

Shelf Disclosure Document, Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and amendments thereto and private placement offer letter as per PAS-4 [pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014] of Companies Act, 2013

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ICICI Home Finance Company Limited
CIN: U65922MH1999PLC120106

Registered office: ICICI Bank Towers, Bandra – Kurla Complex, Mumbai–400 051
Corporate office: ICICI HFC Tower, Andheri Kurla Road, JB Nagar, Andheri (E), Mumbai–400 059
Website: www.icicihfc.com
Contact person: Pratap Salian, Company Secretary
Contact details: investor.relations@icicihfc.com
Tel: 022-4009 3480, Fax: 022-4009 3331

Shelf Disclosure Document (Information Memorandum) No: IHFC/Jun/FY20/MLD/1 dated June 11, 2019 as per the requirements of the provisions of Companies Act, 2013 and rules thereunder (as applicable) and Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and amendments thereto, for Private Placement of Unsecured Redeemable Senior Bonds in the nature of Debentures in the form of Market Linked Debentures (NCDs) up to ₹ 10.00 billion to be issued in various tranches based on the terms finalised by the issuer at the time of issuance. The bonds of face value ₹ 5,00,000 each with a minimum subscription of ₹ 10.0 million and above per investor, would be issued at par/discount to face value with an option of coupon payment/Zero coupon structure (Discount to Par/Par to Premium) as the terms of each issue may be finalised and communicated to the designated exchange by the issuer, before opening of the issue from time to time.

NOTE:

The bonds being issued under purview of current document are unsecured redeemable senior bonds in the nature of debentures (NCDs) and the Company hereby undertakes that it shall not create any security on receivables of the Company that are equivalent in value to the total outstanding NCDs raised under the proposed IMs. This restriction shall not be applicable to: (i) any charge on the Receivables already in existence as on the date of filing the IM, (ii) any charge created on Receivables with prior written consent of the Trustee. The NCDs will rank pari passu with all other existing unsecured and unsubordinated borrowings of the issuer.

The Board of Directors at its meeting dated April 30, 2019 has approved mobilising resources upto ₹ 120.00 billion for the year, of which ₹ 50.00 billion is proposed to be borrowed through issuance of various types of Non-Convertible Debentures. The shareholders of the Company at their meeting held on June 3, 2019 have approved aforesaid issuance of various types of Non-Convertible Debentures for upto ₹ 50.00 billion during the period of one year from the date of passing the resolution. The said resolution was passed in compliance with provisions of Companies Act, 2013. The proposed issue forms part of the above approved limits.

So long as the terms & conditions of the existing securities (under the respective issues) in the ISIN are not revised (i) otherwise than as may be required/permitted by regulations; or (ii) which results in breach of or violation of the regulation, which specifically precludes such revision, the Issuer reserves the rights entitled to add additional securities (for such additional amounts as

may be issued by the Company from time to time) to the existing ISIN from time to time with terms & conditions, which may be different from the existing securities under the respective issues under same ISIN. Such additional securities & their terms may be such as are permitted by regulation or not specifically precluded by regulations from time to time.

By signing the application form & making an application to subscribe to the securities to be issued by the Issuer, all subscribers of the securities in this ISIN & any of the subsequent holders who have acquired the said securities in the secondary market shall be deemed to have irrevocably given their consent to the Issuer to add such additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISIN from time to time with terms, which may be different from the terms of securities under respective issues existing under the said ISIN.

GENERAL RISKS: For taking an investment decision, the investors must rely on their own examination of ICICI Home Finance Company Limited (the "Issuer") and the Issue including the risks involved. The NCDs have not been recommended or approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this document. The external and internal risk factors that may impact the business of the issuer are detailed in section 1 (f) "Management's perception of risk factors" of this Information Memorandum.

CREDIT RATING:

For Principal Protected Market Linked Debentures

"CARE PP-MLD AAA/Stable "- Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

"CRISIL PP-MLD AAAr/Stable"-Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

The assigned rating by respective rating agency along with the date of rating will be specified for each tranche of NCDs issue in the Issue Details section forming the Part B of this Information Memorandum.

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal or suspension at any time by the assigning rating agency and each should be evaluated independently of any other rating. The ratings obtained are subject to revision at any point of time in the future. The rating agencies have a right to suspend, withdraw the rating at any time on the basis of new information, their surveillance etc.

DISCLAIMER:

This Information Memorandum, covering provisions of Companies Act 2013 with respect to submission of information under PAS 4 and under SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and amendments thereto for private placement of bonds is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the NCDs to be issued by Issuer.

The Debenture Trustee, "ipso facto" does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by investors for the Debentures/bonds."

Additional Disclosures and additional requirements for issuance of MLD's

DISCLAIMER STATEMENT FROM THE ISSUER

The Issuer confirms that the information contained in this Disclosure Document is true and correct in all material respects and is not misleading in any material respect. All information considered adequate and relevant about the Issue and the Issuer has been made available in this Disclosure Document for the use and perusal of the potential investors and no selective or additional information would be available for a section of investors in any manner whatsoever. The Issuer accepts no responsibility for statements made otherwise than in this Disclosure Document or any other material issued by or at the instance of the Issuer and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

This Disclosure Document has been prepared to provide general information about the Issuer and the Issue to potential investors to whom it is addressed and who are willing and eligible to subscribe to the NCDs. This Disclosure Document does not purport to contain all the information that any potential investor may require. Neither this Disclosure Document nor any other information supplied in connection with the NCDs is intended to provide the basis of any credit or other evaluation and any recipient of this Disclosure Document should not consider such receipt a recommendation to purchase any NCDs. Each Investor contemplating purchasing any NCDs should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the NCDs and should possess the appropriate resources to analyse such investment and the suitability of such investment to such investor's particular circumstances.

DISCLAIMER BY ISSUER ON VALUATION

The Valuation reflects the independent views of the Valuation Agent. It is expressly stated that the valuation is not the view of the Issuer or its affiliates. The Issuer has not reviewed the Valuation and is not responsible for the accuracy of the Valuations. The Valuations provided by the Valuation Agent, and made available on the website of the Issuer and the Valuation Agent do not represent the actual price that may be received upon sale or redemption of the Debentures. They merely represent the Valuation Agent's computation of the valuation which may in turn be based on several assumptions.

DISCLAIMER BY THE VALUATION AGENT

Market Linked Debenture Valuation provided by the Valuation Agent reflects the Valuation Agent's opinion on the value of the Market Linked Debenture on the Valuation Date and does not constitute an audit of the Issuer by the Valuation Agent. The Valuation is based on the information sought from and provided by the Issuer or obtained by the Valuation Agent from sources it considers reliable. The Valuation Agent does not guarantee the completeness or accuracy of the information on which the Valuation is based. The Valuation Agent specifically states that the Valuation is an indicative value of the Debenture on the Valuation Date and can be different from the actual realizable value of the Debenture. The Valuation does not comment on the market price of the Market Linked Debentures or suitability for a particular investor. The Valuation Agent is not responsible for any errors and especially states that it has no financial liability whatsoever to the investor/users of the Valuation. In the event of early redemption/buy back/ any other premature exit, investors may choose to contact the Issuer directly or through their intermediaries (through whom investments in the Specified MLDs were made) or, in the alternative, follow the procedure as set out in the relevant Offer Document.

DISCLAIMER OF THE DISTRIBUTOR/ADVISOR/INTERMEDIARY

It is advised that the Issuer Company has exercised self-due-diligence to ensure complete compliance of prescribed disclosure norms in this Shelf Disclosure Document. The role of the Advisor in the assignment is confined to marketing and placement of the Debentures on the basis of this Shelf Disclosure Document as prepared by the Issuer Company. The Distributor has neither scrutinized/ vetted nor has it done any due diligence for verification of the contents of this Shelf Disclosure Document. The Distributor shall use this document for the purpose of soliciting subscription to eligible investors in the Debentures to be issued by the Issuer Company on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Distributor should not in any way be deemed or construed that the document has been prepared, cleared, approved or vetted by the Distributor; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer Company. The Distributor or any of its directors, employees, affiliates or representatives does not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this document.

Risk related to Market Linked Debentures

- a. The securities are created based on complex mathematical models and may involve multiple derivative exposures which may or may not be hedged and the actual behavior of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models.
- b. The principal amount is subject to credit risk of the issuer whereby the investor may or may not recover all or part of the funds in case of default by the issuer.
- c. The valuation as may be provided by the valuation Agency, on the website of the Issuer and the valuation agency or otherwise, do not represent the actual price of the Debenture that may be received upon sale of redemption of debentures. They merely represent the valuation agency's computation of the valuation which may in turn be based on several assumptions. A debenture holder understands and is aware that the valuation is not in any manner reflective of the actual returns that can be obtained by such Investor on debenture.
- d. The return on an investment in the debentures (which are linked to securities) may differ from the return an investor might earn on a direct investment in the securities over a similar period.
- e. The terms of instrument specify that the payments to investors will not be fixed, and will be linked to an external variable e.g government security price. This could result in variability in payments, because of adverse movement in value of the external variable. The risk of such adverse movement in price/value is not addressed by any rating.

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1. GENERAL INFORMATION

A. Name, address, website and other contact details of the Issuer

Details	Issuer	Debenture Trustee*	Registrar To Issue
Name	ICICI Home Finance Company Limited	Axis Trustee Services Limited	Datamatics Business Solutions Ltd.
Registered Office	ICICI Bank Towers, Bandra-Kurla Complex, Mumbai- 400 051	Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025	Plot No. B-5, Part B Crosslane, MIDC, Andheri (East), Mumbai- 400 093
Corporate & Communication Office Address	ICICI Home Finance Company Limited ICICI HFC Tower, Andheri Kurla Road, JB Nagar, Andheri (E), Mumbai – 400 059	The Ruby, 2 nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai - 400028	Plot No. B-5, Part B Crosslane, MIDC, Andheri (East), Mumbai- 400 093
Tel No Fax No Website	022-40093480 022-40093331 www.icicifhc.com	022-62300451 022-62300700 www.axistrustee.com	022-66712196 022-66712209 www.datamaticsbpo.com
Contact Person	Pratap Salian - Company Secretary	Abbas Zaidi - Chief Operating Officer	Sunny Abraham- GM – operations
Email	investor.relations@icicifhc.com	debenturetrustee@axistrustee.com	Sunny_abraham@datamaticsbpm.com

Chief Financial Officer of the Issuer	Company Secretary & Compliance Officer of the Issuer	Auditors of the Issuer	Credit Rating Agency (-ies) of the Issue
Vikrant Gandhi ICICI Home Finance Company Limited ICICI HFC Tower, Andheri Kurla Road, J B Nagar, Andheri (E) Mumbai – 400 059	Pratap Salian ICICI Home Finance Company Limited ICICI HFC Tower, Andheri Kurla Road, J B Nagar, Andheri (E) Mumbai – 400 059	Manoj Kumar Vijai, Partner B S R & Co. LLP 5th Floor, Lodha Excelus, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai – 400011	CRISIL CRISIL House Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400 076 Credit Analysis & Research Limited. 4th Floor, Godrej Coliseum, Somaiya Hospital Rd, Off Eastern Express Highway, Sion (East), Mumbai – 400 022

* Axis Trustee Services Limited through its letter no ATSL/CO/19-20/0031, dated May 29, 2019 has consented to act as trustee for the proposed issue of the issuer. The copy of captioned consent letter is attached as Annexure 3 of the Information Memorandum.

B. Date of incorporation of the Issuer

Issuer was incorporated on May 28, 1999.

C. Business carried on by the Issuer and its subsidiaries and details of branches or units, if any

i. Brief History

Issuer is a deposit taking housing finance company registered with National Housing Bank (NHB). The Issuer is a wholly owned subsidiary of ICICI Bank Ltd.

Issuer was incorporated on May 28, 1999, as a wholly owned subsidiary of erstwhile ICICI Personal Financial Services Limited. Issuer obtained its certificate of commencement of business on July 9, 1999. Subsequently, it became a wholly owned subsidiary of the erstwhile ICICI Ltd. with effect from November 22, 1999. Following the merger of erstwhile ICICI Ltd. with ICICI Bank Ltd., Issuer became a wholly owned subsidiary of ICICI Bank Ltd.

ii. Overview

The Issuer's business activities consist of primarily housing finance including other retail loans and mortgage loans to customers, corporate loans to real estate developers and other lending businesses, distribution of third party products and fee-based products and services.

Long-term mortgage loans to individuals and corporations and construction finance to builders are secured by a mortgage of the property. Housing loans are extended for maturities generally ranging from five to twenty years and a large proportion of these loans are at floating rates of interest. This reduces the interest rate risk of the issuer. Any change in the benchmark rate to which the rate of interest on the home loan is referenced is effected on to the borrower on the first day of the succeeding quarter or the succeeding month, as applicable. Any decrease in the rate of interest payable on floating rate home loans is generally effected by an acceleration of the repayment schedule, keeping the monthly installment amount unchanged. Any increase in the rate of interest payable on floating rate home loans is effected by either a prolongation of the repayment schedule, keeping the monthly installment amount unchanged or by changing the monthly installment amount based on certain approved criteria.

Issuer provides finance for purchase of homes and consultancy services for real estate businesses. It acts as a facilitator for retail customers, both prospective buyers and sellers. As part of the corporate property services, Issuer acts as a real estate consultant to developers and corporate clients providing customized real estate solutions to meet specific client requirements, for example, rent securitisation, joint venture structuring, sale and lease back transactions and investments and research.

The Issuer also offers specialized service of real estate valuation. The team comprises of civil engineers, graduates / post graduates with in-depth knowledge & experience in construction and valuation industry.

Product / Service Offering

Products offered to customers in the retail housing loan sector include:

Home Loans - Home Loans are given for acquisition or construction of residential property and purchase of land and construction thereon to all categories of borrowers. The loans are extended for under construction or ready for possession or resale properties. The residential property is taken as the security for the loan by creating an equitable mortgage by deposit of the title deeds.

Home Improvement Loans - Home Improvement Loans are extended for the purpose of painting, tiling and flooring, grills and windows, plumbing and sanitary work, structural changes, external repairs, water proofing, boundary wall construction, construction of underground or overhead tanks etc. The property on which the improvement work is to be done is taken as the security for the loan by creating an equitable mortgage by deposit of the title deeds.

Home Equity Loans - Home Equity Loans are given against residential and commercial properties. The loan can be utilized for the purpose of business, education, marriage, medical treatment and other personal needs. An end use letter is taken from the customer specifying the final use of the borrowed funds. The property is taken as security for the loan by creating an equitable mortgage by deposit of title deeds.

Office Premises Loans - Office Premises loans are extended for the purpose of purchase, construction, extension, improvement of an office, shop, clinic or nursing home. The commercial property is taken as the security for the loan by creating an equitable mortgage by deposit of the title deeds.

Loan to NRI - Loans are given to non-resident Indians for acquisition/construction of a residential property, purchase of land and construction thereon for residential purpose and home improvement loan. The property is taken as the security for the loan by creating an equitable mortgage by deposit of the title deeds.

Corporate finance for real estate requirements is extended based on the financial strength of the borrowing entity. The product line for the non-retail segment for real estate financing includes construction finance and lease rental discounting. Construction finance is given to developers or builders for project acquisition and construction costs. Lease rental discounting facility is given to corporates to unlock the value from leased premises.

Real Estate Transaction Services and Consulting

Home Search - Home Search division of Issuer acts as the facilitator for retail customers, to buy, sell and / or lease residential properties. Issuer acts as the intermediary between prospective buyers and sellers or owners and prospective tenants

Corporate Property Services - The corporate property services is primarily a real estate transaction services business of Issuer. It provides Transaction services in various segments including:

- Sale and leasing services for commercial, retail and industrial space.
- Investment consulting services for clients through financial analysis of investment deals, offering possible investment opportunities based on the quantum to be invested, analysing investment horizon and expected returns, providing report on future outlook on prices, government incentives, growth potential, supply and demand situation and conducting due diligence and negotiations.

- Facilitating rent securitization to meet the financial needs of clients and helping in securitizing their cash flows from the rentals.
- Conducting market research studies, feasibility studies, and portfolio strategy for real estate holdings to gauge the future of real estate demand and facilitate corporates in real estate decision-making.
- With more and more developers keen on participating in Joint Ventures with other clients, Issuer would map the requirements of both the sides in structuring a deal, which would be of the mutual benefit to both the groups.

Mortgage Valuation Group (MVG) – The MVG group facilitates the business mortgage group and external clients providing them with the fair market value of the properties ensuring that the properties which are taken as security are adequate and thus avoid errors due to over valuation. Host of services offered by them are as follows:

- Valuation of the property across key markets
- Feasibility Study for Land Banks
- Monitoring Funded Properties

iii. **Details of Branches at May 31, 2019**

Sr. No.	State	Branch Name	Complete Address
1	Telangana	Hyderabad-Kukatpally	ICICI Home Finance Company Limited, Plot No-69 & 70, Dharma Reddy Colony, Kukatpally, Hyderabad – 500072
2	Telangana	Hyderabad – Gachibowli	C/o, ICICI Bank Ltd Nanakramguda Village, Ranga Reddy District, Survey No 115/27, Plot no 12- 17, Gachibowli, Manikkonda, Hyderabad - 500032. A.P.
3	Telangana	Karimnagar	C/o, ICICI Lombard GIC Ltd. Hno.8-7-308, 2nd Floor, Kothirampur Karimnagar- 505001.
4	Andhra Pradesh	Ongole	Vasu Plaza, Opp: Karur Vysya Bank, Kurnool Road, Ongole-523001
5	Gujarat	Bhuj	ICICI HFC LTD C/o. ICICI Lombard GIC Ltd Pooja Complex, station road, Bhuj – 370001
6	Gujarat	Rajkot	ICICI HFC Ltd, C/o ICICI Lombard GIC Ltd, Third Floor, Orbit Plaza, Near Swami Vivekanand Statue, Dr.Yagnik Road, Rajkot 360001
7	Karnataka	UDUPI	ICICI Home Finance Co. Ltd C/o ICICI Prudential Life Insurance Co. Ltd, Mahalasa Tower, 1st floor, Opp to taluk office, Court Road, Udupi-576104
8	Kerala	Kottayam	ICICI Home Finance Co. Ltd. C/o, ICICI Lombard, 1st Floor, Trade Centre, Shastri Road, Kottayam-686001

