

**Notice of Extraordinary General Meeting**

To the Members:

Notice is hereby given that an Extraordinary General Meeting of the Members of ICICI Home Finance Company Limited will be held on Friday, August 19, 2016, at 11.00 a.m. at the Registered Office of the Company at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai-400 051 to transact the following business:

**Special Business:**

1. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149(9),197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, consent of the members of the Company be and is hereby accorded for payment of profit related commission to Non-executive directors of the Company not exceeding of ₹ 7,50,000/- each (exclusive of applicable service taxes) per annum or any of them in such amounts or proportions and in such manner as may be decided from time to time by the Board of Directors and such payments shall be made in respect of the profits of the Company for each financial year commencing from 1<sup>st</sup> April 2015 provided however that the aggregate commission paid to all Non-executive Directors of the Company shall not exceed one percent of the net profits of the Company calculated in accordance with the provisions of Companies Act, 2013 in respect of each financial year.

**RESOLVED FURTHER that** the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof and reimbursement of expenses for attending the Board and other meetings.

By Order of the Board of Directors of  
ICICI Home Finance Company Ltd.

Pratap Salian  
Company Secretary

Place: Mumbai.

Date: July 21, 2016

CIN: U65922MH1999PLC120106

Website: [www.icicihfc.com](http://www.icicihfc.com)

Email: [investor.relations@icicihfc.com](mailto:investor.relations@icicihfc.com)

Registered Office:

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

Notes:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 1 set out above is annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED, WHICH, IF INTENDED TO BE USED, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- c. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office between 10.30 a.m. To 12.30 p.m. on all working days from the date hereof up to the date of the Meeting.

### **Explanatory Statement under Section 102 of the Companies Act, 2013**

#### **Item No.1:**

The Companies Act, 2013, and dynamic business environment have placed more onerous responsibilities on the Non-executive Directors. Considering the roles and responsibilities of Non-executive Directors and with a view to align the remuneration payable to Non-executive directors with the industry standards, it is proposed to pay to all Non-executive directors, an annual profit related commission of ₹ 7,50,000/- per annum, for each financial year commencing from April 1, 2015, provided that such remuneration shall not exceed one percent of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 for or in respect of a financial year. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof. The nominee directors on the Board of the Company (including the Directors nominated by the Promoter on the Board) will not be paid profit related commission.

Accordingly, approval of the Members is sought under the applicable provisions of the Companies Act, 2013, subject to availability of net profits at the end of financial year for payment of remuneration by way of commission to the Non-executive Directors of the Company, for each financial year commencing from April 1, 2015 as set out in the Resolution at Item No. 1 of the Notice.

The Directors recommend the adoption of the Resolution at Item No. 1 of the Notice.

All the Non-executive independent Directors of the Company viz. Mr. Dileep Choksi, Mr. S. Santhanakrishnan and CA Mr. S. Santhanakrishnan and their relatives are concerned or interested in passing of this resolution. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the said Resolution.

As per the requirements of Secretarial Standard 2 issued by the Institute of Company Secretaries of India, please find details in appended Annexure in respect of the non-executive independent directors who are entitled for commission for FY2016.

By Order of the Board

Place: Mumbai  
Date: July 21, 2016

Pratap Salian  
Company Secretary

CIN: U65922MH1999PLC120106

Website: [www.icicihfc.com](http://www.icicihfc.com)

Email: [investor.relations@icicihfc.com](mailto:investor.relations@icicihfc.com)

**Registered Office:** ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051.

**PROXY FORM**  
**ICICI HOME FINANCE COMPANY LIMITED**

CIN: U65922MH1999PLC120106

Registered Office: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai- 400 051

Website: [www.icicihfc.com](http://www.icicihfc.com) Email: [investor.relations@icicihfc.com](mailto:investor.relations@icicihfc.com)

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

**EXTRAORDINARY GENERAL MEETING**  
Friday, August 19, 2016 at 11.00 a.m.

Name of the member(s):		E-mail id:	
Registered Address:		Folio No./ * Client Id:	
		*DP Id:	

I/We, being the member(s) of \_\_\_\_\_ shares of ICICI Home Finance Company Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra-ordinary General Meeting of the Company, to be held on Friday, August 19, 2016 at 11.00 a.m. at ICICI Bank Towers, Bandra- Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Optional**	
	For	Against
Special Business		
1. Ordinary resolution for payment of profit related commission to Non-executive Directors of the Company of ₹ 7,50,000/- each (exclusive of applicable service taxes) per annum.		

\* Applicable for investors holding shares in electronic form

Signed this ..... day of ..... 2016

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first proxy holder      Signature of second proxy holder      Signature of third proxy holder

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.

2. For the Resolution, Explanatory statement and Notes, please refer to the notice of Extra-ordinary General meeting.

\*\*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

4. Please complete all details including details of member(s) in the above box before submission.

ATTENDANCE SLIP  
**ICICI HOME FINANCE COMPANY LIMITED**

CIN: U65922MH1999PLC120106

Registered Office: ICICI Bank Towers, Bandra-Kurla Complex, Mumbai- 400 051

Website: [www.icicifhc.com](http://www.icicifhc.com) Email: [investor.relations@icicifhc.com](mailto:investor.relations@icicifhc.com)

EXTRA-ORDINARY GENERAL MEETING  
Friday, August 19, 2016 at 11.00 a.m.

