	
	March 31, 2015	March 31, 2014
Dividend income (Preference Shares of ICICI Securities, a fellow subsidiary)	—	49.3
Dividend income (Equity Shares)	—	—
Rent income	35.7	35.0
Miscellaneous income	0.2	42.6
<b>Total</b>	<b>35.9</b>	<b>126.9</b>

21. Finance Cost

Particulars	As at	
	March 31, 2015	March 31, 2014
<b>(a) Interest expense on:</b>		
Loans from banks	2,600.1	2,389.0
Commercial paper	501.8	273.4
Fixed deposits	313.0	347.2
Bonds	2,286.2	2,236.0
	<b>5,701.1</b>	<b>5,245.6</b>
<b>(b) Other charges</b>		
Brokerage on fixed deposits	4.3	2.5
Bank charges	0.5	2.5
Other financial charges	37.1	37.7
	<b>41.9</b>	<b>42.7</b>
<b>Total (a+b)</b>	<b>5,743.0</b>	<b>5,288.3</b>

(i) Interest expense (net) includes ₹ 87.5 million (March 2014 - ₹ 57.5 million) under Loans from banks being interest expenses / (income) booked on the Interest Rate Swaps (IRS). The notional principal of hedge IRS is ₹ 5,500.0 million (March 2014 - ₹ 5,500.0 million). During the year, the Company has entered into Interest Rate Swap (IRS) transactions amounting to ₹ Nil (March 2014 - ₹ Nil).

22. Employee Benefit Expenses

Particulars	As at	
	March 31, 2015	March 31, 2014
Salaries, wages and bonus	359.4	328.3
Contribution to gratuity fund	9.1	3.0
Contribution to provident and other funds	16.6	14.5
Staff welfare expenses	2.5	1.7
<b>Total</b>	<b>387.6</b>	<b>347.5</b>

(i) The Company has been providing for gratuity and leave encashment based on actuarial valuation as per the Accounting Standard on Accounting for Retirement Benefits (AS-15 revised) issued by ICAI. Accordingly the Company has provided for gratuity and leave encashment based on actuarial valuation done as per Projected Unit Credit Method and Projected Accrued Benefit Method respectively.

The Company has a defined benefit gratuity plan. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The Company has also provided leave encashment benefits to the employees. These benefits are unfunded.

The following tables summaries the components of net benefit expense recognised in the statement of Profit and Loss and the funded status and amounts recognised in the Balance Sheet for the respective plans (based on February 28, 2015 employees detail).

Profit and Loss account:

Net employee benefit expense (Recognised in Employee Cost):

Particulars	As at	
	March 31, 2015	March 31, 2014
Current service cost	4.8	4.2
Interest on defined benefit obligation	2.7	2.1
Expected return on plan assets	(2.5)	(2.6)
Net actuarial (gains) / losses recognised in the year	4.2	(0.3)
Past service cost	—	—
Losses / (Gains) on "Acquisition / Divestiture"	—	—
Effect of the limit in Para 59(b)	(0.1)	(0.4)
Net employee benefit expenses	9.1	3.0
Actual return on plan assets	3.8	1.8

Balance Sheet:

Details of provision for gratuity and leave encashment:

Particulars	Gratuity		Leave Encashment	
	As at	As at	As at	As at
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Present value of funded obligations	39.4	27.4	14.9*	11.7*
Fair value of plan assets	(36.2)	(33.4)	—	—
Amt not recognised as an Asset (Limit in Para 59 (b))	—	0.1	—	—
Net liability / (asset)	3.2	(5.9)	14.9	11.7
Less: Unrecognised past service cost	—	—	—	—
Liability / (asset)	3.2	(5.9)	14.9	11.7

\* Includes short term leave encashment provision of ₹ 2.2 million (March 2014 - ₹ 1.7 million)

Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at	
	March 31, 2015	March 31, 2014
Opening defined benefit obligation	27.4	24.4
Interest cost	2.7	2.1
Current service cost	4.8	4.2
Benefits paid**	(0.9)	—
Actuarial (gains) / losses on obligation	5.4	(1.1)
Liabilities assumed on acquisition / (Settled on divestiture)	—	(2.2)
Closing defined benefit obligation	39.4	27.4

Changes in the fair value of plan assets are as follows:

Particulars	As at	
	March 31, 2015	March 31, 2014
Opening fair value of plan assets	33.4	33.8
Expected return on plan assets	2.5	2.6
Contributions by employer	—	—
Benefits paid**	(0.9)	—
Actuarial gains / (losses)	1.2	(0.8)
Assets acquired on acquisition / (Distributed on divestiture)	—	(2.2)
Closing fair value of plan assets	36.2	33.4
Expected employer's contribution next year	—	—

\*\* For the period ended March 31, 2014 amount of benefit paid is less than ₹ 0.5 million.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	As at	
	March 31, 2015	March 31, 2014
Investments with insurer managed funds	100%	100%

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	Gratuity (%)		Leave Encashment (%)	
	As at	As at	As at	As at
	March 31, 2015	March 31, 2014	March 31, 2015	March 31, 2014
Discount rate	7.90%	9.00%	7.90%	9.00%
Expected rate of return on assets	8.00%	8.00%	—	—
Increase in compensation cost	7.00%	7.00%	7.00%	7.00%



### Discount Rate:

The discount rate is based on the prevailing market yields of Indian government securities as at March 20, 2015 for the estimated term of the obligations.

### Expected rate of return on Plan Assets:

This is based on Actuary expectation of the average long-term rate of return expected on investments of the fund during the estimated term of the obligations.

### Salary Escalation Rate:

The estimate of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

### Retirement Age:

The employees of the Company are assumed to retire at the age of 58 years.

### Leaving Service:

Rates of leaving service at specimen ages are as shown below:

Age (Years)	Rate
21 - 24	37%
25 - 29	27%
30 - 34	16%
35 - 44	12%
45 and above	8%

### Disability:

Leaving service due to disability is included in the provision made for all causes of leaving service.

### EXPERIENCE ADJUSTMENTS

Particulars	Gratuity (₹ in millions)				
	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
Defined benefit obligation	39.4	27.4	24.4	21.2	16.3
Plan assets	36.2	33.4	33.8	32.8	30.6
Surplus / (deficit)	(3.2)	6.0	9.4	11.6	14.3
Experience adjustments on plan liabilities	2.0	0.9	(3.5)	1.2	(38.0)
Experience adjustments on plan assets	1.2	(0.8)	(2.2)	0.2	(3.6)

### Leave Encashment

Particulars	As at (₹ in millions)	
	March 31, 2015	March 31, 2014
Defined benefit obligation*	14.9	11.7
Experience adjustments on plan liabilities	Not determined	Not determined

\* Includes short term leave encashment provision of ₹ 2.2 million (March 2014 - ₹ 1.7 million)

### 23. Establishment and Other Expenses

Particulars	As at (₹ in millions)	
	March 31, 2015	March 31, 2014
Advertisement and sales promotion	14.9	17.7
Customer acquisition cost	143.8	78.0
Professional and legal charges	268.5	261.0
Rent	27.2	46.6
Communication	6.2	5.0
Traveling and conveyance	34.3	20.2
Loss on sale of fixed assets / written off	0.3	2.8
Printing and stationery	5.1	3.6
Audit fees (Refer note 23(ii) below)	5.9	4.7
Insurance	9.0	8.5
Electricity	9.5	7.4
Rates & taxes	52.9	41.3
Repairs and maintenance – Building	7.3	23.8
Repairs and maintenance – IT Software & Others	60.0	36.4
Office expenses	8.9	9.9
Directors sitting fees	1.5	0.4
CSR expenditures	64.5	—
Donation	—	5.3
Computer consumable	1.1	0.8
Miscellaneous expenses	5.4	(2.8)
<b>Total</b>	<b>726.2</b>	<b>570.6</b>

(i) Auditor's remuneration (excluding service tax):

Particulars	As at (₹ in millions)	
	March 31, 2015	March 31, 2014
Statutory audit fees	3.1	2.9
Tax audit fees	0.3	0.3
Certification and other charges	2.5	1.5
<b>Total</b>	<b>5.8</b>	<b>4.7</b>

(ii) The Company has recovered the following common expenses (as per the sharing arrangement) from the holding company:

Particulars	As at (₹ in millions)	
	March 31, 2015	March 31, 2014
Rent & electricity	11.2	15.1
Communication	—	(1.1)
Printing and stationery	(0.1)	0.6
Rates and taxes	4.4	(0.1)
Repairs and maintenance – others	2.1	0.6
Miscellaneous expenses	3.5	2.0
<b>Total</b>	<b>21.1</b>	<b>17.1</b>
Service tax	2.6	2.1
<b>Total</b>	<b>23.7</b>	<b>19.2</b>

Expense recovery from the holding company is recognised as per the sharing arrangement.