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9	Madhya Pradesh	Dhar	ICICI Home Finance Co. Ltd. C/o, ICICI Bank Ltd 58 59, Silver Hills Colony, NH 59, Indore Ahemdabad Road, Dhar, Madhya Pradesh. Pin- 454001
10	Madhya Pradesh	Sagar	ICICI HOME FINANCE CO.LTD C/O ICICI BANK LTD OPP.PANCHWATI HOTEL JABALPUR HIGHWAY ROAD MAKRONIA DIST SAGAR 470004
11	Maharashtra	Kolhapur	ICICI Home Finance Co. Ltd. Vasant Plaza, Bagal Chowk, Rajaram Road, Kolhapur – 416008.
12	Maharashtra	Pune-Main	ICICI Home Finance Co. Ltd. 1187/22 Venkatesh Meher, Ghole Road, Shivaji Nagar, Pune – 411005
13	Maharashtra	Solapur	ICICI Home Finance Co. Ltd. C/o, ICICI Bank Ltd. Beskar Towers, Mahaveer Chowk, Hotgi Raod, Solapur – 413003.
14	Maharashtra	ULHASNAGAR	ICICI HOME FINANCE CO LTD. B-002, GROUND FLOOR, REGENCY PLAZA, SHANTI NAGAR, NR. WALDHUNI BRIDGE, ULHASNAGAR – 421003
15	Rajasthan	Ajmer	ICICI Home Finance Co. Ltd, Rajvansh Nissan, Opp. Patel stadium, Jaipur road, Ajmer – 305001.
16	Rajasthan	Dausa	ICICI Home Finance Co. Ltd, C/o ICICI Bank Ltd. Gram seva Sadan, Lalsot Road, Dausa, Rajasthan- 303303
17	Rajasthan	Udaipur	ICICI HFC Limited C/o, ICICI Lombard GIC Ltd 3rd Floor, Meera Complex Plot No. 1, Sardarpura Udaipur-313001.
18	Tamil Nadu	Salem	ICICI Home Finance Co. Ltd. Swarnambigai Plaza, Omluer Main Raod, Salem-636009
19	Uttar Pradesh	Shahjahanpur	Municipal No. 218,122 & 123, Sadar Bazar, Town Hall Road, Shahjahanpur-242001
20	Maharashtra	Virar	C/o ICICI BANK LTD, MANIBAI GOPAL RESIDENCY, 1st FLOOR, NARANGI BYPASS ROAD, NEAR NEW VIVA COLLEGE, VIRAR WEST, THANE 401303
21	Tamil Nadu	Ambattur	ICICI Home Finance Co Ltd, C/o, ICICI Bank Ltd. ICICI Towers, 2nd Floor, West Wing, HFC Division, No: 24, South Phase, Ambattur Industrial Estate, Ambattur, Chennai - 600058
22	CHATTISGARH	Durg	ICICI HOME FINANCE CO. LTD. C/o ICICI BANK LTD,STATION ROAD, NEAR NIRANKARI FURNITURES, DURG – 491001 (CHATTISGARH)
23	Tamil Nadu	Tirunelveli	ICICI Home Finance Co. Ltd. C/o ICICI Lombard GIC Ltd, Thiripura Arccade No. 75A, Trivandrum High Road, Palayamkottai, Tirunelveli – 627002

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24	Maharashtra	Mumbai-Bhandup	ICICI Home Finance Co. Ltd. Unit no F-109, First Floor, Eastern Business District, Near Petrol Pump, L.B.S Marg, Bhandup West, Mumbai – 400078
25	Maharashtra	Ahmednagar	Office no. 203, 2nd Floor, Sai Midas, Opp. Patiyala House, Nagar, Manmad Poad, Savedi, Ahmednagar- 414003
26	NCR	West Delhi – Janakpuri	ICICI Home Finance Co. Ltd B-1/4, Ground Floor, Community centre Janakpuri, New Delhi – 110058
27	Haryana	Panchkula	SCO no 397, 1st Floor, Sector-20, Urban estate, Panchkula, Haryana -134116
28	Maharashtra	Badlapur	ICICI Home Finance Co. Ltd. Vikash Galaxy, Shop No. 103 & 104, First Floor, Sanewadi, Railway Station Road, Badlapur(W), Maharashtra 421503
29	Karnataka	Gulbarga	Dr Savitha Commercial Complex, 1st Floor, Above Idea Showroom, #2/907/23/2, Opp to Badaveshwara Hospital, Sedam Road, Gulbarga – 585105
30	Gujarat	Mehsana	ICICI Home Finance Co. Ltd. 1st Floor, Shakti Business Centre, Above united bank, Mehsana Highway, Mehsana – 384002
31	Karnataka	Bangalore-Whitefield	ICICI Home Finance Co. Ltd. SUNDARI ARMADALE, 1st Floor, No. 181, Whitefield Main Road, Whitefield, Bangalore - 560 066
32	Madhya Pradesh	Bhopal	ICICI Home Finance Co. Ltd. Z-18, zone -1, M P Nagar, Bhopal – 452001
33	Maharashtra	Aurangabad	ICICI Home Finance Co. Ltd. Plot No -159, 1st Floor, office no. 101, Manohar Space Landmarks, Samath Nagar, Aurangabad -431001
34	Rajasthan	Jaipur	ICICI Home Finance Co. Ltd. Ground Floor, S-32, JDA Market, Gopalpura, Mansarovar Link Road, Near Ridhi sidhi Sweets .Jaipur -302018
35	Uttar Pradesh	Meerut	ICICI Home Finance Co. Ltd. 307/1, 1st Floor, Mangal Pandey Nagar, Meerut - 240002
36	Gujarat	Vapi	ICICI Home Finance Co. Ltd. Unit no- 03, 1st Floor, Shanti Complex, Plot No P-50/1, G.I.D.C. B/H 21th century hospital Vapi – 396195
37	Chandigarh	Chandigarh	ICICI Home Finance Co. Ltd. 2nd Floor, SCO 337-38, Sector 35-B, Chandigarh – 160022
38	Punjab	Patiala	ICICI Home Finance Co. Ltd. JTS Estate, Showroom No. 3, Bhupindra Road, Patiala - 147001
39	Punjab	Jalandhar	ICICI Home Finance Co. Ltd. 3-A, 1st Floor, City Center building, Massand Chowk, Model Town, Jalandhar-144003

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40	Rajasthan	Bhiwadi	ICICI Home Finance Co. Ltd. Shop no. A-16, Commercial Complex, Bhagat Singh colony, Alwar Bypass, Bhiwadi - 301019
41	Haryana	Karnal	ICICI Home Finance Co. Ltd. Plot no. 45-46, 1st Floor, Sat Kartar Complex, 45, Wazir Chand Colony, opp Mughal Canal Foutain Chowk, Karnal - 132001
42	NCR	Ghaziabad (Kaushambi)	ICICI Home Finance Co. Ltd. Plot No 17/18, 1st Floor, Vishwakarma Complex, Behind Yashoda Hospital, Koushombi Ghaziabad- 201010
43	NCR	North Delhi – Pitampura	ICICI Home Finance Co. Ltd. 302-303, 3rd Floor, Pearl bert Hights-I, Netaji Subhash Place, Wazirpur, Pitampura Delhi - 110034
44	Andhra Pradesh	Kurnool	ICICI Home Finance Co. Ltd. Shop.no 8 & 9,1St Floor, Beside ICICI bank ltd, Park Road, Kurnool- 518001
45	Haryana	Sonepat	ICICI Home Finance Co. Ltd. Sudha Complex, 159/20, 1st Floor, Atlas Road, Near Subhash Chowk, Sonipat - 131001
46	NCR	South Delhi - Lajpat Nagar	ICICI Home Finance Co. Ltd. O/15, Lajpat Nagar 2, Second Floor, New Delhi - 110024
47	Karnataka	Mysore	ICICI Home Finance Co. Ltd. Sri Raghavendra Mansion, # 2767/B, New No. 83/B, Kantharaj urs road, 1 main, Saraswathipuram, Mysore – 570009
48	Andhra Pradesh	Kakinada	ICICI Home Finance Co. Ltd. D. No.13-1-54, 1st Floor. Dr. N. V. Ramesh Complex, Ramayya Street, main Road, Kakinada – 533001
49	Rajasthan	Jodhpur	ICICI Home Finance Co. Ltd. Hope Tower, 1st floor, Office no.-683 B Sardarpura 9th C-D road, Jodhpur - 342003
50	Haryana	Yamunanagar	ICICI Home Finance Co. Ltd. SCO no -121, Sector 17, First Floor, Commercial Belt, Jagadhari road, Yamuna nagar – 135003
51	Madhya Pradesh	Indore - Navlakha	Office no -106,1st Floor, Pukhraj Corporate, Navlakha Indore – 452001
52	NCR	Noida	ICICI Home Finance Co. Ltd. N-7, 2nd Floor, Sec-18. Noida - 201301
53	NCR	Central Delhi - Karol Bagh	ICICI Home Finance Co. Ltd. 1st Floor, XVI / 10200, 13/30 Beadon Pura, Padam Singh road, Karol Bagh, Delhi-110005.
54	Punjab	Bhatinda	ICICI Home Finance Co. Ltd. Shop No. 132, First floor on top of SBI, GT Road, Bhatinda – 151001
55	Rajasthan	Pali	ICICI Home Finance Co. Ltd. Plot no. 1,2,15 & 16, Mehar Plaza 1st floor, 294, Veer Durgadas Nagar, Pali, Rajasthan 306401Mehar Plaza 1st floor, 294, Veer Durgadas Nagar, Pali, Rajasthan 306401

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56	Maharashtra	Pune - Wakad	ICICI Home Finance Co. Ltd. Office no. 101, first floor Fortune Business Centre, Near Ambience Hotel, Kaspate Wasti, Wakad Pune - 411057
57	Maharashtra	Sangli	ICICI Home Finance Co. Ltd. Office no 201, 2nd Floor, C. S. No. 13604/80, Siddhivinayak House, Near Hotel Ambesador, Sangli Miraj Road, Sangli – 416416
58	Maharashtra	Ratnagiri	ICICI Home Finance Co. Ltd. KOHINOOR PARADISE , 2nd Floor, Survey no 284 , Office no 202, Shivaji Nagar, Ratnagiri 415614
59	Tamil Nadu	Tiruppur	ICICI Home Finance Co. Ltd. Door No.66, 1st Floor, G.G Towers, Kumaran Road, Opp. Town Hall, Tirupur - 641601
60	Chandigarh	Mohali	ICICI Home Finance Co. Ltd. First Floor, SCF 125, Phase 7/Sector 61, SAS Nagar, Mohali, Punjab – 160061
61	Haryana	Panipat	ICICI Home Finance Co. Ltd. City Square, 1st Floor, Plot no. 932/935, Opposite IB Collage, GT Road, Panipat – 132103
62	Rajasthan	Bhilwara	ICICI Home Finance Co. Ltd. 1st Floor, A-Block, Shop No. 8, S.K. Plaza, Above Airtel, Pur Road, Bhilwara-311001
63	Rajasthan	Bikaner	ICICI Home Finance Co. Ltd. Plot no. 14, G. K Tower, Ambedkar Circle, Bikaner- 334001
64	Uttar Pradesh	Agra	ICICI Home Finance Co. Ltd. OFFICE NO--8, 2nd Floor, Sumriddhi business suites, 38/4A, Sanjay Place Agra – 282002
65	West Bengal	Kolkata-AJC Bose Road	ICICI Home Finance Co. Ltd. 8/1A, 2nd Floor, Sir William Jones Sarani (formerly 8/1, Middleton Row), Kolkata – 700071
66	Maharashtra	Boisar	ICICI Home Finance Co. Ltd. 1st Floor, Harmony Plaza, PO2/147-148, Opp. SBI, Boisar, Dist- Palghar - 401501.
67	Telangana	Khammam	ICICI Home Finance Co. Ltd. 1st floor, Srinivasa Complex, H. No. 15-7-632/3/A, Plot No.3, Khanapuram Haveli, Rotary nagar, Khammam - 507002
68	Karnataka	Bangalore-JPNagar	ICICI Home Finance Co. Ltd. Shop no. 1316/C, 2nd Floor, 9th Cross, 9th Main, Opp to Tirumalagiri Venkateshwara Temple, J P Nagar, 2nd Phase Abv. Central Bank, Bangalore - 560078
69	Tamil Nadu	Trichy	ICICI Home Finance Co. Ltd. 2nd floor, No: 75 D, Laxmi Vaults, Plot - A-8, Salai Road, Thillai Nagar, Tiruchirappalli - 620018

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70	Andhra Pradesh	Tirupati	ICICI Home Finance Co. Ltd.#23-8-156/A, 1st floor, R. R. Enclave, New Balaji Colony, AIR Bypass Road, Above ICICI Bank, Tirupati - 517502
71	Gujarat	Ahmedabad – Nikol	ICICI Home Finance Co. Ltd. Showroom no. 2, First Floor, Office no. B-120, Shantniketan business Park, Gangotri circle, Nikol, Ahmedabad-382350
72	Haryana	Hissar	ICICI Home Finance Co. Ltd. SCO 154, 1st Floor, Red Square Market, UE-1 Near Telephone exchange Hisar - 125001
73	Uttarakhand	Dehradun	ICICI Home Finance Co. Ltd. 301, 3rd Floor, Shri Ram Arcade, Old Municipal No. 74, Rajpur Road, Dehradun, Uttarakhand PIN: 248009
74	Karnataka	Bangalore-Yeshwantpur	ICICI Home Finance Co. Ltd. # 165 & 166, 1st Floor, Manjunatha Chambers, Shankar Nagar, Main Road, Mahalakshmiapuram, Bangalore – 560096
75	Kerala	Kochi	ICICI Home Finance Co. Ltd. Shop No. 34/514, 1st Floor, Chollampattu Building, Edappally Toll Junction, Kochi – 682024
76	Gujarat	Vadodara	R S No. - 95, 2nd floor, Alpha, 16-A, Sudhanagar Society, Jetalpur Road, Vadodara – 390007
77	Maharashtra	Nagpur	1st Floor, Gokul Roshan, Plot No 25 & 26, Zenda Chowk, Dharampeth, Nagpur -440001
78	Madhya Pradesh	Indore Main - MG Road	Office no. 105/101, Plot no. 582, 1st Floor, ARU Plaza,, M G Road, Indore - 452001
79	Uttar Pradesh	Lucknow	Eldeco Corporate Chamber Hall – 1, Ground Floor, Vibhuti Khand, Gomti Nagar, Lucknow – 226010
80	Maharashtra	Latur	2nd Floor, Sonvane Complex, Beside kamdar petrol pump, Mini market, Main Road, Latur – 413512
81	Gujarat	Surendranagar	Shop no. 7-8, 1st Floor, Labh 1, Bus stand Road, Opp. M P Shah Arts of Science College, near Kotak Bank, Surendranagar – 363001.
82	NCR	Faridabad	1st floor, Sco - 89, Sec-16, Shopping Center of Urban estate, Faridabad Huda Market-121002
83	Kerala	Kollam	Shop No. V/1165-351C, Ground Floor, SM Towers, Pallimukku Jn, Kollam – 691010
84	Punjab	Hoshiarpur	Unit No. "S.F.-4, Second Floor, "J's EmiNent Mall" Complex, Sutehri Road, Hoshiarpur (Punjab)-146 001
85	Haryana	Sirsa	1st Floor, Garg Tower, Maa Laxmi, near deep hotel/ICICI bank building, Dabwali road, Sirsa – 125055
86	Maharashtra	Nashik	1st Floor, Indira Heights near Pramod Mahajan Garden Opposite to Dongri Vasti Gruh Old Gangapur Naka Nashik 422005

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87	Chhattisgarh	Raipur	SKY Park, Ground floor, Unit no. 1, Near canal road Raipur - 492001
88	Gujarat	Anand	Shop no.106, 1st Floor, Shree Ram Shikhar, New Station Road, Anand - 388001
89	Rajasthan	SriGanganagar	Shop No 91-92 New Cloth Market , Sri Ganganagar, Rajasthan 335001
90	Karnataka	Mangalore	G 14, 4-1-218/23(1), 1st Floor, Aditya Commercial Complex, Near KSRTC Bus Stand, Bejai, Mangalore -575004
91	Gujarat	Bhavnagar	office no. 201, Second floor, Plot no. 8/B, Gijiubhai Badheka Marg, SF, Opp. dakshivamurti school waghawadi road Bhavnagar – 364002
92	Kerala	Thrissur	Prasad Arcade, 1st Floor, Building No. 28 / 127 / 5, Patturakkal Junction, Shornur Road, Thrissur - 680022
93	Bihar	Patna	401, 4th Floor, Kanak Brajraj complex, Dhakkanpura, Kavi Raman Path, Patna – 800001
94	Karnataka	Belgaum	CTS No. 3414, 1st Floor, Anant Plaza , Samdevi Galli, Khade Baazar, Near Bogarves circle, Belgaum - 590002
95	Andhra Pradesh	Visakhapatnam	Ground Floor, 47-9-14, Ganta Arcade, 3rd lane, Dwarakanagar, Vishakapatnam, A.P. 530016
96	Rajasthan	Alwar	1st Floor, SONI TOWER, ROAD NO. 2, NEAR MEO BOARDING, ALWAR – 301001
97	Gujarat	Surat	410, 4th Floor, MILESTONE VIBRANT, OPP. APPLE HOSPITAL, UDHNA DARWAJA, SURAT- 395002
98	Maharashtra	Amravati	Shop no. 301, 302, 303, 3rd Floor, Next Level Mall, in front of hotel Grand Mehfill, camp road, Amravati – 444601
99	Madhya Pradesh	Hoshangabad	1st Floor, Nazul Sheet no 51, Plot no. 1/2/17 and 1/2/18, Hari Chhaya, Vivekanand Ghat, Kothi Bazar Road, Hoshangabad – 461001
100	Rajasthan	Kota	Plot No.1, 1st Floor, Sahyog Bhawan, Aerodrome Circle, Kota - 324007
101	Tamil Nadu	Madurai	No 38/1, Second floor, Sri Lakshmi Nivas, Krishna Rao tank street, Madurai, Tamilnadu - 625001
102	Haryana	Ambala	Shanti Complex, 1st Floor, Building no. 4307/12-14, Jagadhari Road, opp. Civil Hospital, Ambala Cantt – 133001
103	Andhra Pradesh	Guntur	Supriya Towers, 1st floor D. no. 5-37-155, 4/15 Brodipet, Guntur, Andhra Pradesh 522002
104	Haryana	Rewari	1st Floor, SCO- 123A, Brass Market Rewari, Haryana – 123401
105	Tamil Nadu	Chennai – Annanagar	2nd Floor, AB-106, Old No :134, 4th Avenue, Shanthi Colony, Annanagar, Chennai-600040

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106	Andhra Pradesh	Vijayawada	40-1-129/1, 2nd floor, RCC building, Mahatma Gandhi Road, Chandramoulipuram, Vijayawada – 520010
107	Rajasthan	Sikar	Bhaskar Heights Building, 4th Floor Front Facing, Office No. 1 Near Kalyan Hospital, Silver Jubilee Road, Sikar - 332 001 Rajasthan.
108	Andhra Pradesh	Nellore	1ST FLOOR, Unit No. 5, Shridhar's Krishna Towers, 26-15-27, iskon city, ward no.26-1, Nellore City, Pin - 524004
109	Madhya Pradesh	Gwalior	The Empire"Office # F-05, At First Floor, 33-City Centre, Near Tax Buldg., opp. Madhav Rao Scindia Park, Gwalior (MP) PIN 474011
110	Orissa	Bhubaneswar	96, Janpath, Second floor, Kharavela Nagar, Bhubneswar-751001
111	Kerala	Kottayam	W Mall Building, 2nd Floor Wexco Homes , Kanjikuzhi , Kottayam – 686004
112	Maharashtra	Vashi	A-101, 1st Floor, BSEL Tech Park, Plot No. 39/5 & 39/5A, Opp Vashi Station, Sector 30A, Vashi, Navi Mumbai-400703.
113	Uttar Pradesh	Allahabad / Prayagraj	200/45/4, 1st Floor, Indira Arcade, Mahatma Gandhi Marg, Civil Lines, Allahabad – 211001
114	Telangana	Hyderabad- Secunderabad	Ground floor, Usha Kiram Complex, S.D.Road, Secunderabad 500003
115	Telangana	Hyderabad-Dilsukhnagar	1st Floor, #NO. 16-11-20/7/A, OPPOSITE T.V.TOWER, MALAKPET, HYDERABAD – 500036
116	Tamil Nadu	Chennai - T Nagar	3rd Floor, M.T.Rajen's square, No.40, Bazullah Road, T.Nagar, Chennai - 600017.
117	NCR	Gurgaon 1 - Sec 29	2nd floor, SCO-319, Sec -29 gurgaon Haryana - 122001
118	NCR	East Delhi – Laxmi Nagar	14, 1st Floor, Shankar vihar, vikas marg, delhi-110092
119	Kerala	Kozhikode (Calicut)	3/128, 1st Floor, Simax Tower, Vandipetta Junction, West Nadakkavu, Calicut – 673011 (Kerla)
120	Tamil Nadu	Chennai-Tambaram	Plot No 20 Kakkann street, West Tambaram, Chennai -45
121	Kerala	Palakkad	24/868(3) Sundar Tower, Opp. Nissan Pinnacle , Kunnathurmedu Post, Palakkadu 678013
122	Tamil Nadu	Vellore	First Floor, Plot no. 8/3, Municipality Colony Sathya Mansion, Kazhinjur Village, Kangayanallur Road, Gandhinagar Katoadi, Vellore-632006
123	Andhra Pradesh	Rajahmundry	North side 1st floor, Plot No A 36, 2nd Block, 76-1-4; Lalitha Bhaskar Enterprises Gandhi Puram - II, Rajamahendravaram, AP 533103
124	Telangana	Warangal	Sarayu Plaza, shop no.2-10-874/2/C, 1st floor, waddepally village, subedari, Bank Colony, Hanamkonda, Warangal, Telangana - 506143