I/We hereby record my/our presence at an Extraordinary General Meeting of ICICI HOME FINANCE COMPANY LIMITED at the Registered Office of the Company at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai – 400 051, on Friday, the 19<sup>th</sup> day of August, 2016 at 11.00 a.m.

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

Signature of the shareholder/proxy.....

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

**Annexure to Item 1 of the Notice**

Name	Mr. S. Santhankrishnan	Mr. Dileep Choksi	CA Mr. S. Santhanakrishnan
Age	71 years	66 years	65 years
Qualifications	M.Sc., CAIB (All India 2nd Rank), D.S.M (Bombay University) and Diploma in Training & Development (ISTD)	B.Com, L.L.B, (Grad) C.W.A and F.C.A.	Graduate in Science, Degree in Law, Fellow member of ICAI
Experience	Mr. S. Santhankrishnan worked with State Bank of India for 36 years in various departments and retired as Deputy Managing Director from SBI on March 2004. He was appointed as Executive Chairman of Credit Information Bureau India Ltd. (CIBIL) effective December 2004 for 3 years. He had closely worked with RBI, IBA, NHB and the top functionaries of all banks. He had introduced the concept of Credit Scores in India for the first time based solely on Indian demography and data that is standing in good stead now. He has also published articles on banking and credit related subjects in reputed finance journals and SBI's own journals.	Mr. Dileep Choksi is a Chartered Accountant by Profession and group mentor of C3 Advisors Pvt. Ltd. He has over 35 years of professional experience. He was formerly the Joint Managing Partner of Deloitte in India. In addition to tax and commercial law, his areas of practice have included the audit & assurance functions. In the field of banking, he has held the positions of director and member of advisory boards. He has dealt with multinational corporations and leading national enterprises.	CA Mr. S. Santhankrishnan has more than 3 decades of experience in Global Assurance and Consulting. He is a Specialist in cross border M&A services with hands on experience of serving on the committee of directors for overseeing post acquisition integration of a large listed company in USA. He is also a recognized thought leader at international conferences in Geneva, New York, London and Sri Lanka.
Date of first appointment on the Board	24/07/2008	25/09/2009	16/10/2014
Details of remuneration sought to be paid	Profit linked commission of ₹ 7,50,000 per annum which is within the limits prescribed under section 197 of the Companies Act, 2013.		
Remuneration last drawn (for FY 15-16)	Sitting fees of ₹ 5,40,000	Sitting fees of ₹ 4,40,000	Sitting fees of ₹ 4,00,000
Shareholding in the company	None	None	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
Number of Meetings of the Board attended	4	3	4

during the year			
Other Directorships	Easyaccess Financial Services Limited Reliance Capital Trustee Co. Limited Sundaram Clayton Limited TVS Credit Services Limited Axiom Cordages Limited Essar Steel India Limited Sundaram Auto Components Ltd.	Tata Housing Development Company Limited Lupin Limited ICICI Bank Limited Hexaware Technologies Limited AIA Engineering Limited Mafatlal Cipherspace Pvt. Ltd Miramac Properties Private Limited Arvind Limited Swaraj Engines Limited Datamatics Global Services Ltd.	IDBI Federal Life Insurance Company Limited Sands Chembur Properties Private Limited Extensible Business Reporting Language (XBRL) India Tata Reality and Infrastructure Limited Tata Housing Development Co Limited The Catholic Syrian Bank Limited Tata Coffee Limited Tata Global Beverages Limited The Eight O' Clock Coffee Company Consolidated Coffee INC PKF Sridhar & Santhanam, CA S&S Business Solutions (P) Limited PKF Consulting Private Limited Sands BKC Properties Private Limited PKF Sridhar & Santhanam LLP Sridhar & Santhanam LLP
Membership/ Chairmanship of Committees of other Boards	<b>Reliance Capital Trustee Co. Ltd.-</b> Audit Committee, Member <b>Sundaram Clayton Limited-</b> Audit Committee, Member <b>Axiom Cordages Ltd.-</b> Audit Committee, Member <b>Essar Steel Ltd.-</b> Stakeholder Grievance Committee, Member <b>Easy Access Financial Services Ltd.-</b> Nomination Committee, Member Audit Committee, Member CSR Committee, Member <b>Sundaram Auto Components Ltd.-</b> Audit Committee, Member	<b>ICICI Bank Limited-</b> Audit Committee, Alternate Chairman Fraud Monitoring Committee, Member Risk Committee, Member <b>Lupin Limited-</b> Audit Committee, Member <b>Hexaware Technologies Limited-</b> Audit, Governance and Compliance Committee, Chairman Banking, Investment, Operation & Forex Committee, Member Special Committee for Internal Automation, Member <b>Arvind Limited</b> Audit Committee, Chairman Board Nomination and Remuneration Committee, Member <b>Swaraj Engines Limited-</b> Audit Committee,	<b>IDBI Federal Life Insurance Company Limited-</b> Audit Committee, Chairman <b>Tata Coffee Limited</b> Audit Committee, Chairman Stakeholder's Relationship Committee, Chairman <b>Tata Global Beverages Limited</b> Audit Committee, Member Stakeholder's Relationship Committee, Member <b>Tata Housing Development Co Limited-</b> Audit Committee, Chairman

		Chairman <b>Tata Housing Development Co Limited-</b> Audit Committee, Member Board Nomination and Remuneration Committee, Member	
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