### 24. Provision / write offs (net)

Particulars	As at (₹ in millions)	
	March 31, 2015	March 31, 2014
Provision / write back (net) of contingencies	—	(10.0)
Provision / write offs (net) against non-performing assets	33.2	8.5
Provision / write back (net) against standard assets	53.2	(52.8)
Provision / write offs (net) for others	(24.0)	93.7
<b>Total</b>	<b>62.4</b>	<b>39.4</b>

### 25. Earnings Per Share

The computation of earning per share is given below:

Particulars	As at (₹ in millions)	
	March 31, 2015	March 31, 2014
<b>Basic</b>		
Weighted average number of equity shares outstanding during the period ended March 31, 2015 (Nos.)	1,098,750,000	1,098,750,000
Net profit (net of preference dividend and the dividend tax)	1,975.7	2,228.2
<b>Basic earnings per share (₹)</b>	<b>1.80</b>	<b>2.03</b>
<b>Diluted</b>		
Diluted number of equity shares (Nos.)	1,098,750,000	1,098,750,000
Net profit	1,975.7	2,228.2
Diluted earnings per share (₹)	1.80	2.03
Face value of equity shares (₹)	10	10

### 26. Segment Information

The Company is engaged in the business of providing loans for purchase, construction, repairs and renovation etc., of houses / flats to individuals, corporate bodies, builders, co-operative housing societies and provides housing business related services i.e. property advisory & research services and Legal & technical valuation services and also Company has its operations within India. There being only one 'business segment' and 'geographical segment', the segment information is not provided.

### 27. Related Party Disclosure

Names of related parties and related party relationship as per Accounting Standard – AS 18.

Sr. No.	Name of the Related Party	Nature of Relationship
01	ICICI Bank Limited	Holding Company
02	ICICI Securities Limited	Fellow Subsidiary/ Fellow Entity
03	ICICI Securities Primary Dealership Limited	- do -
04	ICICI Prudential Life Insurance Company Limited	- do -
05	ICICI Lombard General Insurance Company Limited	- do -
06	ICICI Securities Inc.	- do -
07	ICICI Securities Holdings Inc.	- do -
08	ICICI Venture Funds Management Company Limited	- do -
09	ICICI Trusteeship Services Limited	- do -
10	ICICI Investment Management Company Limited	- do -
11	ICICI International Limited	- do -
12	ICICI Bank UK PLC	- do -
13	ICICI Bank Canada	- do -
14	ICICI Bank Eurasia LLC.	- do -
15	ICICI Eco-net Internet and Technology Fund (up to 30.12.2013)	- do -
16	ICICI Equity Fund	- do -
17	ICICI Emerging Sectors Fund (up to 31.12.2013)	- do -
18	ICICI Strategic Investments Fund	- do -
19	ICICI Prudential Asset Management Company Limited	- do -
20	ICICI Prudential Trust Limited	- do -
21	TCW/ICICI Investment Partners Limited (up to 30.06.2013)	- do -
22	ICICI Kinfra Limited	- do -
23	ICICI Prudential Pension Funds Management Company Limited	- do -
24	ICICI Venture Value Fund (IVVF) (up to 30.09.2013)	- do -
25	I-Ven Biotech Limited	- do -
26	ICICI Foundation for Inclusive Growth	Associate
27	India Infra Debt Limited	Associate
28	I Process Services (India) Private Limited	Associate
29	Rohit Salhotra, Managing Director and CEO	Key Management Personnel
30	Pankaj Jain, Chief Financial Officer	Key Management Personnel*
31	Pratap Salian, Company Secretary	Key Management Personnel*

\*Additional related parties as per Companies Act, 2013

The following are the details of transactions with related parties: (₹ in millions)

Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
<b>ASSETS</b>				
Investment in shares	—	30.0	—	30.0
Bank balance (Including interest outstanding on Fixed deposit)	155.7	—	—	155.7
Fee receivable	(172.4)	—	—	(172.4)
Other receivable	99.1	1.7	—	100.8
	(97.9)	(0.8)	—	(98.7)
	31.7	—	—	31.7
	(27.3)	—	—	(27.3)
<b>LIABILITIES</b>				
Equity share capital	10,987.5	—	—	10,987.5
Loan from holding company	(10,987.5)	—	—	(10,987.5)
Sub - debt loan	7,224.0	—	—	7,224.0
Fee payable	(8,600.0)	—	—	(8,600.0)
Bonds	—	—	—	—
Bank overdraft	(1,259.0)	—	—	(1,259.0)
Book overdraft	27.0	21.2	—	48.2
Accrued interest on bond	(32.1)	(7.8)	—	(39.9)
Amount payable on account of expenses (Including interest accrued but not due on unsecured loans)	—	—	—	—
Proposed equity dividend	(—)	(500.0)	—	(500.0)
Interim dividend payable	1,273.6	—	—	1,273.6
	(540.6)	—	—	(540.6)
	10.5	—	—	10.5
	(76.5)	—	—	(76.5)
	—	—	—	—
	(—)	(37.1)	—	(37.1)
	151.8	0.6	—	152.4
	(132.1)	(4.8)	—	(136.9)
	79.4	—	—	79.4
	(49.4)	—	—	(49.4)
	—	—	—	—
	(318.6)	—	—	(318.6)
<b>INCOME</b>				
Dividend income	—	—	—	—
Valuation fee	(—)	(49.3)	—	(49.3)
Other Fee income	613.5	—	—	613.5
	(496.0)	—	—	(496.0)
Interest on fixed deposit	—	26.6	—	26.6
Servicing fee	(—)	(14.4)	—	(14.4)
Rent received	7.5	—	—	7.5
Expense recovery	(8.2)	—	—	(8.2)
	0.3	—	—	0.3
	(0.4)	—	—	(0.4)
	35.7	—	—	35.7
	(35.0)	—	—	(35.0)
	21.1	—	—	21.1
	(17.2)	—	—	(17.2)
<b>EXPENDITURE</b>				
Interest & other finance expenses	1,030.3	7.7	—	1,038.0
DMA Commission	(1,209.8)	(65.2)	—	(1,275.0)
Fee expenses	18.6	0.2	—	18.8
Remuneration to KMP (Including additional related parties as Companies Act, 2013)	(12.8)	(0.2)	—	(13.0)
Insurance premium	90.9	37.2	—	128.1
Rent paid	(67.0)	(38.4)	—	(105.4)
Servicing fee	—	—	23.8	23.8
Miscellaneous	(—)	(—)	(19.1)	(19.1)
CSR Expenses & Donation	—	8.4	—	8.4
	(—)	(8.2)	—	(8.2)
	14.6	12.8	—	27.4
	(14.9)	(10.0)	—	(24.9)
	9.8	—	—	9.8
	(12.3)	—	—	(12.3)
	307.0	35.2	—	342.2
	(262.6)	—	—	(262.6)
	—	65.1	—	65.1
	(—)	(5.6)	—	(5.6)
<b>OTHERS</b>				
SWAP (Notional Principal)	5,500.0	—	—	5,500.0
Letter of comfort (utilized)	(5,500.0)	—	—	(5,500.0)
Bond payment made during the period	12,748.0	—	—	12,748.0
Bank loan taken earlier and repaid during the period	(14,530.2)	—	—	(14,530.2)
Maturity receipt of Preference Shares	—	500.0	—	500.0
Purchase of Gsec	(—)	(—)	—	(—)
Sale of Gsec	2,635.0	—	—	2,635.0
Equity dividend	(2,534.9)	—	—	(2,534.9)
	(—)	(500.0)	—	(500.0)
	—	101.9	—	101.9
	(—)	—	—	(—)
	(—)	49.9	—	49.9
	(—)	—	—	(—)
	1,318.8	—	—	1,318.8
	(1,422.9)	—	—	(1,422.9)

Related party transaction which are in excess of 10% of the total related party transactions of similar nature are as follows:

Particulars	Name of the Related Party	Year ended	
		March 31, 2015	March 31, 2014
<b>ASSETS</b>			
Investment in shares	India Infra Debt Limited	30.0	30.0
Bank balance (Including interest outstanding on Fixed deposit)	ICICI Bank Limited	155.7	172.4
Fee receivable	ICICI Bank Limited	99.1	97.9
Other receivable	ICICI Bank Limited	31.7	27.3
<b>LIABILITIES</b>			
Equity share capital	ICICI Bank Limited	10,987.5	10,987.5
Proposed equity dividend	ICICI Bank Limited	79.4	49.4
Interim dividend payable	ICICI Bank Limited	—	318.6
Sub - debt loan	ICICI Bank Limited	—	1,259.0
Loan from holding company	ICICI Bank Limited	7,224.0	8,600.0
Bonds	ICICI Prudential Life Insurance Company Limited	—	500.0
Bank overdraft	ICICI Bank Limited	1,273.6	540.6
Book overdraft	ICICI Bank Limited	10.5	76.5
Accrued interest on bond	ICICI Prudential Life Insurance Company Limited	—	37.1
Fee payable	ICICI Bank Limited	27.0	32.1
Amount payable on account of expenses (Including interest accrued but not due on unsecured loans & purchase of assets)	ICICI Bank Limited	21.2	7.8
	ICICI Securities Limited	151.8	132.1
	ICICI Securities Limited	—	—
<b>INCOME</b>			
Dividend income	ICICI Securities Limited	—	49.3
Valuation fee	ICICI Bank Limited	613.5	496.0
Other Fee income	ICICI Lombard General Insurance Company Limited	26.2	14.4
Interest on fixed deposit	ICICI Bank Limited	—	—
Rent received	ICICI Bank Limited	7.5	8.2
Expense recovery	ICICI Bank Limited	35.7	35.0
Servicing fee	ICICI Bank Limited	21.1	17.2
	ICICI Bank Limited	0.3	0.4
<b>EXPENDITURE</b>			
Interest & other finance expenses	ICICI Bank Limited	1,030.3	1,209.8
DMA Commission	ICICI Bank Limited	18.6	12.8
Fee expenses	ICICI Bank Limited	90.9	67.0
Insurance premium	ICICI Securities Limited	37.2	38.4
Rent paid	ICICI Lombard General Insurance Company Limited	8.4	8.2
Servicing fee	ICICI Bank Limited	14.6	14.9
CSR Expenses & Donation	ICICI Lombard General Insurance Company Limited	12.8	10.0
Miscellaneous	ICICI Bank Limited	9.8	12.3
	ICICI Foundation for Inclusive Growth	65.1	5.6
	ICICI Bank Limited	307.0	262.6
	I Process Services (India) Private Limited	35.0	—
	Rohit Salhotra	11.1	10.0
<b>OTHERS</b>			
SWAP (Notional Principal)	ICICI Bank Limited	5,500.0	5,500.0
Letter of comfort (utilized)	ICICI Bank Limited	12,748.0	14,530.2
Bond payment made during the period	ICICI Prudential Life Insurance Company Limited	500.0	—
Bank loan taken earlier and repaid during the period	ICICI Bank Limited	2,635.0	2,534.9
Maturity receipt of Preference Shares	ICICI Securities Limited	—	500.0
Purchase of Gsec	ICICI Securities Primary Dealership limited	101.9	—
Sale of Gsec	ICICI Securities Primary Dealership limited	49.9	—
Equity dividend	ICICI Bank Limited	1,318.8	1,422.9

28. The disclosure as per NHB circular no. NHB/ND/DRS/PoI-No. 35/2010-2011 dated October 11, 2010 is as under:

(i) Capital to risk assets ratio (CRAR)

S. No.	Items	As at March 31, 2015	As at March 31, 2014
1	CRAR %	27.01%	33.06%
2	CRAR - Tier I capital %	23.25%	27.34%
3	CRAR - Tier II capital %	3.76%	5.72%



(ii) Exposure to Real estate sector

Particulars	₹ in millions	
	As at March 31, 2015	As at March 31, 2014
<b>a) Direct exposure</b>		
i) Residential mortgages	53,914.9	45,547.1
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. (Individual Housing Loans up to ₹ 15 Lakhs – March 2015 - ₹ 11,929.4 million, March 2014 - ₹ 8,886.4 million)		
ii) Commercial real estate	23,114.4	20,878.3
Lending fully secured by mortgages on commercial real estates (office buildings, retail space multipurpose commercial premises, multi family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development & construction etc). Exposure would also include non-fund based (NFB) limits.		
iii) Investments in mortgage backed securities (MBS) & other securitised exposures	—	—
a) Residential	—	—
b) Commercial real estate	45.1	50.6
iv) Others ( These contains exposures not covered above)		
<b>b) Indirect exposure</b>		
Fund based & non fund based exposures on National Housing Bank (NHB) & housing finance companies (HFC's)	—	—