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125	Chhattisgarh	Bilaspur	1st Floor, Indira Tower, A-26, zone II, main road vyapar vihar bilaspur (c.g.)495001
126	Jharkhand	Jamshedpur	1st Floor, P.P tower, Ram Mandir Lane, Bistupur, Jamshedpur Pincode- 831001
127	West Bengal	Kolkata-Suburban Howrah	KRISHNA ENCLAVE, 4th Floor, 2/1, Bhajan Lal Lohia Lane, near Howrah AC market, above Yes bank, Howrah-711101
128	Gujarat	Rajkot	3rd floor, 301 "Nakshatra -3 , 150 fit Ring road Near Raoya Telephone exchange, Rajkot - 360007
129	Gujarat	Bharuch	206 & 207 "Nexus Business Hub", B/s. Aagan Apartment, Opp. Pritam Soceity No.2, Mojampur, Bharuch-392001.
130	Karnataka	HUBBALLI	2nd Floor, R.D Baddi Mansion, City Sy. No. 483/1A1A/1B/2, Ward No. 46A, Municipality PID No. 46A/251, Dharwad Hubli 123, D Club Road, Hubballi – 580029
131	Madhya Pradesh	Jabalpur	1st Floor, 46 – Ahuja Tower, Napier Town, Bhawartal Swami Dayanand Sarswati Ward, Jabalpur-482001
132	Maharashtra	Jalgaon	City Survey No.1976B/1+2 India Garage, South western Center, 1st Floor, India plaza commercial complex, swatantraya chowk, Jilha peth Jalgaon -425001
133	Punjab	Amritsar	2nd floor, SF-3&4, Opposite Vodafone office, Central Mall, Mall Road, Amritsar – 143001, Punjab.
134	Maharashtra	Satara	Office No FF 23,24,25, First floor, Satara City Business Center, S No 283/1, A, Final Plot No.- 29, Sub Plot No.-1, Radika Road, Karanje Tarf Satara 415002
135	Puducherry	Puducherry	Unit 1, 1st Floor, GKM Arcade, 81, Word - H, Block - 4, 100 feet road, Near Indira Gandhi Square, Pondicherry 605005
136	Tamil Nadu	Coimbatore	Shop No. 102, 103 and 115, 1st Floor, Door No. 483, Asoka Plaza, Dr. Nanjappa Road, Coimbatore - 641018
137	West Bengal	Siliguri	2 nd Floor, Merchant Square, Saraswati Rice Mill compound, Opp Payel Cinema Hall, Sevoke Road, 2nd Mile, Siliguri- 734001
138	UP & UK	Kanpur	Ground floor, 104/438 P. Road, Rambagh Chauraha, Kanpur- 208012
139	Maharashtra	Akola	201,202, 2nd Floor, ICON COMPLEX, infront of icon hospital, Kediya Plot, Akola – 444001
140	Maharashtra	Mumbai-Andheri	1st Floor, Unit No. 109, Adani Inspire HUB, JP Road, Next to DN Nagar Metro strn, Andheri(W)- 400053
141	UP & UK	Bareilly	Shop no 9, Ground floor, GKS Palace, Ayub khan- Choupla Road 63-64, Civil lines, Bareilly- 243001
142	Maharashtra	Mumbai - Borivali	1st Floor, office no. 102, 765 flyedge, Near Datta Pada Brigde, SV Road, Borivali (W) - 400092

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143	Punjab	Ludhiana	Property No. SCO-146-147, 1st Floor, Feroze Gandhi Market, Ludhiana -141001
144	Jharkhand	Ranchi	3rd floor, Amrawati complex, Circular Road, Lalpur, Ranchi - 834001, Jharkhand
145	Haryana	Rohtak	Second floor, 2/30, Bulganins tower, Adarsh Nagar, D park, Delhi Road, Rohtak – 124001
146	Maharashtra	Thane	Premises No. 201, Second floor, West View, Opp. ICICI Bank, Veer Savarkar Road, Thane-400602
147	Rajasthan	Udaipur	Ground floor, Plot no. 10, Durga Nursery Road, Udaipur- 313001
148	Maharashtra	Vasai	2nd Floor, 203, Plot no 2, KT Empire, Above State Bank of India, Navghar, Vasai (W) – 401202
149	Rajasthan	Jaipur - Main	1st floor, Shop no.- 46 to 49 Lakshmi Complex, Subhash Marg, C - Scheme , Jaipur-302001
150	Gujarat	Ahmedabad - West	101 & 102, SPG EMPRESSA, OPP. LG SHOWROOM, BS. PASSPORT SEVA KENDRA, NR. MITHAKHALI SIX ROADS, NAVRANPURA – 380009
151	Gujarat	Gandhidham	Plot No. 342, Ward-12/B, Office No. 203 , 2nd Floor, Rajkamal-2, Near Yes Bank, ICICI Bank, Gandhidham-370201
152	Maharashtra	Solapur	2nd Floor, Kanale Plaza, 82 Railway Lines, Solapur- 413001
153	Tamil Nadu	Tirunelveli	Lion Arcade, 1A, First floor, Madurai Road, West Street, Sindupoondarai, Tirunelveli-627001
154	Maharashtra	Mumbai - Mira Road	Shop no.129, 130,131, 132, Poonam Shrushti, C, D, E, F Cooperative Housing Society, Latif park, Opp. S.K Store, Mira Bhayandar Road, Mira Road (East), Thane- 401107

D. Brief particulars of the management of the Issuer:

Issuer is a Housing Finance Company registered with NHB. The Issuer is managed by an independent Board comprising Nominee Directors from ICICI Bank (shareholder) and Independent Directors. The Issuer is headed by the Managing Director & Chief Executive Officer and a team of professionals with rich and diversified experience across various business functions. The details of the Board of Directors of the Issuer are given below.

E. Names, addresses, DIN and occupations of the Directors at March 31, 2019:

Name, Designation and DIN	Age	Address	Occupation	Director of the Issuer since	Particulars of other directorships
Anup Bagchi Chairman DIN- 00105962	48	A-801, 8th floor, El Dorado Heights, Kashinath Dhuru Road, Prabhadevi, Mumbai 400025 Maharashtra.	Service	February 23, 2017	<ul style="list-style-type: none"> • Comm Trade Services Ltd. • ICICI Bank Ltd. • ICICI Prudential Life Insurance Company Limited • ICICI Securities Limited • ICICI Prudential Asset Management Company Limited
N. R. Narayanan Additional Director DIN- 07877022	56	A-503, Gulmohar Apartments, Ceaser Road, Amboli, Andheri (West), Mumbai- 400058	Service	July 13, 2017	None on date
Anita Pai Director DIN- 07651059	51	B-201, Shiv Parvati, Mhada Plot.18, Near Versova Telephone Exchange, Azad Nagar, Andheri (West), Mumbai- 400053 Maharashtra	Service	November 09, 2016	None on date
*CA Dileep Choksi Independent Director DIN- 00016322	69	E/7, Sea Face Park, 50, Bhulabhai Desai Road, Mumbai 400026 Maharashtra	Chartered Accountant	September 25, 2009	<ul style="list-style-type: none"> • ICICI Bank Ltd. • Lupin Ltd. • Hexaware Technologies Ltd. • AIA Engineering Ltd. • Arvind Ltd. • Swaraj Engines Ltd. • Tata Housing Development Co. Ltd.

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Name, Designation and DIN	Age	Address	Occupation	Director of the Issuer since	Particulars of other directorships
					<ul style="list-style-type: none"> • Miramac Properties Private Ltd. • Vardan Ceqube Advisors Private Limited • ICICI Prudential Life Insurance Company Limited • Gujarat International Finance Tec-City Company Limited
*S. Santhanakrishnan Independent Director DIN- 00005069	73	Flat G 5, Block II, Prime Terrace,150, L B Road, Tiruvanmiyur, Chennai 600 041 Tamilnadu	Director	July 24, 2008	<ul style="list-style-type: none"> • Reliance Capital Trustee Company Ltd. • Sundaram Clayton Ltd. • Axiom Cordages Ltd. • Sundaram Auto Components Ltd. • Easy Access Financial Services Ltd.
CA S. Santhanakrishnan Independent Director DIN - 00032049	68	Old No. 33C, New No. 24, Unnamalai Ammal Street, T. Nagar, Chennai- 600017 Tamilnadu	Chartered Accountant	October 16, 2014	<ul style="list-style-type: none"> • Tata Reality and Infrastructure Ltd. • Tata Housing Development Co Ltd. • Tata Coffee Ltd. • Tata Global Beverages Ltd. • The Eight O' Clock Coffee Company • Consolidated Coffee INC • Sands Chembur Properties Private Ltd. • Sands BKC Properties Private Ltd. • PKF Proserv Private Ltd. • IDBI Capital Markets & Securities Ltd.

Name, Designation and DIN	Age	Address	Occupation	Director of the Issuer since	Particulars of other directorships
					<ul style="list-style-type: none"> • Pkf Sridhar & Santhanam LLP
Anirudh Kamani Managing Director & CEO DIN- 07678378	50	Flat No. C- 1501 Oberoi Exquisite, Oberoi Garden City Goregaon East, Mumbai 400063	Service	November 01, 2017	None on date
Vinod Kumar Dhall, Additional Independent Director DIN- 02591373	75	Dewan Manohar House, B-88, Sector 51, Noida (U.P.) – 201301 India	Advocate	January 18, 2019	<ul style="list-style-type: none"> • ICICI Prudential Pension Funds Management Company Limited • ICICI Securities Limited • ICICI Prudential Trust Limited • Schneider Electric Infrastructure Limited • Advani Hotels And Resorts (India) Limited
G. Gopalakrishna, Additional Independent Director, DIN- 06407040	63	B-301-302, Lady Ratan Tower, Danik Shivner Marg, Gandhinagar, Worli, Mumbai 400018	Retired Executive	January 18, 2019	<ul style="list-style-type: none"> • West End Housing Finance Limited • SIDBI • Indiabulls Integrated Services Limited • Invent Assets Securitisation and Reconstruction Private Limited

None of the Directors of the Issuer appear as defaulter in the RBI defaulter list and / or ECGC default list.

*Dileep Choksi and S. Santhanakrishnan are ceased to be Independent Directors of the Company effective April 1, 2019

F. Management's perception of risk factors:

Prospective investors should carefully consider the risks described below, in addition to the other information contained in this Shelf Information Memorandum before making any investment decision relating to the Bonds. The occurrence of any of the following events could have a material adverse effect on our business operations, financial results and prospects. Prior to

making an investment decision, prospective investors should carefully consider all the information contained in this Information Memorandum, including financial statements prepared in accordance with applicable laws and included as Annexure 4.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein.

i. External factors

A prolonged slowdown in economic growth or elevated level of interest rates may impact our business

Economic growth in India is influenced by several factors, including inflation, interest rates, government policies, and external trade and capital flows. A prolonged slowdown in the Indian economy could adversely affect our business and borrowers. The scenario may lead to a situation of defaults and put pressure on asset quality. In such situation, the prolonged elevated level of interest rates coupled with increasing non-performing assets may impact the Issuer's cost of funds and in turn the net interest margin.

Our business is very competitive and our strategy depends on our ability to respond to regulatory changes across financial sector and compete effectively.

Within the mortgage finance market, we face intense competition from commercial banks, mortgage finance companies and other non-banking finance companies including new entrants.

Any volatility in housing or real estate prices may have an adverse impact on our business and our growth strategy.

We are primarily engaged in the business of housing finance, and as such are exposed to the effects of volatility in housing and real estate prices. Any sudden or sharp movement in housing prices may adversely affect the demand for housing and housing finance and the quality of our portfolio which may have an adverse impact on our business and growth strategy.

The enhanced supervisory and compliance environment in the financial sector increases the risk of regulatory action.

The laws and regulations or the regulatory or enforcement environment in India may change at any time and may have an adverse effect on the products or services we offer, the value of our assets or of the collateral available for our loans or our business in general.

National Housing Bank (NHB) and other regulatory authorities from time to time have instituted several changes in regulations applicable to housing finance companies, including changes in risk-weights on certain categories of loans for computation of capital adequacy, changes in general provisioning requirements for various categories of assets and change in capital requirements. Similar changes in future could have an adverse impact on our growth, capital adequacy and profitability.

In addition to be regulated as a housing finance company, being a wholly owned subsidiary of a banking entity we are subject to a variety of banking, and financial services laws, regulations and regulatory policies and a large number of regulatory and enforcement authorities. Since the global financial crisis, regulators in India have intensified their review, supervision and scrutiny of many financial institutions viewing them as presenting a higher risk profile than in the past, in

a range of areas. This increased review and scrutiny or any changes in the existing regulatory supervision framework, increases the possibility that we will face adverse legal or regulatory impact. Regulators may have qualifications/ reservations on compliance status of company with applicable laws, regulations, accounting norms or regulatory policies, or with their interpretations of such laws, regulations or regulatory policies, and may take formal or informal actions against us. Despite our best efforts to comply with all applicable regulations, there are a number of risks that cannot be completely controlled.

We cannot predict the timing or form of any current or future regulatory or law enforcement initiatives, which are increasingly common for international banks and financial institutions, but we would expect to cooperate with any such regulatory investigation or proceeding.

Natural calamities and climate change could adversely affect the Indian economy and our business.

India has experienced natural calamities like earthquakes, floods and drought in the past. The extent and severity of these natural disasters determine their impact on the Indian economy, and our operations.

ii. Internal Factors:

We are subject to credit, market and liquidity risk which may have an adverse effect on our credit ratings and our cost of funds.

To the extent any of the instruments and strategies we use to hedge or otherwise manage our exposure to market or credit risk are not effective, we may not be able to effectively mitigate our risk exposures in particular market environments or against particular types of risk. Our balance sheet growth will be dependent upon economic conditions, as well as upon our determination to securitize, sell, purchase or syndicate particular loans or loan portfolios.

Our earnings are dependent upon the effectiveness of our management of migrations in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our allowances for loan losses. To the extent our assessments, assumptions or estimates prove inaccurate or not predictive of actual results, we could suffer higher than anticipated losses. The successful management of credit, market and operational risk is an important consideration in managing our liquidity risk because it affects the evaluation of our credit ratings by rating agencies. Rating agencies may reduce or indicate their intention to reduce the ratings at any time. The rating agencies can also decide to withdraw their ratings altogether, which may have the same effect as a reduction in our ratings. Any reduction in our ratings (or withdrawal of ratings) may increase our borrowing costs, limit our access to capital markets and adversely affect our ability to sell or market our products, engage in business transactions, particularly longer-term or retain our customers. This, in turn, could reduce our liquidity and negatively impact our operating results and financial condition.

The value of our collateral may decrease or we may experience delays in enforcing our collateral when borrowers default on their obligations to us, which may result in failure to recover the expected value of collateral security exposing us to a potential loss.

All our loans to retail customers and corporates are secured primarily by real estate assets. Changes in real estate prices may cause the value of the security provided to us to decline and we may not be able to realize the full value of the security as a result of delays in foreclosure proceedings and bankruptcy, defects or deficiencies in the perfection of the security (including due to inability to obtain approvals that may be required from various persons, agencies or

authorities), fraudulent transfers by borrowers and other factors, including current legislative provisions or changes thereto and past or future judicial pronouncements. Failure to recover the expected value of the security could expose us to potential losses, which could adversely affect our business.

Further deterioration of our non-performing asset portfolio and an inability to improve our provisioning coverage as a percentage of gross non-performing assets could adversely affect our business.

Although we believe that our total provisions will be adequate to cover all known losses in our asset portfolio, there can be no assurance that there will be no deterioration in the provisioning coverage as a percentage of gross non-performing assets or otherwise or that the percentage of non-performing assets that we will be able to recover will be similar to our past experience of recoveries of non-performing assets. In the event of any further deterioration in our non-performing asset portfolio, there could be an adverse impact on our business and our future financial performance.

Fraud and significant security breaches in our computer system and network infrastructure could adversely impact our business.

Our business operations are based on a high volume of transactions. Although we take adequate measures to safeguard against system-related and other fraud, there can be no assurance that we would be able to prevent fraud. Our reputation could be adversely affected by fraud committed by employees, customers or outsiders. Physical or electronic break-ins, security breaches, other disruptive problems caused by our increased use of the Internet or power disruptions could also affect the security of information stored in and transmitted through our computer systems and network infrastructure. Although we have implemented security technology and operational procedures to prevent such occurrences, there can be no assurance that these security measures will be successful. A significant failure in security measures could have a material adverse effect on our business.

System failures could adversely impact our business.

Given the nature of business, retail products and services, the importance of systems technology to our business is very significant. Any failure in our systems could significantly affect our operations and the quality of our customer service and could result in business and financial losses. As a mitigation tool we have in place the Business Continuity Plan to address / minimize the impact of loss due to system failures, however minimal impact cannot be ruled out.

We depend on the accuracy and completeness of information about customers and counterparties.

In deciding whether to extend credit or enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including financial statements and other financial information. Unlike several developed economies, a nationwide credit bureau has become operational in India only recently. This may affect the quality of information available to us about the credit history of our borrowers, especially individual borrowers, which is a major part of our lending. We may also rely on certain representations as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit, we may assume that a customer's audited financial statements conform with generally accepted accounting principles and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. Our financial condition and

results of operations could be negatively affected by relying on financial statements that do not comply with generally accepted accounting principles or other information that is materially misleading.

Any inability to attract and retain talented professionals may adversely impact our business.

Our business is growing with both product line expansion and geographic expansion. This is happening at the same time as a developing shortage of skilled management talent both at the highest levels and among middle management and young professionals in India due to the rapid growth and globalization of the Indian economy. Our continued success depends in part on the continued service of key members of our management team and our ability to continue to attract, train, motivate and retain highly qualified professionals is a key element of our strategy and we believe it to be a significant source of competitive advantage. The successful implementation of our growth strategy depends on the availability of skilled management. If we fail to staff our operations appropriately, or lose one or more of our key senior executives or qualified young professionals and fail to replace them in a satisfactory and timely manner, our business, financial condition and results of operations, including our control and operational risks, may be adversely affected. Likewise, if we fail to attract and appropriately train, motivate and retain young professionals or other talent, our business may likewise be affected. Our inability to attract and retain talented professionals or the loss of key management personnel could have an adverse impact on our business.

Negative publicity could damage our reputation and adversely impact our business and financial results.

Reputation risk, or the risk to our business, earnings and capital from negative publicity, is inherent in our business. The reputation of the financial services industry in general has been closely monitored as a result of the financial crisis and other matters affecting the financial services industry. Negative public opinion about the financial services industry generally or us specifically or our parent company could adversely affect our ability to keep and attract customers, and expose us to litigation and regulatory action. Negative publicity can result from our actual or alleged conduct in any number of activities, including lending practices and specific credit exposures, corporate governance, regulatory compliance, mergers and acquisitions, and related disclosure, sharing or inadequate protection of customer information, and actions taken by government, regulators and community organizations in response to that conduct. We are also exposed to the risk of litigation by customers across our businesses.

The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures, corporate governance norms, audit matters, and related party transactions. Further, the Companies Act, 2013 has also introduced additional requirements which do not have corresponding equivalents under the Companies Act, 1956, including the introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), and prohibitions on advances to directors. Further, the Companies Act, 2013 imposes greater monetary and other liability on our company, our directors and officers in default, for any non-compliance. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

We may face challenges in anticipating the changes required by, interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations, (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

NCDs are subject to taxation requirements

Potential purchasers and sellers of the NCDs should be aware that they may be required to pay taxes in accordance with the laws and practices of India. Further, in certain cases, Issuer may be required to make tax deductions in respect of any payments.

It is not possible to predict the precise tax treatment which will apply at any given time and independent tax advisers should be consulted for tax incidence.

G. Details of default in payments, if any

Statutory payments

i)	Statutory Dues*	There have been no defaults in payment of statutory dues.
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*Investors may refer to the auditors' report annexed as Annexure 4.

Other payments

i)	Debentures and Interest thereon	None
ii)	Deposits and Interest thereon	None
iii)	Loan from any bank or financial institution and interest thereon	None

H. Names, address and other contact details of the nodal/ compliance officer of the Issuer:

Pratap Salian
Company Secretary
ICICI Home Finance Company Limited
ICICI HFC Tower, Andheri Kurla Road,
JB Nagar, Andheri (E)
Mumbai – 400 059
Phone: 022-40093480
Fax: 022-40093331
Email id: investor.relations@icicihfc.com

2. PARTICULARS OF THE OFFER

A. Date of passing of board resolution:

The Board of Directors at its meeting dated April 30, 2019 has approved mobilising resources upto ₹ 120.00 billion for the year, of which ₹ 50.00 billion is proposed to be borrowed through issuance of various types of Non-Convertible Debentures.

The Board constituted Committee of Directors at its meeting held on June 4, 2019 approved issuance of Unsecured Redeemable Senior Bonds in the nature of Debentures in the form of MLDs, for upto ₹ 10.00 billion, under various tranches, within one eighty days of filing the Information Memorandum with the BSE and / or National Stock Exchange ("the Exchange").

B. Date of passing of resolution in the general meeting, authorizing the offer of securities:

Pursuant to Section 42 and Section 71 of the Companies Act, 2013, and Rules made thereunder, the shareholders of the Issuer in its meeting held on June 3, 2019 passed the resolution authorizing borrowing of upto ₹ 50.00 billion through issuance various types of Non-Convertible Debentures during the period of one year from the date of passing the resolution.

C. Kinds of securities offered and class of security:

The bonds being issued under purview of current document are unsecured redeemable senior bonds in the nature of debentures (NCDs) and the Company hereby undertakes that it shall not create any security on receivables of the Company that are equivalent in value to the total outstanding NCDs raised under the proposed IMs. This restriction shall not be applicable to: (i) any charge on the Receivables already in existence as on the date of filing the IM, (ii) any charge created on Receivables with prior written consent of the Trustee. The NCDs will rank pari passu with all other existing unsecured and unsubordinated borrowings of the issuer.

D. Price at which the security is being offered:

In case of Market linked debentures, the relevant coupon for any interest period shall be determined by the underlying benchmark, mark up/down on the same and the reset frequency as per the respective pricing supplement. The detailed terms of each respective issuance would be communicated to the Exchange prior to the opening of each respective tranche through Part B of Information Memorandum.

E. Name and address of the valuer if any:

Mr. Mukund Upadhyay
Credit Analysis & Research Limited.
4th Floor, Godrej Coliseum,
Somaiya Hospital Rd,
Off Eastern Express
Highway, Sion (East),
Mumbai – 400 022

F. Amount the Issuer intends to raise by way of securities:

Under the purview of current document the Issuer intends to raise NCDs in the form of MLDs aggregating upto ₹ 10.00 billion over 180 days from filing of this document, under various tranches.

The shareholders of the Issuer at their meeting held on June 3, 2019 had approved issue of various types of Non-Convertible Debentures for upto ₹ 50.00 billion till June 2, 2020.

G. Terms of raising of securities:

The issue specific terms viz. Duration / Tenor, Rate of Interest, Mode of Payment and repayment etc. would be communicated to the Exchange prior to opening of each respective tranche through Part B of Information Memorandum.

The Draft version of Part B containing issue specific details that would be filed by issuer at the time of each respective issue is annexed as Annexure 5 of this document. The terms that are going to remain constant are filled in sample Part B, while the terms that would change specific to issue are left blank.

H. Proposed time schedule for which the offer letter is valid:

The Information Memorandum filed would be valid for a period of 180 days from the date of filing with the Exchange, or issuance of upto ₹ 10.00 billion of NCDs in the form of MLDs whichever is earlier.

I. Purposes and objects of the offer:

The funds to be raised by the Company shall be for providing housing loans and other loans, for general corporate purpose and to retire/replace existing liabilities and shall not be for any specific project. The amount so raised would not be used for onward lending to any group/subsidiary companies and the same shall be stated in the information memorandum

J. Contribution being made by Promoters or Directors:

None of the Directors/Promoters are investing in the NCDs being issued under the current document. However various group companies of the issuer under the regulatory guidelines of their respective regulators engage in business of investment that includes investments in NCDs. Such entities subject to compliance with applicable laws including Companies Act, 2013, may invest in the NCDs being issued under purview of current document either in Primary Market or through purchase in Secondary Market. It is however clarified that such investors will get no preferential treatment in terms of allotment / interest rate/ issuance at discount to face value.

K. Principle terms of assets charged as security, if applicable:

The bonds being issued under purview of current document are unsecured redeemable senior bonds in the nature of debentures (NCDs) and the Company hereby undertakes that it shall not create any security on receivables of the Company that are equivalent in value to the total outstanding NCDs raised under the proposed IMs. This restriction shall not be applicable to: (i) any charge on the Receivables already in existence as on the date of filing the IM, (ii) any charge created on Receivables with prior written consent of the Trustee. The NCDs will rank pari passu with all other existing unsecured and unsubordinated borrowings of the issuer.

3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

I. Financial or other material interest of the Promoters, Directors or Key Managerial Personnel in the offer:

None of the Directors, Key Managerial Personnel have any financial or material interest in the present offer.

II. Details of any litigation or legal action - pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Issuer during the last three years and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action: -

Given as Annexure 1 in this information memorandum

III. Remuneration of directors (during the current year and last three financial years):

Independent Directors are paid sitting fees for attending Board and Committee meetings. Additionally profit related commission of ₹ 7,50,000/- each is paid to Independent Directors of the Company. No compensation / sitting fees has been paid to Nominee Directors of Shareholder other than Managing Director & CEO. The details of the remuneration paid to Managing Director & CEO for last three financial years are given below:

Name	Year	Remuneration (₹ million)
Rohit Salhotra	2016-17	10.9
Rohit Salhotra	2017-18	8.9
Anirudh Kamani	2017-18	9.6
Anirudh Kamani	2018-19	28.8

Note: Rohit Salhotra ceased to be Managing Director & CEO of the Company effective October 31, 2017 and Anirudh Kamani has been appointed as Managing Director & CEO of the Company effective November 1, 2017. Accordingly, details of remuneration paid to each of them are provided for part of the year for FY2018.

IV. Related party transactions:

Details of related party transactions for last three years audited financials & current half year unaudited financial are given as Annexure 2 in this information memorandum.

V. Summary of reservations or qualifications or adverse remarks of auditors: (in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the Issuer and the corrective steps taken and proposed to be taken by the Issuer for each of the said reservations or qualifications or adverse remark)

Nil

VI. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law: (in the last three years immediately preceding the year of circulation of offer letter in the case of Issuer and all of its subsidiaries):

Nil

VII. Details of acts of material frauds and the action taken by the Issuer.

No material frauds against the Issuer have been committed in last three years.

4. FINANCIAL POSITION OF THE ISSUER

A. Capital structure at March 31, 2019

i. Authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value:

Share Capital	Rupees
(a) Authorized Share Capital:	24,000,000,000
2385000000 Equity shares of Rs.10/- each	23,850,000,000
150000000 Preference Shares of Rs.10/- each	150,000,000
(b) size of present offer*	-
(c) Issued, Subscribe and Paid-up Share Capital	
1098750000 Equity shares of Rs.10/- each	10,987,500,000
(A) after the offer 1098750000 Equity shares of Rs.10/- each	10,987,500,000
(B) after conversion of convertible instruments	NA
(d) Share premium account (before and after the offer)	Nil

* Under current document the issuer is not raising any capital, the issuer is raising funds only in form of debt, and consequently point b is marked as nil.

ii. Details of the existing share capital of the Issuer with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration

Sr. No	Date of Allotment	No. of Shares Allotted	Face Value	Allotment Price	Form of Consideration
1	June 19, 1999	700	10	10	Cash
2	November 22, 1999	19,999,300	10	10	Bank Transfer
3	September 29, 2000	75,000,000	10	10	Bank Transfer
4	October 4, 2001	20,000,000	10	10	Bank Transfer
5	December 28, 2004	25,000,000	10	10	Bank Transfer

6	August 20, 2005	500	10	10	Bank Transfer
7	August 20, 2005	43,749,500	10	10	Bank Transfer
8	March 31, 2006	100,000,000	10	10	Bank Transfer
9	December 12, 2007	500,000,000	10	10	Bank Transfer
10	June 10, 2008	250,000,000	10	10	Bank Transfer
11	December 29, 2008	50,000,000	10	10	Bank Transfer
12	March 14, 2009	15,000,000	10	10	Bank Transfer
	Total	1,098,750,000			

The Issuer has not issued/allotted shares in the last one year preceding the date of the offer letter.

B. Profits of the Issuer, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter:

(₹ millions)

Parameters	Financial Year ended March 31, 2019 (Audited)	Financial Year ended March 31, 2018 (Audited)	Financial Year ended March 31, 2017 (Audited)	Financial Year ended March 31, 2016 (Audited)
Profit Before Tax/ Comprehensive Income Before Tax*	630.9	1,119.4	2,782.7	2,724.2
Profit After Tax/ Comprehensive Income After Tax*	(276.1)	642.5	1,832.6	1,798.5

*March 2019 and December 2018 information is based on Ind AS and earlier periods are reported as per Indian GAAP.

C. Dividends declared in respect of the said three financial years and interest coverage ratio (Cash profit after tax plus interest paid/interest paid)

(₹ millions)

	Financial Year ended March 31, 2019 (Audited)	Financial Year ended March 31, 2018 (Audited)	Financial Year ended March 31, 2017 (Audited)	Financial Year ended March 31, 2016 (Audited)
Dividend distributed	-	495.0	1,065.8	1,182.3

	Financial Year ended March 31, 2019 (Audited)	Financial Year ended March 31, 2018 (Audited)	Financial Year ended March 31, 2017 (Audited)	Financial Year ended March 31, 2016 (Audited)
(excluding DDT)				
Interest Coverage Ratio (times)	1.06	1.2	1.4	1.4

D. Summary of financial position - (in the three audited balance sheets immediately preceding the date of circulation of offer letter and the latest unaudited half yearly numbers):

(₹ millions)

Parameters	Financial Year ended March 31, 2019¹ (Audited)	Financial Year ended March 31, 2018 (Audited)	Financial Year ended March 31, 2017 (Audited)	Financial Year ended March 31, 2016 (Audited)
Net-worth	16,828.2	16,133.2	16,070.6	15,287.7
Total Debt	118,434.6	81,809.3	74,190.1	74,478.0
Of which				
– Non Current Maturities of Long Term Borrowing	82,028.7	44,601.2	48,171.3	49,016.5
– Short Term Borrowing	15,188.8	4,901.9	9,704.5	8,272.6
– Current Maturities of Long Term Borrowing	21,217.1	32,306.2	16,314.3	17,188.9
Net Fixed Assets ²	1,128.8	803.2	800.1	581.5
Non Current Assets	111,435.0	91,265.5	82,293.4	79,036.0
Cash and Cash Equivalents	98.4	1,150.8	1,615.4	3,077.7
Current Investments	-	100.4	250.6	-
Current Assets	26,623.4	8,947.7	9,340.0	11,188.8
Current Liabilities	4,022.8	2,131.7	2,070.9	2,253.2
Off Balance Sheet Assets		-	-	-
Interest Income ³	11,322.2	9,151.0	9,749.9	9,676.7
Interest Expense	8,026.7	6,214.5	6,607.8	6,547.2
Provisioning & Write-offs	1,061.1	936.2	-37.1	164.6
PAT (Total comprehensive income)	(276.1)	642.5	1,832.6	1,798.5
Gross NPA (%)	5.43%	3.44%	1.73%	1.62%
Net NPA (%)	3.34%	2.15%	0.75%	0.60%
Tier I Capital Adequacy Ratio (%)	17.21%	22.44%	24.61%	23.11%

Parameters	Financial Year ended March 31, 2019¹ (Audited)	Financial Year ended March 31, 2018 (Audited)	Financial Year ended March 31, 2017 (Audited)	Financial Year ended March 31, 2016 (Audited)
Tier II Capital Adequacy Ratio (%)	0.77%	1.40%	2.35%	2.95%

1. Based on Ind AS (except Capital adequacy ratio, which is computed in accordance with guidelines issued by National Housing Bank) and are not comparable with earlier periods reported number, which are based on previous GAAP (Indian GAAP).
2. Includes capital work-in-progress and intangibles.
3. Includes dividend income on mutual funds.
4. Amounts have been re-grouped/re-classified wherever necessary to correspond with current year's classification/disclosures.

Gross Debt: Equity Ratio of the Issuer:

Before the issue of debt securities (At March 31, 2019)	7.29
After the issue of debt securities	Ratio at the time of issuance would be reported in Issue Details section forming the Part B of this information memorandum.

E. Audited Cash Flow Statement – (for the three years immediately preceding the date of circulation of offer letter):

Given as Annexure 6 of this Document

F. Change in accounting policies - (during the last three years and their effect on the profits and the reserves of the Issuer):

There has been no change in accounting policies during the last three years. However, effective April 1, 2018, the Company has adopted all the Indian Accounting Standards (Ind AS) and the adoption was carried out in accordance with Ind AS 101 "First time adoption of Indian Accounting Standards", with April 1, 2017 being the transition date.

5. Additional information as per SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations, 2012

A. Credit Ratings

The borrowing programme of the Issuer has been assigned AAA rating by CRISIL, ICRA and CARE as per details given below:

Instrument	CRISIL		ICRA		CARE	
(at May 31, 2019)	Rating	Amount ₹ in billion	Rating	Amount ₹ in billion	Rating	Amount ₹ in billion
Short term borrowing	-	-	A1+	40.00	A1+	40.00

Senior Bonds	AAA	15.00	AAA	101.49	AAA	120.00
Subordinated Bonds	-	-	AAA	8.73	AAA	5.00
Term Loans	-	-	AAA	150.00	-	-
Fixed Deposits	MAAA	35.00	MAAA	Limit not mentioned	AAA (FD)	40.00
Senior Bonds*	-	-			AAA (so)	4.99

*The Issuer had earlier been assigned rating of AAA (so) by CARE ratings for its various borrowing programmes. Under AAA (so) rating the Issuer borrowed funds till November 2009. Post November 2009, the Issuer has not borrowed any funds under AAA (so) rating through any instruments. The borrowing limits as disclosed under the previous rating are currently outstanding and are being repaid when due.

In addition to the aforesaid rating, the Company has received ratings for the proposed market linked debentures

Instrument	Rating details		
	Rating Agency	Rating	Amount ₹ in billion
Market Linked Debentures	CARE	CARE PP-MLD AAA/Stable	10.00
Market Linked Debentures	CRISIL	CRISIL PP-MLD AAAr/Stable	3.00

B. Changes in Capital Structure at March 31, 2019 for last five years:-

Date of Change (AGM/EGM)	Rupees	Particulars
None		

i. Details of the shareholding of the Issuer as at March 31, 2019:

Sr No	Particulars	Total No of Equity Shares	No of Shares in demat form	Total Shareholding as % of total no of equity shares
1	Promoter	1,098,748,900	1,098,748,900	99.999
2	Bodies Corporate#	1,100	900	0.0001
	Total	1,098,750,000	1,098,749,800	100.00

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

Note: Shares pledged or encumbered by the promoters – None

ii. **List of top 10 holders of equity shares of the Issuer at March 31, 2019:**

Sr No	Name of the Shareholder	Total No of Equity Shares	No of Shares in demat form	Total Shareholding as % of total no of equity shares
1	ICICI Bank Limited	1,098,748,900	1,098,748,900	99.9999
2	ICICI Securities Limited#	600	600	0.0001
3	ICICI Lombard General Insurance Company Limited#	100	-	0.00
4	ICICI Investment Management Company Limited#	100	100	0.00
5	ICICI Trusteeship Services Limited#	100	100	0.00
6	ICICI Venture Funds Management Company Limited#	100	100	0.00
7	ICICI Securities Primary Dealership Limited#	100	-	0.00
	Total	1,098,750,000	1,098,749,800	100.00
# -Beneficial interest on the above shares are held by ICICI Bank Limited				

C. Change in Directors since last three years:

Name, Designation and DIN	Date of Appointment / Resignation	Director of the Issuer since (in case of resignation)	Remarks
Shilpa Kumar Director DIN- 02404667	November 01, 2016	March 31, 2015	Ceased to be Director
Rajiv Sabharwal Non-Executive Chairman DIN- 00057333	October 14, 2016	April 08, 2010	Ceased to be Director and Chairman
Maninder Juneja NonExecutive Vice-Chairman DIN- 02680016	October 14, 2016	April 08, 2010	Ceased to be Director and Vice-Chairman
Rakesh Jha Non-Executive Chairman	February 23, 2017	October 14, 2016	Ceased to be Director and Chairman

Name, Designation and DIN	Date of Appointment / Resignation	Director of the Issuer since (in case of resignation)	Remarks
DIN- 00042075			
Anita Pai Director DIN- 07651059	November 09, 2016	-	Appointed as Director
Anup Bagchi Non-Executive Chairman DIN- 00105962	February 23, 2017	-	Appointed as Director and Chairman
Anup Kumar Saha Director DIN- 07640220	July 07, 2017	October 19, 2016	Ceased to be Director
N. R. Narayanan Director DIN- 07877022	July 13, 2017	-	Appointed as Director
Rohit Salhotra Managing Director & CEO DIN- 03580929	October 31, 2017	May 02, 2012	Ceased to be Managing Director & CEO
Anirudh Kamani Managing Director & CEO DIN- 07678378	November 01, 2017	-	Appointed as Managing Director & CEO

D. Auditors of the Issuer:

i. Auditor's name:

Name	Address	Auditor since
B S R & Co. LLP Chartered Accountants	Chartered Accountants 5th Floor, Lodha Excelus, Apollo Mills Compound, N M Joshi Marg, Mahalaxmi, Mumbai – 400011	FY 2017 – 18

ii. Changes in auditor since last three years:

Name	Address	Date of Appointment/ Resignation	Auditor of the Issuer since(in case of resignation)	Remarks
B S R & Co. LLP	5th Floor, Lodha Excelus, Apollo Mills	May 26, 2017	-	Appointment

Chartered Accountants	Compound, N M Joshi Marg, Mahalaxmi, Mumbai – 400011			
S. R. Batliboi & Co. LLP Chartered Accountants	14th Floor, The Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028	*May 26, 2017	2004-05	Cessation
Note* S. R. Batliboi & Co. LLP were the statutory auditor of the Company since last 13 years i.e. From FY 2005 to 2017 and ceased to be auditor of the Company w.e.f May 26, 2017.				