(iii) Asset Liability Management

Maturity pattern of certain types of items of Assets & Liabilities*	₹ in millions										
	1 Day to 30-31 Days (one mth)	Over 1 mth to 2 mth	Over 2 mths upto 3 mths	Over 3 mths to 6 mths	Over 6 mths to 1 Yr	Over 1 Yr to 3 Yrs	Over 3 Yrs to 5 Yrs	Over 5 Yrs to 7 Yrs	Over 7 Yrs to 10 Yrs	Over 10 Yrs	Total
<b>Liabilities</b>											
Borrowings from banks	1,273.6	111.2	961.1	2,124.9	6,920.9	11,860.4	3,622.0	—	—	—	26,874.1
Market borrowings (including CP & Bonds)	1,947.6	498.9	1,249.6	1,804.8	6,076.2	10,665.4	12,363.0	—	—	—	34,605.5
Fixed deposit	266.6	152.7	171.6	351.8	474.5	944.5	252.0	—	—	—	2,613.7
	<b>3,487.8</b>	<b>762.8</b>	<b>2,382.3</b>	<b>4,281.5</b>	<b>13,471.6</b>	<b>23,470.3</b>	<b>16,237.0</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>64,093.3</b>
<b>Assets</b>											
Advances	1,571.2	1,135.7	949.0	6,417.7	18,095.2	17,557.7	12,501.8	9,140.8	4,404.3	5,301.1	77,074.5
Investments	1,107.8	—	—	—	—	255.1	1,024.5	—	160.8	543.8	3,092.0
Fixed deposit	500.0	—	—	80.0	—	—	—	—	—	—	580.0
	<b>3,179.0</b>	<b>1,135.7</b>	<b>949.0</b>	<b>6,497.7</b>	<b>18,095.2</b>	<b>17,812.8</b>	<b>13,526.3</b>	<b>9,140.8</b>	<b>4,565.1</b>	<b>5,844.9</b>	<b>80,746.5</b>

\* Classification of assets and liabilities under different maturity buckets is based on the same estimates and assumption as used by the Company for compiling the return submitted to NHB.

29. Impairment of assets: As per management Accounting Standard (AS 28) would not apply to financial assets such as loans and advances as the same have been covered by provisions in accordance with guidelines on prudential norms issued by NHB. Further, the management assesses that there is no indication of impairment of Company's fixed assets and investments.
30. The Company has paid an amount of ₹ 5,000 as penalty (March 2014 - ₹ Nil) to NHB relating to operational aspects of fixed deposits.
31. **Expenditure in foreign currency**
- | Particulars                | ₹ in millions                |                              |
|----------------------------|------------------------------|------------------------------|
|                            | Year ended<br>March 31, 2015 | Year ended<br>March 31, 2014 |
| Consultancy and other fees | —                            | 1.3                          |
- (i) Income tax matters in appeal - ₹ 517.1 million (March 2014 - ₹ 315.1 million)
- (ii) Service tax matters in appeal - ₹ 0.7 million (March 2014 - ₹ 0.7 million)
- (iii) The contingent liability on account of claims filed against the company not acknowledged as debt is ₹ 8.7 million (March 2014 - ₹ 15.1 million).
- (vi) As per management, the company has good chances of winning the cases accordingly no provision for any liability has been made in the financial statement.
- (b) Commitments
- (i) Estimated amount of contracts remaining to be executed on capital account - ₹ 8.5 million (March 2014 - ₹ 7.8 million) (Net of advances - ₹ 8.1 million, March 2014 - ₹ 5.2 million)
- (ii) Commitment towards investment in Emerging India Fund ₹ 80.9 million (March 2014 - ₹ 104.6 million)
- (iii) Commitment towards part disbursement and non-disbursed sanctions amount to ₹ 3,167.8 million (March 2014 - ₹ 4,237.5 million) and ₹ 2,683.6 million (March 2014 - ₹ 2,541.3 million) respectively.

32. **Contingent liabilities and commitments not provided for:**

(a) Contingent liabilities

The Company is involved in various litigations, aggregating to ₹ 4,045.8 millions (₹ 2,808.8 as March 31, 2014) the outcome of which are considered possible and probable as at March 31, 2015. In respect of obligations which are considered probable, the company has made provision of ₹ 3,519.3 millions (₹ 2,477.9 as March 31, 2014) and for obligation which are possible, the contingent liabilities are as follows:

33. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification / disclosure.

FOR S.R. BATLIBOI & CO. LLP  
Firm's Registration no.: 301003E  
Chartered Accountants

per VIREN H. MEHTA  
Partner  
Membership no.: 48749

Place : Mumbai  
Date : April 21, 2015

For and on behalf of the Board

RAJIV SABHARWAL  
Chairman

MANINDER JUNEJA  
Vice-Chairman

PRATAP SALIAN  
Company Secretary

ROHIT SALHOTRA  
Managing Director and CEO

PANKAJ JAIN  
Chief Financial Officer