E. Borrowings of the Issuer at March 31, 2019:

i. Secured Loan Facilities:

₹ in million

Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date / Schedule	Security
- Nil -					

ii. Unsecured Loan Facilities:

₹ in million

Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date / Schedule
Allahabad Bank	Term loan	2,000.0	2,000.0	Staggered till 2021
Bank of Baroda	Term loan	5,000.0	2,062.5	Staggered till 2021
Bank of Baroda**	External Commercial Borrowing	10,896.9	10,896.9	Bullet 2023
Canara Bank	Term loan	2,000.0	2,000.0	Staggered till 2023
Canara Bank**	External Commercial Borrowing	3,521.0	3,521.0	Bullet 2023
Federal Bank	Term loan	2,000.0	375.0	Staggered till 2020
Federal Bank	Term loan	1,000.0	1,000.0	Staggered till 2023
Federal Bank	Term loan	2,750.0	2,750.0	Staggered till 2023
Federal Bank	Term Loan	2,000.0	2,000.0	Staggered till 2024
HDFC Bank	Term loan	3,000.0	2,029.4	Staggered till 2022

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Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date / Schedule
HDFC Bank	Term loan	1,750.0	1,100.0	Staggered till 2021
HDFC Bank	Term loan	2,000.0	1,132.3	Staggered till 2022
HDFC Bank	Term Loan	2,000.0	1,852.5	Staggered till 2023
HDFC Bank	Term Loan	4,250.0	4,100.0	Staggered till 2024
ICICI Bank	Term loan	5,000.0	1,000.0	Staggered till 2023
Indian Bank	Term loan	1,500.0	600.0	Staggered till 2021
Indian Bank	Term loan	2,500.0	2,500.0	Staggered till 2023
Jammu & Kashmir Bank	Term loan	1,500.0	916.7	Staggered till 2021
Jammu & Kashmir Bank	Term loan	1,500.0	125.0	Staggered till 2019
Kotak Mahindra Bank	Term loan	1,900.0	891.7	Staggered till 2021
Kotak Mahindra Bank	Term loan	1,000.0	912.5	Staggered till 2022
National Housing Bank	Refinance	10,000.0	7,232.4	Staggered till 2033
National Housing Bank	Refinance	1,000.0	798.3	Staggered till 2031
Punjab National Bank	Term loan	2,500.0	1,750.0	Staggered till 2022
Punjab National Bank**	External Commercial Borrowing	750.0	750.0	Bullet 2023
State Bank of India	Term Loan	10,000.0	3,000.0	Staggered till 2023
Union Bank of India	Term loan	4,000.0	4,000.0	Staggered till 2021
Union Bank of India	Term Loan	5,000.0	5,000.0	Staggered till 2022
Union Bank of India	Term Loan	2,500.0	2,500.0	Staggered till 2022
Vijaya Bank	Term loan	1,500.0	1,500.0	Staggered till 2021

Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount Outstanding	Repayment Date / Schedule
Vijaya Bank	Term loan	1,500.0	1,500.0	Staggered till 2022
Vijaya Bank	Term loan	1,500.0	1,500.0	Staggered till 2022
Sub- Total		100,817.9	58,128.3	
Fixed Deposit*	Fixed Deposit	-	10,599.1	Fixed Deposit
Total		100,817.9	68,727.4	

*includes unclaimed & unencashed fixed deposit

**Canara Bank, Bank of Baroda and Punjab national Bank has sanctioned ECB facility of USD 50.0 mn, USD 150.0 mn and USD 75.0 mn respectively. The same has been booked in INR after considering the conversion rate on the date of respective drawdown

iii. **Non-Convertible Debentures:**

₹ in million

Series	Tenor (months)	Coupon %	Amount (₹ million)	Allotment date	Redemption date / Schedule	Rating	Secured / Unsecured	Security
Senior Bonds								
HDBNV091*	120	9.29	4,000.0	Nov 25, 2009	November 25, 2019	AAA by ICRA and AAA(SO) by CARE	Secured	-do-
HDZMR162 (Zero Coupon)	37	8.77	260.0	March 23, 2016	April 15, 2019	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDZMR163 (Zero Coupon)	38	8.77	750.0	March 23, 2016	May 15, 2019	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBMR164	38	8.77	500.0	March 23, 2016	May 23, 2019	AAA by ICRA and AAA by CARE	Unsecured	-do-

Series	Tenor (months)	Coupon %	Amount (₹ million)	Allotment date	Redemption date / Schedule	Rating	Secured / Unsecured	Security
HDBNV092*	120	9.29	990.0	Nov 25, 2009	November 25, 2019	AAA by ICRA and AAA(S O) by CARE	Unsecured	-do-
HDBJN163	48	8.53	500.0	June 20, 2016	June 19, 2020	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBJL161	48	8.36	500.0	July 21, 2016	July 21, 2020	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBJN181	36	7.5	850.0	June 27, 2017	June 26, 2020	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBAG181	36	7.36	1,800.0	August 30, 2017	August 28, 2020	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBFEB181	17	8.00	1,000.0	February 01, 2018	June 25, 2019	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBFEB182	18	8.05	1,500.0	February 12, 2018	August 12, 2019	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBFEB183	24	8.10	500.0	February 26, 2018	February 26, 2020	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBMAR181	37	8.216 5	1,550.0	March 20, 2018	April 30, 2021	AAA by ICRA and AAA by CARE	Unsecured	-do-

Series	Tenor (months)	Coupon %	Amount (₹ million)	Allotment date	Redemption date / Schedule	Rating	Secured / Unsecured	Security
HDBMAR182	38	8.22	2,100.0	March 20, 2018	May 27, 2021	AAA by ICRA and AAA by CARE	Unsecured	-do-
HDBDEC181	36	9.10	1,550.0	Dec 24, 2018	Dec 24, 2021	AAA by ICRA and AAA by CARE	Unsecured	-do-
Sub Total			18,350.0					
Subordinated Bonds								
HDBAP091	120	9.75	2,070.0	April 24, 2009	April 24, 2019	AAA by ICRA and AAA(SO) by CARE	Unsecured	Forms part of Tier II Capital of the Issuer
Sub Total			2,070.0					
Grand Total			20,420.0					

* Semi Annual Coupon

iv. List of Top 10 Debenture Holders at March 31, 2019 – Senior Bonds

Sr. No	Name of Debenture Holder	in million
1	FLIPKART INDIA PRIVATE LIMITED	3,000.0
	ORIENTAL BANK OF COMMERCIAL	3,000.0
2	NPS TRUST –A/C LIC PENSION FUND SCHEME	2,954.0
3	DSP FMP – SERIES 224 – 233	2,500.0
4	INDIA PREMIUM FUND	1,600.0
	ENTERPRISE INDIA FUND	1,500.0
	HDFC TRUSTEE COMPANY LTD A/C HDFC LIQUID FUND	1,500.0
	HDFC LIFE INSURANCE COMPANY LIMITED	1500.0
5	ICICI PRUDENTIAL FIXED MATURITY PLAN - SERIES 1105 - 1170	2,000.0
6	INDIA PREMIUM FUND	800.0

Sr. No	Name of Debenture Holder	in million
7	ENTERPRISE INDIA FUND	750.0
8	DABAUR INDIA LIMITED	500.0
	ADITYA BIRLA SUNLIFE INSURANCE COMPANY LIMITED	500.0
	AXIS TREASURY ADVANTAGE FUND	500.0
	PUNJAB NATIONAL BANK	500.0
	BHARTI AXA GENERAL INSURANCE COMPANY	500.0
	CANARA HSBC ORIENTAL BANK OF COMMERCE LIFE INSURANCE COMPANY LTD	500.0
9	RELIANCE CAPITAL TRUSTEE CO LTD-A/C RELIANCE FIXED HORIZON FUND XXX SERIES 13	320.0
10	COGNIZANT TECHNOLOGY SOLUTIONS INDIA PRIVATE LIMITED	300.0
	FRANKLIN INDIA FIXED MATURITY PLANS - SERIES 3 - PLAN E (1104 DAYS)	300.0
	SERUM INSTITUTE OF INDIA PRIVATE LIMITED	300.0
	Total	25,324.0

v. List of Top 10 Debentures Holders at March 31, 2019 - Subordinate Bonds

Sr. No	Name of Debenture Holder	₹ in million
1	LIFE INSURANCE CORPORATION OF INDIA P & GS FUND	4,000.0
2	INDIAN AIRLINES EMPLOYEES PROVIDENT FUND	320.0
3	ARMY GROUP INSURANCE FUND	250.0
4	THE ORIENTAL INSURANCE COMPANY LIMITED	426.0
5	Max Life Insurance Company Limited A/c - ULIF00125/06/04LIFEGROWTH104 - Growth Fund	111.0
6	MAX LIFE INSURANCE CO LTD A/C PARTICIPATING FUND	105.0
7	NPS TRUST- A/C SBI PENSION FUND SCHEME - CENTRAL GOVT	200.0
8	CESC LIMITED PROVIDENT FUND	100.0
	KENDRIYA VIDYALAYA SANGATHAN EMPLOYEES PROVIDENT FUND	100.0
	UNITED INDIA INSURANCE COMPANY LIMITED	100.0
	PUNJAB AND SIND BANK	100.0
9	NATIONAL FERTILIZERS LIMITED EMPLOYEES PROVIDENT FUND TRUST	91.0
10	THE NEW INDIA ASSURANCE COMPANY EMPLOYEES PENSION FUND	70.0
	Total	5,973.0

- vi. **The amount of corporate guarantee issued by the Issuer along with name of the counter-party (like name of the subsidiary, JV entity, group company, etc) on behalf of whom it has been issued:**

Nil

- vii. **Details of Commercial Paper at March 31, 2019:**

Sr. No.	Maturity Date	₹ in million
1	May 07, 2019	250.0
2	May 10, 2019	1,000.0
3	May 14, 2019	2,000.0
4	May 20, 2019	500.0
5	May 30, 2019	1,000.0
6	June 3, 2019	2,000.0
	Total	6,750.0

- viii. **Details of rest of the borrowing at September 30, 2018 (if any hybrid debt like FCCB, Optionally Convertible Debentures/Preference Shares)**

Part Name (in case of Facility) / Instrument Name	Type of Facility / Instrument	Amount Sanctioned / Issued	Principal Amount Outstanding	Repayment Date / Schedule	Credit Rating	Secured / Unsecured	Security
None							

- ix. **Details of all default/s and/or delay in payments of interest and principal of any kind of term loan, debt securities and other financial indebtedness, including corporate guarantee issued by the Issuer, in the past 5 years:**

None

- x. **Details of any outstanding borrowing taken / debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option:**

The Issuer till date has not issued any security for consideration other than cash. Following series of bonds have been issued as Zero Coupon Bonds structured as:

- Issued at par and redeemable at premium

Series	Discount Rate / XIRR	Amount (₹ million)	Allotment Date	Maturity Date	Credit Rating	Secured / Unsecured	Security	Structure (Issued-Redeemable)
HDZMR162	8.77%	260.0	March 23, 2016	April 15, 2019	AAA by ICRA and CARE	Unsecured	-do-	Par-Premium
HDZMR163	8.77%	750.0	March 23, 2016	May 15, 2019	AAA by ICRA and CARE	Unsecured	-do-	Par-Premium
Total		1010.0						

F. Abridged version of Latest Audited / Limited Review Half Yearly Consolidated and Standalone Financial Information (Profit & Loss statement, and Balance Sheet) and auditors qualification, if any

Refer Annexure 4

G. Rating Rationale adopted/Credit Rating Letters issued by the rating agencies.

Rating rationale has been attached at the end of the document as Annexure 8 of Part A of this Schedule and shall be attached in Part B (Supplement to this Schedule) at the time of filing.

H. Name of the Stock exchanges where debt securities are proposed to be listed:-

BSE and / or National Stock Exchange.

I. Material Events having impact on credit quality:

In its view there are no material developments that may have significant implication on the financials/credit quality of the issuer. For Internal and External risk factors the prospective investors may refer section 1 (F) "Risk Factors" of this document.

J. Details of any Acquisition or Amalgamation in the last 1 year:

None

K. Details of any Reorganization or Reconstruction in the last 1 year:

Type of Event	Date of Announcement	Date of Completion	Details
None			

L. Other details:

i. Debenture Redemption Reserve creation

As per the sub clause (7) (b) (ii) of Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 issued by Ministry of Corporate Affairs vide notifications G.S.R 265(E) dated March

31, 2014 and amended vide notification G.S.R. 413(E) dated June 18, 2014, Housing Finance Companies registered with National Housing Bank are not required to create Debenture Redemption Reserve (DRR) in case of privately placed debentures. Therefore, the Issuer will not be maintaining a DRR in respect of the NCDs issued herein.

ii. **Issue / instrument specific regulations – relevant details (Companies Act, RBI Guidelines, etc.):**

- Companies Act, 2013 and Rules made thereunder, as applicable.
- The Housing Finance Companies (NHB) Directions, 2010 as amended from time to time.
- Housing Finance Companies issuance of Non-Convertible Debentures (NCDs) on private placement basis (NHB) Directions, 2014 and amended on March 13, 2015 & February 9, 2016
- SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time.
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- SEBI Guidelines for Issue and Listing of Structured Products/Market Linked Debentures dated September 28, 2011

iii. **Application Process**

Kindly refer to the Application Form provided at the time of respective Issue Opening.

6. Disclosure pertaining to wilful default:

Disclosures pursuant to SEBI (Issue & Listing of Debt Securities) (Amendment) Regulation, 2016 notification dated May 25, 2016 in respect of wilful default is as under:

- Name of the bank declaring the entity as a wilful defaulter - None
- The year in which the entity is declared as a wilful defaulter - Not Applicable
- Outstanding amount when the entity is declared as a wilful defaulter - Not Applicable
- Name of the entity declared as a wilful defaulter - Not Applicable
- Steps taken, if any, for the removal from the list of wilful defaulters - Not Applicable
- Other disclosures, as deemed fit by the issuer in order to enable investors to take informed decisions - None
- Any other disclosure as specified by the Board – None

7. DECLARATION:

We, on behalf of the Issuer, hereby declare that:

- a) the Issuer has complied with the provisions of the Act and the rules made thereunder;
- b) the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c) the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter:

I am authorized by the Committee of Directors of the Issuer vide resolution dated June 4, 2019 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed pursuant to authority granted by the Committee of Directors of the Issuers at its meeting held on June 4, 2019 at Mumbai

For ICICI Home Finance Company Limited



Authorised Signatory
Date: June 11, 2019
Place: Mumbai



Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed

1. RBI initiated an inspection on the KYC/AML aspects across various banks. RBI had in April 2016 sought explanation on certain matters to which ICICI Bank has responded. RBI has since accepted the bank's submissions in the matter in July 2016.
2. In November 2017, an overseas regulator imposed a composition sum of approximately USD 0.59 mn for non-adherence of rules under AML regulations at one of ICICI Bank's overseas branches, resulting from regulatory inspection conducted in 2013 and pursuant to consultant's review of records, relating to the period of May 2012 to April 2014. There were no dealings with sanctioned entities and the remediation primarily required improvement to the branch's AML/CFT controls, which has since been undertaken. The local regulator in that jurisdiction has also acknowledged the efforts undertaken by the branch in addressing the issues identified in these reports.
3. ICICI Bank received a show cause notice from RBI dated September 6, 2017 and November 7, 2017 under Sections 35, 35A, 46 and 47A of the Banking Regulation Act, 1949 relating to certain non-compliances with regard to the Risk Mitigation Plan, Risk Assessment Report and the violation of RBI guidelines/directions observed during statutory inspection for the position at March 31, 2016. The Bank has made the submission for both the notices to RBI.
4. As mentioned by RBI in its press release dated March 29, 2018, RBI has through an order dated March 26, 2018, imposed a monetary penalty of Rs. 589.0 million on ICICI Bank for non-compliance with directions/guidelines issued by RBI. This penalty has been imposed in exercise of powers vested in RBI under the provisions of Section 47A(1) (c) read with Section 46(4)(i) of the Banking Regulation Act, 1949. The Bank has paid the penalty to RBI on April 9, 2018.
5. The Bank is in receipt of three notices from Unique Identification Authority of India (UIDAI) in December 2017 under Regulation 25 of Aadhaar (Authentication) Regulations, 2016. The Bank has since responded to the notices.
6. ICICI Bank received a show cause notice from RBI dated April 25, 2018 under Section 11 of Foreign Exchange Management Act, 1999 relating to contravention of directions issued by Reserve Bank of India (RBI) in respect of follow-up with exporters and reporting of export realization. The Bank submitted a detailed response to the said show cause notice specifying the efforts taken by the Bank. Taking into cognizance of efforts made by the Bank, no monetary penalty has been imposed by RBI.
7. The Reserve Bank of India (RBI), in exercise of powers conferred under section 47(A)(1)(c) read with Section 46(4)(i) of the Banking Regulation Act, 1949, levied an aggregate penalty of ` 10 million vide its order dated February 25, 2019. The penalty has been levied for delay in compliance to RBI's directives on "Time-bound implementation & strengthening of SWIFT related controls".

Pending:

- 1) RBI had conducted a scrutiny in respect of two customers at our Dehradun Road, Roorkee and Vivekananda Road, Kolkata branch during 2009. Subsequently, they sought an explanation on KYC/AML aspects related to said matter in April 2010. The Bank had responded to RBI on April 28, 2010, giving a point-wise reply highlighting that it had acted in compliance with the extant RBI guidelines in respect of the same. The Bank had also suitably represented the matter to RBI in October 2010. No further communication has been received on this matter by the Bank from RBI till date."
- 2) The Bank had received a show cause notice from the RBI dated January 6, 2011 for violation of Foreign Exchange Management Act, 1999 - Section 11 (3) pertaining to operations of vostro accounts of banks based in Nepal and Bhutan. The said notice was sent by the RBI pursuant to the Bank's letters dated October 26, 2009 and December 16, 2009. RBI has called upon the explanations from the Bank vide their notice dated January 6, 2011. Bank has responded to RBI on January 25, 2011, requesting to condone the matters relating to operations of the vostro accounts of banks based in Nepal and Bhutan as the discrepancies were detected by the Bank and was promptly brought to the notice of RBI. The Bank also requested RBI to provide a personal hearing to explain and clarify its position. Subsequently, the Bank had a personal hearing with the Chief General Manager of RBI on February 25, 2011. No further response received from RBI on this matter.
- 3) ICICI Bank received a show cause notice from RBI dated April 25, 2018 under Section 11 of Foreign Exchange Management Act, 1999 relating to contravention of directions issued by Reserve Bank of India (RBI) in respect of follow-up with exporters and reporting of export realization. The Bank submitted a detailed response to the said show cause notice specifying the efforts taken by the Bank.
- 4) A penalty of ₹ 1.4 million was imposed on the Bank in February 2015 by the Financial Intelligence Unit, India (FIU-IND). The Bank has filed an appeal against the penalty, which was imposed for failure in reporting of the attempted suspicious transactions pertaining to media sting incidents.
- 5) ICICI Bank Limited & its ex-Managing Director & CEO had received a Notice from SEBI on May 24, 2018 under Rule 4(1) of SCR (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules 2005 requiring responses on matters relating to alleged non-compliance with certain provisions of the erstwhile Listing Agreement and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Bank has submitted its reply to SEBI on August 23, 2018. Thereafter, personal hearing was held at SEBI on the said notice on October 16, 2018 and supplements to the earlier notice was submitted on October 31, 2018 & January 10, 2019.
- 6) ICICI Bank Limited & ex-Compliance Officer had received a Notice from SEBI on July 31, 2018 under Rule 4(1) of SCR (Procedure for Holding Inquiry and imposing penalties by Adjudicating Officer) Rules 2005 requiring responses on matters relating to alleged non-compliance with certain provisions of the erstwhile Listing Agreement with respect to delayed disclosure of an agreement relating to merger of the erstwhile Bank of Rajasthan with the Bank. The Bank has sought inspection of documents from SEBI.

- 7) Erstwhile Bank of Madura had granted lease finance to M/s. ORJ Electronic Oxides Ltd (the "Borrower") for import of capital goods from USA. Upon investigations by the Customs department, it was detected that machinery manufactured in India were exported and then re-imported in same container with higher value. As ICICI Bank under the aforesaid lease finance was the importer, a customs duty and penalty was imposed under the Customs Act, 1962 on ICICI Bank and the Borrower. Issues of mis-declaration of value and violation of the Customs Act, 1962 resulted in a demand of ₹ 128.6 million and penalty of ₹ 50.0 million. On appeal the penalty was reduced to ₹ 1.0 million. The matter was re-adjudicated and duty was re-worked to ₹ 3.1 million. ICICI Bank filed an appeal before the Madras High Court on the aforesaid duty and penalty imposed and conditional stay was allowed subject to deposit of Rs.1.5 million being placed by ICICI Bank, which was duly complied with. The matter is currently pending.
- 8) Excise Duty Proceedings: Borrowers like Bannari Amman Sugars Ltd., Triveni Engineering Co. Ltd. and Balarampur Chini Mills Ltd., have been alleged to have evaded excise duty in respect of equipment purchased under an ADB /World Bank Scheme funded by the Bank. Penalty was imposed on the Bank in respect of these machinery purchased.. Presently stay has been obtained on the penalty imposed and the appeals are pending before CESTAT New Delhi.
- 9) Customs Duty Proceedings: Penalties were imposed on ICICI Bank for alleged customs duty evasion by its borrowers Jaypee Cement Ltd., Rashtriya Chemicals & Fertilizers Ltd., Madras Aluminium Co. Ltd., Jindal Steel & Power Ltd. and Triveni Engineering Co. Ltd., in respect of equipment imported under ADB line of credit and funded by the Bank.. All matters are presently under appeal before various forum.
- 10) Customs Duty on Gold Coins: In 2008, ICICI Bank was alleged to have imported gold coins for a Borrower M/s. Gold Quest International Private Ltd., under a wrong classification and hence differential customs duty of ₹ 252.8 million and penalty of ₹ 25.0 million has been imposed. An appeal had been preferred before the CESTAT, Chennai and a stay order has been passed on the aforesaid demand. The appeal was allowed. No proceedings are pending presently. Gold Quest is in the process of obtaining refund of the differential customs duty paid under protest.

Annexure 2

Related party transaction for FY-16 (Figures in bracket are for previous year)

(| in millions)

Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
ASSETS				
	11.9	-	-	11.9
Asset Purchased	(-)	(-)	(-)	(-)
	127.8	0.7	-	128.5
Fee receivable	(99.1)	(1.7)	(-)	(100.8)
	9.4	-	-	9.4
Other receivable	(31.7)	(-)	(-)	(31.7)
LIABILITIES				
	10,987.5	-	-	10,987.5
Equity share capital	(10,987.5)	(-)	(-)	(10,987.5)
	5,848.0	-	-	5,848.0
Loan from holding company	(7,224.0)	(-)	(-)	(7,224.0)
	7.2	7.5	-	14.7
Fee Payable	(27.0)	(21.2)	(-)	(48.2)
	1,059.9	-	-	1,059.9
Book overdraft (Including bank balance as per books and interest outstanding on Fixed Deposit)	(1,128.4)	(-)	(-)	(1,128.4)
	113.6	2.6	-	116.2
Amount payable (including on account of expenses)	(151.8)	(0.6)	(-)	(152.4)
	-	-	-	-
Proposed equity dividend	(79.4)	(-)	(-)	(79.4)

(in millions)

Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
INCOME				
	600.7	-	-	600.7
Valuation fee	(613.5)	(-)	(-)	(613.5)
	-	22.7	-	22.7
Other Fee income	(-)	(26.6)	(-)	(26.6)
Interest on fixed deposit	2.8	-	-	2.8

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	(7.5)	(-)	(-)	(7.5)
	0.2	-	-	0.2
Servicing fee	(0.3)	(-)	(-)	(0.3)
	37.0	-	-	37.0
Rent received	(35.7)	(-)	(-)	(35.7)
	23.2	-	-	23.2
Expense recovery	(21.1)	(-)	(-)	(21.1)
EXPENDITURE				
Interest & other finance expenses	771.3	4.1	-	775.4
	(1,030.3)	(7.7)	(-)	(1,038.0)
DMA Commission	19.1	0.1	-	19.2
	(18.6)	(0.2)	(-)	(18.8)
Collection cost	150.9	-	-	150.9
	(155.0)	(-)	(-)	(155.0)
Travel Cost	29.3	-	-	29.3
	(33.9)	(-)	(-)	(33.9)
IT Cost	85.9	-	-	85.9
	(65.0)	(-)	(-)	(65.0)
Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
Fee Expenses	47.0	31.8	-	78.8
	(90.9)	(37.2)	(-)	(128.1)
Remuneration to KMP (Including additional related parties as Companies Act, 2013)	-	-	26.1	26.1
	(-)	(-)	(23.8)	(23.8)
Insurance premium	-	10.1	-	10.1
	(-)	(8.4)	(-)	(8.4)
Rent paid	4.6	16.6	-	21.2
	(14.6)	(12.8)	(-)	(27.4)
Servicing fee	7.8	-	-	7.8
	(9.8)	(-)	(-)	(9.8)
Miscellaneous	54.3	0.2	-	54.5
	(53.1)	(0.3)	(-)	(53.4)
OTHERS				
SWAP (Notional Principal)	5,500.0	-	-	5,500.0
	(5,500.0)	(-)	(-)	(5,500.0)
Letter of comfort (utilized)	12,486.1	-	-	12,486.1
	(12,748.0)	(-)	(-)	(12,748.0)
Bond payment made during the period	-	-	-	-
	(-)	(500.0)	(-)	(500.0)
Bank loan taken earlier and repaid during the period	1,376.0	-	-	1,376.0
	(2,635.0)	(-)	(-)	(2,635.0)
	-	-	-	-

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Purchased of Bond	(-)	(101.9)	(-)	(101.9)
Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
Sale of Bond	-	250.0	-	250.0
	(-)	(49.9)	(-)	(49.9)
Equity dividend	1,182.3	-	-	1,182.3
	(1,318.8)	(-)	(-)	(1,318.8)

Related party transaction for FY-17 (Figures in bracket are for previous year)

(in millions)

Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
ASSETS				
Asset Purchased	-	-	-	-
	(11.9)	(-)	(-)	(11.9)
Fee receivable	1.4	1.7	-	3.1
	(127.8)	(0.7)	(-)	(128.5)
Other receivable	26.4	-	-	26.4
	(9.4)	(-)	(-)	(9.4)
LIABILITIES				
Equity share capital	10,987.5	-	-	10,987.5
	(10,987.5)	(-)	(-)	(10,987.5)
Loan from holding company	4,472.0	-	-	4,472.0
	(5,848.0)	(-)	(-)	(5,848.0)
Fee Payable	6.9	5.9	-	12.8
	(7.2)	(7.5)	(-)	(14.7)
Bonds	-	1,000.0	-	1,000.0
	(-)	(-)	(-)	(-)
Bank overdraft	266.6	-	-	266.6
	(-)	(-)	(-)	(-)
Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
Book overdraft (Including bank balance as per books and interest outstanding on Fixed Deposit)	1,149.3	-	-	1,149.3
	(1,059.9)	(-)	(-)	(1,059.9)
Accrued interest on bond	-	3.7	-	3.7
	(-)	(-)	(-)	(-)
Amount payable (including on account of expenses)	27.3	5.9	-	33.2
	(113.6)	(2.6)	(-)	(116.2)

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INCOME				
	343.6	-	-	343.6
Valuation fee	(600.7)	(-)	(-)	(600.7)
	3.4	-	-	3.4
PSG Fee	(-)	(-)	(-)	(-)
	-	24.2	-	24.2
Other Fee income	(-)	(22.7)	(-)	(22.7)
	0.8	-	-	0.8
Interest on fixed deposit	(2.8)	(-)	(-)	(2.8)
	0.1	-	-	0.1
Servicing fee	(0.2)	(-)	(-)	(0.2)
	40.5	-	-	40.5
Rent received	(37.0)	(-)	(-)	(37.0)
	26.5	-	-	26.5
Expense recovery	(23.2)	(-)	(-)	(23.2)
EXPENDITURE				
	556.3	8.8	-	565.1
Interest & other finance expenses	(771.3)	(4.1)	(-)	(775.4)
Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
	13.0	0.1	-	13.1
DMA Commission	(19.1)	(0.1)	(-)	(19.2)
	178.3	-	-	178.3
Collection cost	(150.9)	(-)	(-)	(150.9)
	25.1	-	-	25.1
Travel Cost	(29.3)	(-)	(-)	(29.3)
	68.1	-	-	68.1
IT Cost	(85.9)	(-)	(-)	(85.9)
	24.1	23.0	-	47.1
Fee Expenses	(47.0)	(31.8)	(-)	(78.8)
	-	-	10.5	10.5
Remuneration to KMP	(-)	(-)	(15.2)	(15.2)
	-	11.3	-	11.3
Insurance premium	(-)	(10.1)	(-)	(10.1)
	4.2	18.6	-	22.8
Rent paid	(4.6)	(16.6)	(-)	(21.2)
	6.2	-	-	6.2
Servicing fee	(7.8)	(-)	(-)	(7.8)
	72.9	0.3	-	73.2
Miscellaneous	(54.3)	(0.2)	(-)	(54.5)
OTHERS				
SWAP (Notional Principal)	5,500.0	-	-	5,500.0

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	(5,500.0)	(-)	(-)	(5,500.0)
Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
	12,363.0	-	-	12,363.0
Letter of comfort (utilized)	(12,486.1)	(-)	(-)	(12,486.1)
Bank loan taken earlier and repaid during the period	1,376.0	-	-	1,376.0
	(1,376.0)	(-)	(-)	(1,376.0)
FD placed with ICICI Bank matured	750.0	-	-	750.0
	(-)	(-)	(-)	(-)
	-	50.0	-	50.0
Sale of Bond	(-)	(250.0)	(-)	(250.0)
	1,065.8	-	-	1,065.8
Equity dividend	(1,182.3)	(-)	(-)	(1,182.3)

Related party transaction for FY-18 (Figures in bracket are for previous year)

(| in millions)

Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
ASSETS				
	-	15.6	-	15.6
Fee receivable	(1.4)	(1.7)	(-)	(3.1)
	50.7	-	-	50.7
Other receivable	(26.4)	(-)	(-)	(26.4)
Bank Balance	47.6	-	-	47.6
	(402.5)	-	-	(402.5)
MTM gain on swap deals	30.8	-	-	30.8
	(-)	(-)	(-)	(-)
LIABILITIES				
Equity share capital	10,987.5	-	-	10,987.5
	(10,987.5)	(-)	(-)	(10,987.5)
Loan from holding company	3,096.0	-	-	3,096.0
	(4,472.0)	(-)	(-)	(4,472.0)
Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
	5.7	0.3	-	6.0
Fee Payable	(6.9)	(5.9)	(-)	(12.8)
	-	1,000.0	-	1,000.0
Bonds	(-)	(1,000.0)	(-)	(1,000.0)
	1,202.1	-	-	1,202.1
Bank overdraft	(266.6)	(-)	(-)	(266.6)
	70.2	-	-	70.2

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Book overdraft(Including banks balances as per books and interest outstanding on Fixed Deposit)	(1,551.8)	(-)	(-)	(1,551.8)
Accrued interest on bond	-	40.8	-	40.8
	(-)	(3.7)	(-)	(3.7)
Amount payable (including on account of expenses)	37.9	5.9	-	43.8
	(27.3)	(5.9)	(-)	(33.2)
INCOME				
	3.5	-	-	3.5
PSG Fee	(3.4)	(-)	(-)	(3.4)
	(0.2)	-	-	(0.2)
Valuation fee	(343.6)	(-)	(-)	(343.6)
MTM Gain on Swap Deals	30.8	-	-	30.8
	(-)	(-)	(-)	(-)
	-	36.1	-	36.1
Other Fee income	(-)	(24.2)	(-)	(24.2)
	0.0	-	-	0.0
Interest on Fixed deposit *	(-)	(-)	(-)	(-)
Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
	0.1	-	-	0.1
Servicing fee	(0.1)	(-)	(-)	(0.1)
	43.2	-	-	43.2
Rent received	(40.5)	(-)	(-)	(40.5)
	19.5	-	-	19.5
Expense recovery	(26.5)	(-)	(-)	(26.5)
EXPENDITURE				
Interest & other finance expenses	328.0	74.8	-	402.8
	(554.1)	(3.1)	(-)	(557.3)
	20.1	1.9	-	22.1
DMA Commission	(15.2)	(5.7)	(-)	(20.8)
	233.3	-	-	233.3
Collection Cost	(178.3)	(-)	(-)	(178.3)
	20.4	-	-	20.4
Travel Cost	(25.1)	(-)	(-)	(25.1)
	48.0	-	-	48.0
IT Cost	(68.1)	(-)	(-)	(68.1)
	18.2	0.3	-	18.5
Fee Expenses	(24.1)	(23.0)	(-)	(47.1)
	-	-	18.5	18.5

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Remuneration to KMP	(-)	(-)	(10.5)	(10.5)
Insurance premium	-	9.3	-	9.3
	(-)	(11.3)	(-)	(11.3)
Rent paid	4.3	19.6	-	23.9
	(4.2)	(18.6)	(-)	(22.8)
Servicing fee	4.8	-	-	4.8
	(6.2)	(-)	(-)	(6.2)
Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
Miscellaneous	75.5	0.2	-	75.7
	(72.9)	(0.3)	(-)	(73.2)
OTHERS				
SWAP (Notional Principal)	5,500.0	-	-	5,500.0
	(5,500.0)	(-)	(-)	(5,500.0)
Letter of comfort (utilized)	12,363.0	-	-	12,363.0
	(12,363.0)	(-)	(-)	(12,363.0)
Bank loan repaid during the period	1,376.0	-	-	1,376.0
	(1,376.0)	(-)	(-)	(1,376.0)
Sale of Asset	1.1	-	-	1.1
	(-)	(-)	(-)	(-)
Sale of Bond	-	250.0	-	250.0
	(-)	(50.0)	(-)	(50.0)
Guarantee	2.5	-	-	2.5
	(-)	(-)	(-)	(-)
Equity dividend	495.0	-	-	495.0
	(1,065.8)	(-)	(-)	(1,065.8)
FD placed with ICICI Bank matured	-	-	-	-
	(750.0)	(-)	(-)	(750.0)

Related party transaction for 9M-2019 (Figures in brackets pertain to March 31, 2018 in respect of Balance Sheet items and December 31, 2017 in respect of income and expenditure.)

Particulars	Holding Company	Fellow Subsidiary / Associate Company	Key Management Personnel	Total
ASSETS				
Insurance paid in advance	-	5.7	-	5.7
	(-)	(-)	(-)	(-)
Bank balance (including interest outstanding on fixed deposit)	991.5	-	-	991.5
	(47.6)	(-)	(-)	(47.6)
	-	-	32.0	32.0

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Loan receivable from KMP	(-)	(-)	(-)	(-)
Mark-to-market gain on Swap deals	-	-	-	-
	(30.8)	(-)	(-)	(30.8)
Fee receivable	-	13.9	-	13.9
	(-)	(15.6)	(-)	(15.6)
Other receivable	29.3	-	-	29.3
	(50.7)	(-)	(-)	(50.7)
LIABILITIES				
Equity Share capital	10,987.5	-	-	10,987.5
	(10,987.5)	(-)	(-)	(10,987.5)
Loan	-	-	-	-
	(3,096.0)	(-)	(-)	(3,096.0)
Mark-to-market payable on Swap deals	541.1	-	-	541.1
	(-)	(-)	(-)	(-)
Fee payable	3.3	1.2	-	4.5
	(5.7)	(0.3)	(-)	(6.0)
Bonds	-	250.0	-	250.0
	(-)	(1,000.0)	(-)	(1,000.0)
Bank/book overdraft	2,071.0	-	-	2,071.0
	(1,272.3)	(-)	(-)	(1,272.3)
Accrued interest on bond	-	0.5	-	0.5
	(-)	(40.8)	(-)	(40.8)
Other payables (including on account of expenses)	91.5	6.6	-	98.1
	(37.9)	(5.9)	(-)	(43.8)
Swap (notional principal)	27,020.3	-	-	27,020.3
	(5,500.0)	(-)	(-)	(5,500.0)
Letter of Comfort (Utilised)	10,060.0	-	-	10,060.0
	(12,363.0)	(-)	(-)	(12,363.0)
Guarantee	2.5	-	-	2.5
	(2.5)	(-)	(-)	(2.5)
INCOME				
Valuation fee	-	-	-	-
	(-0.2)	(-)	(-)	(-0.2)
Property Search (PSG) fee	-	-	-	-
	(3.5)	(-)	(-)	(3.5)
Other fee income	-	28.6	-	28.6
	(-)	(23.3)	(-)	(23.3)
Interest on Fixed Deposit	0.1	-	-	0.1
	(-)	(-)	(-)	(-)
Mark-to-market gain on Swap deals	-	-	-	-
	(37.3)	(-)	(-)	(37.3)
Interest income from KMP	-	-	0.5	0.5
	(-)	(-)	(-)	(-)
Servicing fee	0.1	-	-	0.1
	(0.1)	(-)	(-)	(0.1)

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Rent income	39.2	-	-	39.2
	(31.1)	(-)	(-)	(31.1)
Expense recovery	17.3	-	-	17.3
	(13.4)	(-)	(-)	(13.4)
EXPENDITURE				
Interest & other finance expenses	151.1	34.5	-	185.6
	(248.2)	(56.4)	(-)	(304.6)
Direct Marketing Agent Commission	15.0	4.0	-	19.0
	(14.9)	(1.6)	(-)	(16.5)
Mark-to-market on Swap deals	31.8	-	-	31.8
	(-)	(-)	(-)	(-)
Fee expenses	5.1	0.8	-	5.9
	(13.0)	(1.8)	(-)	(14.8)
Remuneration to KMPs	-	-	24.6	24.6
	(-)	(-)	(12.3)	(12.3)
Insurance premium	-	10.9	-	10.9
	(-)	(7.2)	(-)	(7.2)
Rent expense	3.0	15.2	-	18.2
	(3.2)	(14.6)	(-)	(17.8)
Servicing fee	2.9	-	-	2.9
	(3.7)	(-)	(-)	(3.7)
Miscellaneous expenses	151.6	1.3	-	152.9
	(55.5)	(0.1)	(-)	(55.6)
Collection cost	151.8	-	-	151.8
	(170.1)	(-)	(-)	(170.1)
Travel cost	7.4	-	-	7.4
	(15.7)	(-)	(-)	(15.7)
Information Technology & infrastructure cost (shared expenses)	71.5	-	-	71.5
	(36.5)	(-)	(-)	(36.5)
OTHERS				
Purchase of Government securities	-	107.6	-	107.6
	(-)	(-)	(-)	(-)
Sale of Government securities/bonds	-	-	-	-
	(-)	(250.0)	(-)	(250.0)
Sale of investments in shares	55.8	-	-	55.8
	(-)	(-)	(-)	(-)
Sale of fixed assets	-	-	-	-
	(1.1)	(-)	(-)	(1.1)
Equity dividend	-	-	-	-
	(495.0)	(-)	(-)	(495.0)
Purchase of fixed assets	4.1	0.1	-	4.2
	(-)	(-)	(-)	(-)
Transfer of staff loan	88.0	-	-	88.0
	(-)	-	(-)	(-)
New deals of swaps/forwards notional principal	23,020.3	-	-	23,020.3
	(-)	-	(-)	(-)

Related party transaction for FY2019

₹ in million

Particulars	Name of the related party	Nature of relationship	At March 31, 2019	At March 31, 2018	At April 1, 2017
Assets					
Bank balances (including fixed deposits and interest accrued thereon)	ICICI Bank Limited	Holding company	83.7	47.6	402.5
Interest receivable	ICICI Bank Limited	Holding company	-	30.8	-
Other receivables	ICICI Bank Limited	Holding company	135.6	50.7	26.4
Investment in equity shares (at cost)	India Infradebt Limited	Associate of holding company	-	30.0	30.0
Fee receivable	ICICI Bank Limited	Holding company	-	-	1.4
	ICICI Lombard General Insurance Company Limited	Fellow subsidiary	11.9	14.6	1.6
	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	2.8	1.0	0.1
Loan receivable from KMP (staff loan and home loan) and their relatives	Anirudh Kamani	KMP	31.7	-	-
Liabilities					
Equity share capital	ICICI Bank Limited	Holding company	10,987.5	10,987.5	10,987.5
Loans	ICICI Bank Limited	Holding company	1,000.0	3,096.0	4,472.0
Bank/Book overdraft in current accounts	ICICI Bank Limited	Holding company	3,272.3	1,272.3	1,818.4
MTM payable	ICICI Bank Limited	Holding company	964.6	-	-
Bonds	ICICI Prudential Life Insurance	Fellow subsidiary	-	1,000.0	1,000.0

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	Company Limited				
Accrued interest on bonds	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	-	40.8	3.7
Fee payable	ICICI Bank Limited	Holding company	6.2	5.7	6.9
	ICICI Securities Limited	Fellow subsidiary	1.6	0.3	5.9
Other payables (Including on account of expenses)	ICICI Bank Limited	Holding company	172.0	37.9	27.3
	ICICI Lombard General Insurance Company Limited	Fellow subsidiary	1.3	5.8	5.5
	ICICI Securities Limited	Fellow subsidiary	3.4	0.1	0.3
	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	2.4	-	0.1
	I Process service (I) Private Limited	Associate of holding company	7.3	8.6	-
Fixed deposits	Shivam Bakhshi	Relatives of KMP of holding Company	1.5	-	-
	Esha Bakhshi		1.0	-	-
	Minal Bakhshi		*		
Other					
Swap (notional principal)	ICICI Bank Limited	Holding company	26,843.8	5,500.0	5,500.0
Letter of comfort (utilised)	ICICI Bank Limited	Holding company	7,060.0	12,363.0	12,363.0
Guarantee	ICICI Bank Limited	Holding company	2.5	2.5	-

Particulars	Name of the related Party	Nature of relationship	FY2019	FY2018
Income				
Rent Income	ICICI Bank Limited	Holding company	44.7	43.2

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MTM gain on swap deals	ICICI Bank Limited	Holding company	-	30.8
Expense recovery	ICICI Bank Limited	Holding company	21.5	19.5
Servicing fee	ICICI Bank Limited	Holding company	0.1	0.1
Property service fee	ICICI Bank Limited	Holding company	-	3.5
Valuation fee	ICICI Bank Limited	Holding company	-	0.2
Interest income on fixed deposits	ICICI Bank Limited	Holding company	0.2	-
Interest income on loans	Anirudh Kamani	KMP	0.8	-
Referral fees	ICICI Lombard General Insurance Company Limited	Fellow subsidiary	24.3	24.5
	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	19.8	11.6
Dividend Income	India Infradebt Limited	Associate of holding company	0.9	0.9
Property service fee	Anup Bagchi	Director of the Company	0.2	-
Expenses				
Servicing fee	ICICI Bank Limited	Holding company	4.0	4.8
Collection cost	ICICI Bank Limited	Holding company	233.2	233.3
Travel cost	ICICI Bank Limited	Holding company	8.0	20.4
IT infrastructure cost (shared expenses)	ICICI Bank Limited	Holding company	42.6	48.0
Interest & other finance expenses (including hedging cost)	ICICI Bank Limited	Holding company	383.3	328.0
	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	34.0	74.8
Direct Marketing Agent commission	ICICI Bank Limited	Holding company	23.6	20.1
	ICICI Securities Limited	Fellow subsidiary	7.7	1.9
Fee expenses –Property Service	ICICI Bank Limited	Holding company	8.8	18.2
	ICICI Securities Limited	Fellow subsidiary	1.1	0.3

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Donation paid	ICICI Foundation for Inclusive Growth	Associate of holding company	45.4	57.7
Rent expenses	ICICI Bank Limited	Holding company	13.7	4.3
	ICICI Lombard General Insurance Company Limited	Fellow subsidiary	19.1	17.2
	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	2.4	2.4
Miscellaneous (Commercial paper Distributor fee, LAS sourcing cost, operation cost, common corporate expenses and man power services.)	ICICI Bank Limited	Holding company	206.0	75.5
	I Process service (I) Private Limited	Associate of holding company	136.3	83.6
	ICICI Securities Primary Dealership Limited	Fellow subsidiary	0.2	0.2
	ICICI Securities Limited	Fellow subsidiary	1.5	-
Insurance premium	ICICI Lombard General Insurance Company Limited	Fellow subsidiary	20.0	9.3
	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	1.5	-
Remuneration	Anirudh Kamani (w.e.f. November 1, 2017)	KMP	29.9	9.6
	Rohit Salhotra (Upto October 31, 2017)	KMP	-	8.9
Interest expenses on deposits	Shivam Bakhshi	Relatives of KMP of holding company	*	-
	Esha Bakhshi		*	-
	Minal Bakhshi		*	-
Sitting fees	Dileep C Choksi	Directors	1.4	1.4
	S Santhanakrishnan		1.6	1.4
	Sankaran Santhanakrishnan		1.3	1.2
	G Gopalakrishna ¹		0.1	-
	Vinod Kumar Dhall ¹		0.1	-
Others				
Dividend on equity shares	ICICI Bank Limited	Holding company	-	495.0

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Sale of fixed assets	ICICI Bank Limited	Holding company	-	1.1
Purchase of fixed assets	ICICI Bank Limited	Holding company	4.1	-
	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	0.1	-
Purchase of Government securities	ICICI Prudential Life Insurance Company Limited	Fellow subsidiary	107.6	-
Sale of investment in shares	ICICI Bank Limited	Holding company	55.8	-
Sale of Government securities /bonds	ICICI Securities Primary Dealership Limited	Fellow subsidiary	-	250.0
Transfer of staff loans	ICICI Bank Limited	Holding company	88.0	-
Recovery of principal amounts of loans from KMPs and their relatives	Anirudh Kamani	KMPs	1.3	-
Bank loans taken earlier, repaid during the year	ICICI Bank Limited	Holding company	3,096.0	1,376.0
Derivatives deals undertaken	ICICI Bank Limited	Holding company	22,953.9	-

Part B

Shelf Disclosure Document, Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and amendments thereto and private placement offer letter as per PAS-4 [pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014] of Companies Act, 2013

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ICICI Home Finance Company Limited

Part B of the Information Memorandum as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and amendments thereto and private placement offer letter as per PAS-4 [pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014] of Companies Act, 2013 for PRIVATE PLACEMENT OF DEBENTURES

Supplement No:3 to Information Memorandum Document No: IHFC/Jun/FY20/MLD/1 dated June 11, 2019 for private placement of rated, listed, Unsecured Redeemable Senior Bonds in nature of Debentures in the form of Market Linked Non-Convertible Debentures (MLDs) for upto ₹ 1000 crores to be issued under various tranches.

Private Placement of Unsecured Redeemable Senior Bonds in the nature of Market Linked Non-Convertible Debentures (MLDs) under one option.



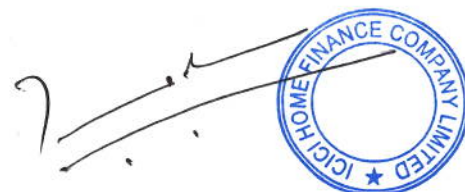
Issue Details
Summary of Proposed Term Sheet

Option 1

Security Name	ICICI Home Finance Company Limited –Principal Protected Market Linked Non-Convertible Debentures (MLDs)
Issuer	ICICI Home Finance Company Limited
Type of Instrument	Rated, Listed, Unsecured Redeemable Principal Protected Senior Bonds in the nature of Market Linked Non-Convertible Debentures (MLDs)
Nature of Instrument	Unsecured
Principal Protection	Principal is protected at Maturity
Seniority	Senior Debt
Mode of Issue	On Private Placement Basis
Eligible Investor	The investors, who are specifically offered for subscription, are eligible to invest in these Debentures
Listing	On the Wholesale Debt Market (WDM) segment of BSE Ltd. The instrument will be listed within 15 days from the date of allotment
Rating of Instrument	"CARE PP-MLD AAA/Stable" by CARE Limited "CRISIL PP-MLD AA+/Stable" by CRISIL Limited
Issue Size	₹ 25 crore
Option to retain over subscription	Yes subject to oversubscription of maximum ₹ 225 crore
Objects of the Issue	The funds to be raised by the Company shall be for providing housing loans and other loans, for general corporate purpose and to retire/replace existing liabilities and shall not be for any specific project. The amount so raised would not be used for onward lending to any group/subsidiary companies and the same shall be stated in the information memorandum.
Details of the utilization of the proceeds	Same as above
Coupon/XIRR Effective Yield	Coupon linked to performance of Underlying/Reference Index. Refer Table 1
Step Up/Step Down Coupon Rate	NA
Coupon Payment Frequency	Coupon, if any will be paid on Redemption Date
Coupon Payment Date(s)	Coupon, if any will be paid on Redemption Date



Coupon Type	Coupon linked to performance of Underlying/Reference Index.
Coupon Reset Process	NA
Day Count	Actual/Actual
Interest on Application Money	NA
Default Interest Rate	In case of default in payment of interest and/or principal redemption on the due dates, additional interest @ 2.0% p.a. over the documented rate will be payable by the Company for the defaulting period
Additional Interest on Non-execution of Debenture Trust Deed	In case of non execution of Debenture Trust Deed within the period of 3 months from the closure of the issue as specified in sub regulation (1) of Regulation 15 of SEBI (Issue & Listing of Debt securities) regulation, 2008 as amended, the Company shall pay interest of at least 2% p.a over and above the agreed coupon rate/effective yield (Annualised on XIRR basis), till the execution of Debenture Trust Deed.
Delay in Listing	In case of delay in listing of the debt securities beyond 20 days from the deemed date of allotment, the Issuer will pay penal interest of at least 1% p.a. over the coupon rate /effective yield (Annualised on XIRR basis) from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.
Tenor	731 Days
Redemption Date	Friday, August 6, 2021
Condition for premature exit/early redemption	Not applicable
Redemption Amount	₹ 5,00,000/- (Rupees Five Lakh Only) per Debenture plus Coupon amount (if any)
Redemption Premium	Not applicable
Issue Price	₹ 5,00,000.00 per Bond (Rupees Five Lacs Only)
Discount at which security is issued and the effective yield as a result of such discount	NA
Put Option Date	None
Put Option Price	NA
Call Option Date	None



Call Option Price	NA
Put Notification Time	None
Call Notification Time	None
Face Value Per Bond	₹ 5,00,000.00 (Rupees Five Lacs Only)
Minimum Application and in Multiples of	20 bonds and in multiple of 2 bond thereafter
Issue Timings Issue Opening Date Issue Closing Date Pay – in Date Deemed Date of Allotment	August 5, 2019 August 6, 2019 August 6, 2019 August 6, 2019
Underlying Performance	(Final Fixing Level/Initial Fixing Level) * 100
Underlying/ Reference Index	Price of 10 Year Government Security : 7.26 G-Sec 2029 ISIN: IN0020180454, Maturing on January 14, 2029 as published by FBIL on www.fbil.org.in
Issuance Mode of Instrument	Demat only
Trading Mode of Instrument	Demat only
Settlement Mode of Instrument	RTGS/NEFT
Depository	NSDL & CDSL
Business Day Convention	In the event of redemption/maturity falling due on a Sunday or a holiday/non-working day the principal repayment along with interest/coupon payment till one day prior to payment date would be done as per day count convention of actual/actual on the preceding working day, as applicable. Note: In case of failure of RBI's system for RTGS/NEFT payment, the same will be made on the next business day. The Company will not be liable to pay any additional interest on account of same.
Record Date	15 days prior to each Coupon payment/Put option date/Call option date/Redemption date.
Security	(Unsecured with negative lien) The bonds being issued under purview of current document are unsecured redeemable senior bonds in the nature of debentures (MLDs) and the Company hereby undertakes that it shall not create any security on receivables of the Company that are equivalent in value to the total outstanding MLDs raised under the proposed IMs. This restriction shall not be applicable to: (i)



	any charge on the Receivables already in existence as on the date of filing the IM, (ii) any charge created on Receivables with prior written consent of the Trustee. The MLDs will rank pari passu with all other existing unsecured and unsubordinated borrowings of the issuer.
Transaction Documents	Term Sheet (Filed as Part B of Information memorandum IHFC/June/FY20/MLD/1 dated June 11, 2019) Credit Rating Letters from CARE, CRISIL Rating Rationale from CARE, CRISIL Application Form Information Memorandum
Condition Precedent to Disbursement	As provided in Debenture Trust Deed
Condition Subsequent to Disbursement	As provided in Debenture Trust Deed
Event of Default	To comprise, <i>among others</i> , the following (with applicable grace/cure periods): Payment default Breach of covenants, undertakings or other obligations Issuer ceasing to carry on business Performance of obligations of Issuer becoming illegal or unlawful Winding up/Bankruptcy/Dissolution of the Issuer Insolvency of the Issuer The above are indicative and shall be defined in detail in the Debenture Trust Deed including consequences of event of default.
Provisions related to Cross Default Clause	None
Role and Responsibilities of Debenture Trustee	As defined in the Debenture Trust Deed
Governing Law and Jurisdiction	Governing law is Indian law and jurisdiction is Mumbai.
Valuation Agency Fees	Fees paid to valuation Agent by Issuer shall not exceed ₹ 4,00,000/- p.a
Valuation Agent	Name of Agency: CARE Limited Address: 4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Valuation Frequency and publication	CARE Ratings Limited The Valuation Agent will publish valuation on its



	<p>website at least once every calendar week. The valuation shall be available on the website of the valuation Agent.</p> <p>The latest and historical valuations for these debentures will be published on the website of valuation agency at http://www.careratings.com</p>
Risk Factors associated with Market Linked Debentures	<p>The securities are created based on complex mathematical models and may involve multiple derivative exposures which may or may not be hedged and the actual behaviour of the securities selected for hedging may significantly differ from the returns predicted by the mathematical models.</p> <p>The principal amount is subject to credit risk of the issuer whereby the investor may or may not recover all or part of the funds in case of default by the issuer.</p>
Arranger / Distribution/ Advisor Fee	The fees payable for distribution of instruments shall not exceed 0.25% p.a
Compliance	Company reserves right to make multiple issuances under the same ISIN with reference to SEBI Circular CIR/IMD/DF-I/ 67 /2017 dated June 30, 2017. Issue can be made either by way of creation of fresh ISIN or by way of issuance under the existing ISIN at premium /par/discount as the case may be in line with SEBI Circular CIR/IMD/DF-I/ 67 /2017 dated June 30, 2017

Table 1

Investor	Multiple Investor
Issue Date Open	Monday, August 5, 2019
Issue Date Close	Tuesday, August 6, 2019
Issue Size (Rs)	Base Issue: ₹ 25 crore Oversubscription: ₹ 225 crore
Issue Price	₹ 5,00,000/- per NCD
Tenor in Days	731 days
Redemption Date	Friday, August 6, 2021
Initial Fixing Date	Tuesday, August 6, 2019
Initial Fixing Level	Last Traded (Closing) Price of 7.26% Gsec 2029 as on Initial Fixing Date, as published by FBIL on www.fbil.org.in
Final Fixing Date	Thursday, May 6, 2021



Final Fixing Level	Last Traded (Closing) Price of 7.26% Gsec 2029 as on Final Fixing Date, as published by FBIL on www.fbil.org.in
Coupon/Effective yield (Annualised on XIRR basis)	
Scenario	Coupon (on XIRR basis)
If Underlying Performance \geq 75% of the Initial Fixing level	8.00% p.a
If Underlying Performance $< 75\%$ but $\geq 25\%$ of the Initial Fixing level	7.95% p.a
If Underlying Performance $< 25\%$ of the Initial Fixing level	0.00% p.a

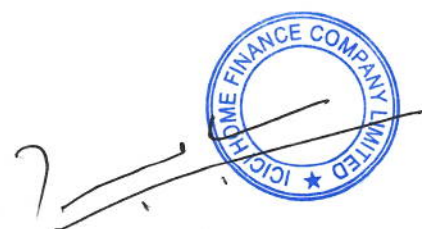
Illustration of Cash Flow Tranche 1 Option 1

Cash Flows	Date	No Of days in Coupon Period	Amount (In Rupees)
Principal Inflow	Tuesday, August 6, 2019		5,00,000
Principal + Coupon (On XIRR Basis), on Redemption, if any	Friday, August 6, 2021	731	Principal+ Coupon Linked to performance of underlying/Reference Index as per table below

Illustrative Scenario Analysis for Option 1

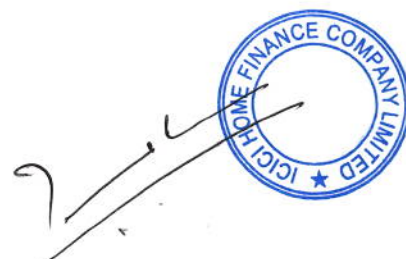
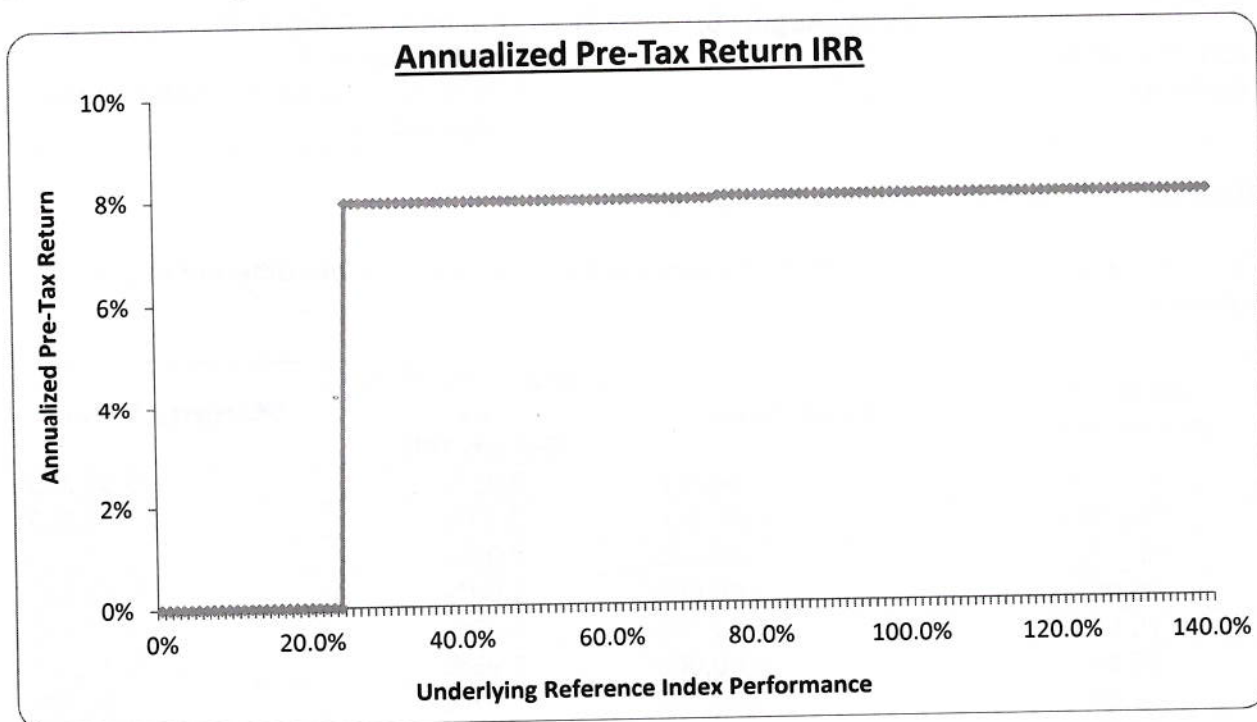
The following table shows the value of the debenture at maturity under different market conditions

Underlying Performance	Issue Price	Annualised Pre-Tax Return IRR	Maturity Value
140.00%	5,00,000	8.00%	5,83,323
120.00%	5,00,000	8.00%	5,83,323
100.00%	5,00,000	8.00%	5,83,323
80.00%	5,00,000	8.00%	5,83,323
75.00%	5,00,000	8.00%	5,83,323
65.00%	5,00,000	7.95%	5,82,782
50.00%	5,00,000	7.95%	5,82,782
30.00%	5,00,000	7.95%	5,82,782
25.00%	5,00,000	7.95%	5,82,782
20.00%	5,00,000	0.00%	5,00,000



Scenario	Particulars	Price of 10 Year G-sec at initial fixing date	Semi YTM at initial fixing date	Assumed Price of 10 Year G-sec at final fixing date	Indicative Semi YTM range at final fixing date	Annualised coupon/Effective Yield (on XIRR basis)	Investment	Maturity
Moderately Falling to Rising	If Underlying Performance $\geq 75\%$ of Initial Fixing Level	105.94	6.41%	≥ 79.46	$\leq 11.33\%$	8.00%	500,000	583,323
Substantially Falling	If Underlying Performance $< 75\%$ but $\geq 25\%$ of Initial Fixing Level	105.94	6.41%	< 79.46 but ≥ 26.49	$> 11.33\%$ but $\leq 35.86\%$	7.95%	500,000	582,782
Extremely Falling	If Underlying Performance $< 25\%$ of Initial Fixing Level	105.94	6.41%	< 26.49	$> 35.86\%$	0.00%	500,000	500,000

Illustrative Graphical Representation



Addition covenants

It may be noted this Issue is only for Resident Indian for participation in primary and secondary market.

Trustee to the issue	
Registered address	Corporate and communication address
Axis Trustee Services Limited Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025	Axis Trustee Services Limited The Ruby, 2nd Floor, SW, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400028 Tel No.: 022-62260054 Fax No.: 022-43253000

Registrar to the issue
Registered, corporate and communication address
Datamatics Business Solutions Limited Plot No. B-5, Part B Crosslane, MIDC, Andheri (East), Mumbai- 400 093 Tel No.: 022-66712196 Fax No.: 022-66712209

Proposed Advisors/distributor/Intermediary to the issue
Kotak Securities Limited ICICI Bank Limited



Appendix

Appendix 1

Debt Equity Ratio

Before the issue of debt securities at June 30, 2019 (approx.)	7.73
After the issue of debt securities (approx)	8.10

Appendix 2

- Application Form – As Attached

Details of settlement

Designated bank account of ICICI Home Finance Company Limited

Beneficiary Name: "ICICI Home Finance Co. Ltd – Bond Issuances"

Account Number: 001105019554

IFSC Code: ICIC0000011

Account Branch: ICICI Bank Limited, Andheri Branch, Mumbai

Appendix 3

Rating Letters & Rationale – As Attached

Appendix 4

Trustee Consent Letter



ICICI HOME FINANCE COMPANY LIMITED

Registered Office: ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400051

Corporate Office: ICICI HFC Towers, Andheri Kurla Road, JB Nagar, Chakala Metro Station, Andheri (E), Mumbai - 400059

ICICI HOME FINANCE BONDS

APPLICATION FORM

FOR UNSECURED REDEEMABLE SENIOR BONDS IN THE NATURE OF MARKET LINKED NON CONVERTIBLE DEBENTURES (MLDs)

RATINGS : "CRISIL PP-MLD AAA" BY CRISIL & "CARE PP-MLD AAA" BY CARE

Advisor's/Distributor's/Intermediary's Stamp		Date & Time of Receipt	
Instrument Details	Option 1	Status (Please tick any one)	
Series	MLDAUG191	Body Corporate	
Tick the Series applied in		Bank	
Face Value per bond in ₹	5,00,000/-	Insurance Company	
Issue Price per bond in ₹ (a)	5,00,000/-	Gratuity / Provident / Superannuation Fund	
Redemption Price per bond in ₹	Rs.5,00,000/- per debenture plus coupon amount as applicable	Financial Institution	
Coupon/Effective Yield/XIRR	Coupon is linked to performance of underlying index/reference.	Mutual Fund	
Maturity Date	Friday, August 6, 2021	Society	
No. of bonds applied for in figures (b)		FII / NRI	
No. of bonds applied for in words		Others (Specify)	
The application shall be for a minimum of 20 bonds and in multiple of 2 bond thereafter.			
Amount Payable			
(a*b) ₹ in figures			
(a*b) ₹ in words			
Investor Information			
Name of the Applicant / Investor			
Address			
Email ID			
Tel. No.			
Fax No.			
Payment Details			
Name of Bank	Account No.		
Branch (Address)	UTR No. / NEFT No.		
Depository Account Details			
Depository Name (Tick any)	NSDL	CDSL	DP ID
Depository Participant Name			Beneficiary A/c No.(Client Id)
All payments of interest and principal will be processed through electronic payment mode to the bank account updated with your Depository Participant pursuant to the SEBI Circular CIR/MRD/DP/10/2013 dated March 21, 2013 and the Company shall not be responsible for any loss incurred on account of any wrong or incorrect bank details updated with your Depository Participant.			
Transaction Details			
Total Amount Paid (₹ Figures)			
Total Amount Paid (₹ Words)			
Total No. of Bonds Applied (Figures)			
Total No. of Bonds Applied (Words)			

Instructions:

1. Please read the terms and conditions before filling this form.
2. The Applicant/Investor is requested to send the duly completed application form either by hand delivery or by Registered Post to the Advisor/Distributor/Intermediary if any, or at the Issuer's Corporate Office address given in this form.
3. Details of settlement:
Designated bank account of ICICI Home Finance Company Limited
Beneficiary Name: "ICICI Home Finance Co. Ltd – Bond Issuances", Account Number: 001105019554, IFSC Code: ICIC0000011, Account Branch: ICICI Bank Limited, Andheri Branch, Mumbai
4. The forms should be filled in block letters in English as per the instructions contained herein and are liable to be rejected if incomplete.

Self Declaration:

1./We hereby confirm to have read the terms and conditions set out in Part B Supplement 3 of Shelf Information Memorandum (Shelf IM) No: IHFC/Jun/FY20/MLD/1 dated June 11, 2019 filed with Bombay Stock Exchange as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and amendments thereto and private placement offer letter as per PAS-4 [pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014] of Companies Act, 2013.

2./We hereby confirm that I/We have not been debarred from accessing/participating in the capital markets or have not been restrained by any regulatory authority directly/indirectly.

3./We hereby confirm that a)The intermediary/distributor /advisor have explained the risks involved in MLDs and I/We am/are capable of taking the risk posed by such securities and shall satisfy itself that securities are suitable to the risk profile of the investor.b)I/We has/have been provided by intermediary the offer document for the said issue.c)I/We have been provided by intermediary the guidance on obtaining valuation of securities i.e the locations where such information would be available. d)I/We have been guided by intermediary on exit loads/exit options/liquidity support,if any etc given by the issuer or through secondary market.

Tax Status of Applicant / Investor (Tick)

Non - Exempt

Exempt

For Exempted Applicant / Investor (Please Tick One) -

 Exemption certificate u/s. 197 of the Income Tax Act, 1961 (the Act)
 Furnishing Form 15G / 15H u/s 197A of the Act

☐
☐

 Exemption available u/s 10 of the Act
 Any other proof (please furnish details)

☐
☐

ICICI Home Finance Company Limited (the Company) shall deduct tax at source (TDS) as per the prevailing provisions of the Act and at the prevailing rate(s) as amended by the applicable Finance Act. If no PAN furnished by the bondholder(s) / investor(s) then no TDS Certificate shall be generated by the Income Tax Department i.f.o. bondholder(s) / investor(s). If any resident Bondholder(s) / investor(s) want(s) to avail the exemption from deduction of tax at source by furnishing the prescribed Form 15G (applicable to investor other than a company or firm) or Form 15H (applicable to only senior citizens aged 60 years and more) as specified u/s 197A of the Act, then a valid PAN needs to be furnished along with Form 15G/H, as the case may be. Form 15G/H will not be taken into cognizance if the total interest income likely to be credited / paid or total income declared by the bondholder / investor in the Form exceeds maximum amount not chargeable to tax and the TDS shall be deducted at the prevailing rates and as per the prevailing provisions, if deductible. If any resident Bondholder(s) / investor(s) want(s) to avail the exemption from deduction of tax at source by furnishing the exemption certificate issued by the Income Tax Authority u/s 197(1) of the Act, then the tax would be deducted at such nil / lower rate specified in the exemption certificate issued u/s 197(1) of the Act, as the case may be, in accordance with the prevailing provisions of the Act as amended from time to time. Where bondholder(s) / investor(s) is/are an specified entity whose income is unconditionally exempt u/s 10 of the Act and who is/are not statutorily required to file return of income under section 139 of the Act, then no TDS would be deducted at source subject to submission of such proof(s) to substantiate exemption specified in the Circular No. 18/2017 dated May 29, 2017 issued by the Central Board of Direct Taxes (CBDT) - Recognized Employee's Provident Fund / Approved Superannuation / Gratuity Funds exempt under section 10(25) (i) to (V) clause, funds covered under sub clause (i),(ii),(iii),(iiia),(iiiaa),(iiiaaa) of clause 10(23c) under the said CBDT circular. The bondholder(s) / investor(s) are required to submit Form 15G/H u/s 197A of the Act (as the case may be) / Exemption Certificate issued by the competent income tax authority u/s 197(1) of the Act for each applicable financial year, if required).

Income Tax Permanent Account No (PAN Compulsory)

(Please provide copy of PAN, in the absence of which the bondholder will not be issued a certificate for deduction of tax at source)

As per section 206AA of the Act read with section 139A (5A) of the Act, it is mandatory for the Bondholder(s) / Investor(s) to furnish valid PAN if TDS is deductible. It is also mandatory to furnish a valid PAN in terms of rule 114B of the Income Tax Rules, 1962 wherever payment for such investment made to the Company exceeds ₹ 50,000/-. In absence of a valid PAN, the Company shall deduct TDS at higher rates specified under the prevailing provisions of the Act applicable to such transaction. It is also mandatory to disclose PAN in Form 15G/H if furnished by the bondholder / investor as per prevailing provision specified u/s 206AA of the Act. I / We hereby declare that the amount being deposited herewith is not out of any funds acquired by us by borrowing or accepting deposits from any person(s). We hereby declare that the Applicant (Company / Body corporate) is the beneficial owner of the funds and as such the Applicant should be treated as the payee for the purpose of tax deduction at source as per prevailing provisions of the Act. I / We hereby declare that exemption, for no deduction of tax at source as specified in clause (ix) of Proviso to section 193 of the Act, shall be provided by the Company if the security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contract (Regulation) Act, 1956 and the rules made thereunder. I / We hereby declare and confirm that the Trust / Society / Company is authorised to subscribe to the bonds. I / We also declare that the person(s) signing this application is the authorised signatory(ies) and are authorised to issue any and every instruction with regard to any action under this subscription. Any change in the authority of the signatory(ies) or introduction of new signatory(ies) shall be informed to the Company promptly. I / We confirm that we have not been debarred from accessing the capital market or have been restrained by any regulatory authority from directly or indirectly acquiring the said securities.

Having read the terms and conditions governing the issue of the Bonds as set out in the IM, Term sheet, Application Form, I/We hereby agree to abide by the same.

	Name(s) of Authorised Signatories	Signature(s)
1		
2		
3		

Issue Programme:

Issue Opens on	Monday, August 05, 2019
Issue Closes on (latest closing date)	Tuesday, August 06, 2019
Pay-in Date	Tuesday, August 06, 2019
Deemed Date of Allotment	Tuesday, August 06, 2019

PRIVATE & CONFIDENTIAL
NOT FOR CIRCULATION



MLDAUG191

Serial No

(To be filled in by the Applicant)

Corporate Office: ICICI HFC Towers, Andheri Kurla Road, JB Nagar, Chakala Metro Station, Andheri (E), Mumbai - 400059

ICICI HOME FINANCE COMPANY LIMITED

Registered Office: ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400051

Corporate Office: ICICI HFC Towers, Andheri Kurla Road, JB Nagar, Chakala Metro Station, Andheri (E), Mumbai - 400059

Advisor's/Distributor's/Intermediary's Stamp

Acknowledgment Slip

ICICI
HOME
FINANCE
Stamp & Date

Date : _____

Received from _____

vide RTGS/NEFT _____ dated _____

for (₹ _____ /-) Rupees (in words) _____

being application amount for ICICI Home Finance Market Linked Non Convertible Debentures(MLDs)

Documents attached/Status (Please tick):

☐

Completed Application Form

☐

Copy of PAN Card/ No.

☐

Tax Exemption Certificate, if applicable

☐

Copy of MAPIN No., if applicable

For all further correspondence please contact the Registrar at:

Datamatics Business Solutions Limited

Plot No. B-5, Part B Crosslane, MIDC

Andheri (East), Mumbai 400 093

Tel : (022) 66712196

Fax (022) 66712209

PRIVATE & CONFIDENTIAL
NOT FOR CIRCULATION



MLDAUG191

Serial No

(To be filled in by the Applicant)

ICICI HOME FINANCE COMPANY LIMITED

Registered Office: ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400051

Corporate Office: ICICI HFC Towers, Andheri Kurla Road, JB Nagar, Chakala Metro Station, Andheri (E), Mumbai - 400059

Advisor's/Distributor's/Intermediary's Stamp

This is addendum to the Application Form of Unsecured Redeemable Senior Bonds in the nature of Market Linked Non Convertible Debentures (MLDs) series MLDAUG191 Option 1. It may be noted this Issue is only for Resident Indian for participation in primary and secondary market.

Sr No	Name(s) of Authorised Signatories	Signature(s)
1		
2		
3		

CARE/HO/RL/2019-20/1961
Mr. Vikrant Gandhi
Chief Financial Officer
ICICI Home Finance Company Ltd.
RPG Tower, 4th Floor,
Andheri Kurla Road, J.B Nagar,
Andheri East, Mumbai - 400059

July 11, 2019

Confidential

Dear Sir,

Credit Rating for Market Linked Debenture

Please refer to our letter dated June 04, 2019 and your request for revalidation of the rating assigned to the Market Linked Debentures of your company, for a limit of Rs.1000 crore

1. Our Rating Committee has reviewed the following ratings:

Instrument/Facility	Amount Rated (Rs. crore)	Amount unutilized as on July 11,2019 (Rs. crore)	Rating ¹	Rating Action
Market Linked Debenture	1000 (Rupees One Thousand Crore only)	975 (Rs. Nine Hundred and seventy five crore only)	CARE PP-MLD AAA; Stable [PP-MLD Triple A; Outlook Stable]	Reaffirmed

2. Please arrange to get the rating revalidated, in case the proposed issue is not made within six months from the date of this letter.
3. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors
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4. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.

¹Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.

5. CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the debt instruments, CARE shall carry out the review on the basis of best available information throughout the life time of such instruments. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.
6. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.
7. CARE ratings are **not** recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,

Yours faithfully,



[Shailee Sanghvi]

Analyst

shailee.sanghvi@careratings.com



[Ravi Kumar]

Associate Director

ravi.kumar@careratings.com

CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Tel.: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN-L67190MH1993PLC071691

Encl.: As above

Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

In case of partnership/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

CARE Ratings Limited
(Formerly known as Credit Analysis & Research Limited)

4th Floor, Godrej Coliseum, Somaiya Hospital Road, Off Eastern Express Highway, Sion (E), Mumbai - 400 022.
Tel.: +91-22- 6754 3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN-L67190MH1993PLC071691

ICIHMFNCOL/224356/PPMLD/06072019/2
July 29, 2019

Mr. Vikrant Gandhi
Chief Financial Officer
ICICI Home Finance Company Ltd
ICICI HFC Tower
Andheri Kurla Road, JB Nagar Andheri
Mumbai 400059

Dear Mr. Vikrant Gandhi,

Re: CRISIL Rating for the Rs.300 Crore Long-Term Principal Protected Market Linked Debentures of ICICI Home Finance Company Ltd

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please refer to our rating letters dated July 01, 2019 bearing Ref. no.: ICIHMFNCOL/224356/PPMLD/06072019/1

Please find in the table below the rating outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Long-Term Principal-Protected Commodity-Linked Debentures	300	CRISIL PP-MLD AAAr/Stable

A prefix of 'PP-MLD' indicates that the instrument is a principal-protected market-linked debenture. The terms of such instruments indicate that while the issuer promises to pay back the face value/principal of the instrument, the coupon rates of these instruments will not be fixed, and could be linked to one or more external variables such as commodity prices, equity share prices, indices, or foreign exchange rates. The 'r' suffix indicates that payments on the rated instrument have significant risks other than credit risk. The terms of the instrument specify that the payments to investors will not be fixed, and could be linked to one or more external variables such as commodity prices, equity indices, or foreign exchange rates. This could result in variability in returns because of adverse movement in value of the external variables, and/or possible material loss of principal on early redemption of the instrument. The risk of such adverse movement in price / value is not addressed by the rating.

For the purpose of issuance of the captioned debt instrument, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.


As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw, or revise the rating / outlook assigned to the captioned programme at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL believes may have an impact on the rating.


As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crsil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crsil.com

Should you require any clarifications, please feel free to contact us.

With warm regards,

Yours sincerely,


Subha Sri Narayanan
Director - CRISIL Ratings


Nivedita Shibu
Associate Director - CRISIL Ratings



A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crsil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1997/ House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076. Phone: +91 22 3342 3000 | Fax: +91 22 4040 5800



ATSL/CO/19-20/0031
29 May, 2019

ICICI Home Finance Company Limited
ICICI Bank Towers, Bandra-Kurla Complex,
Mumbai - 400051

Kind Attn : Mr. Hetal Pamani

Dear Sir / Madam,

Sub: Consent to act as Debenture Trustee for Rated Unsecured Redeemable Senior Bonds in the nature of Principal Protected Market Linked Non Convertible Debentures (NCDs) for Rupees 10.00 billion (Rs. 1000 Crs)

We, Axis Trustee Services Limited, hereby give our consent to act as the Debenture Trustee for the above mentioned issue of Debentures having a tenure of more than one year and are agreeable to the inclusion of our name as Debenture Trustee in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum and/or application to be made to the Stock Exchange for the listing of the said Debentures.

Axis Trustee Services Limited (ATSL) consenting to act as Debenture Trustees is purely its business decision and not an indication on the Issuer Company's standing or on the Debenture Issue. By consenting to act as Debenture Trustees, ATSL does not make nor deems to have made any representation on the Issuer Company, its Operations, the details and projections about the Issuer Company or the Debentures under Offer made in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document. Applicants / Investors are advised to read carefully the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document and make their own enquiry, carry out due diligence and analysis about the Issuer Company, its performance and profitability and details in the Shelf Prospectus/ Private Placement offer letter/ Information Memorandum / Offer Document before taking their investment decision. ATSL shall not be responsible for the investment decision and its consequence.

We also confirm that we are not disqualified to be appointed as Debentures Trustee within the meaning of Rule 18(2)(c) of the Companies (Share Capital and Debentures) Rules, 2014.

Yours Truly,

For Axis Trustee Services Limited


Indraprakash Rai
Deputy General Manager



AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

Corporate Identity Number (CIN): U74999MH2008PLC182264

REGISTERED OFFICE: Axis House, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

CORPORATE OFFICE: Axis Trustee Services Limited | The Ruby | 2nd Floor | SW | 29 Senapati Bapat Marg | Dadar West | Mumbai- 400 028

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