

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: 1 to Information Memorandum Document No: IHFC/Oct/FY18/6 dated October 6, 2017 for private placement of rated, listed, Unsecured Redeemable Senior Bonds in nature of Debentures for ₹ 1500 crores to be issued under various tranches.

Private Placement of Unsecured Redeemable Senior Bonds in the nature of Debentures for upto ₹ 75 crores with the right to retain oversubscription subject to the aggregate subscription under one or more options being limited to maximum of ₹ 400 crores.

**Issue Details
Summary Term Sheet**

Option 1

Security Name	ICICI Home Finance Company Limited – Coupon paying (8.00% p.a), June 25, 2019
Issuer	ICICI Home Finance Company Limited
Type of Instrument	Coupon Bearing Rated, Listed, Unsecured Redeemable Senior Bonds in the nature of Debentures (NCDs)
Nature of Instrument	Unsecured
Seniority	Senior
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	Bombay Stock Exchange. The bonds will be listed within 15 days from the date of allotment
Rating of Instrument	AAA by ICRA Ratings & AAA by CARE Ratings
Issue Size	₹ 75 crores
Option to retain over subscription	Yes subject to the aggregate subscription under one or more options being limited to maximum of ₹ 400 crores
Objects of the Issue	The funds to be raised through private placement of bonds under this issue will be used to augment Issuer's resources to meet the demand for providing housing loans and other loans for general corporate purpose as well as to retire / replace existing liabilities. The funds being raised under the current document are not for any specific project and would not be used for onward lending to any group / subsidiary companies.
Details of the utilization of the proceeds	Same as above
Coupon Rate	8.00% p.a.
Step Up / Step Down Coupon Rate	NA
Coupon Payment Frequency	Annual
Coupon Payment Dates	February 1, 2019 & June 25, 2019
Coupon Type	Fixed
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
Tenor	17 months approx. from Deemed Date of Allotment
Redemption Date	June 25, 2019
Redemption Amount	₹ 5,00,000.00 per bond (Rupees Five Lacs Only)
Redemption Premium	NA
Issue Price	₹ 5,00,000.00 per Bond (Rupees Five Lacs Only)
Discount at which security is issued and	NA

the effective yield as a result of such discount	
Put Option Date	NA
Put Option Price	NA
Call Option Date	NA
Call Option Price	NA
Put Notification Time	NA
Call Notification Time	NA
Face Value Per Bond	₹ 5,00,000.00 (Rupees Five Lacs Only)
Minimum Application and in Multiples of	20 bonds and in multiple of 1 bond thereafter
Issue Timings Issue Opening Date Issue Closing Date Pay – in Date Deemed Date of Allotment	February 1, 2018 February 1, 2018 February 1, 2018 February 1, 2018
Issuance Mode of Instrument	Demat Only
Trading Mode of Instrument	Demat Only
Settlement Mode of Instrument	RTGS / NEFT / Demand Draft / Cheques
Depository	NSDL & CDSL
Business Day Convention	In the event of interest / coupon payment falling due on a Sunday or a holiday / non working day, the interest would be paid on the next working day, wherever applicable. 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.
Record Date	15 days prior to each Coupon payment / Put option date / Call option date / Redemption date.
Security	The bonds being issued under purview of current document are unsecured redeemable senior bonds in the nature of non-convertible debentures ("NCDs") and hence, security is not applicable. However, the Issuer undertakes to maintain a negative lien on the receivables of the Issuer to the extent of the value of the total outstanding of NCDs and under the other borrowings and debt issues of the Issuer for

	which negative lien has already been provided by the Issuer.
Transaction Documents	Term Sheet (Filed as Part B of Information memorandum IHFC/Oct/FY18/6 dated October 6, 2017) Credit Rating Letters from ICRA & CARE Rating Rationale from ICRA & CARE 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	<p>To comprise, <i>among others</i>, the following (with applicable grace/cure periods):</p> <p>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</p> <p>The above are indicative and shall be defined in detail in the Debenture Trust Deed including consequences of event of default.</p>
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.

Addition Covenants

1. Default in Payment: In case of default in payment of interest and/or principle redemption on the due dates, additional interest @ 2.00% p.a. over the documented rate will be payable by the Company for the defaulting period as stated in the tables.
2. Default 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 atleast 1% p.a. over the coupon rate from the expiry of 30 days from the deemed date of allotment till the listing of such debt securities to the investor.

Trustee to the Issue

Axis Trustee Services Limited
Axis House, Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg, Worli,
Mumbai – 400 025
Tel No.: 022-62260054
Fax No.: 022-43253000

Registrar to the Issue

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 arrangers to the Issue

ICICI Bank Limited ICICI Bank Towers, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel No.: 022 40088980	ICICI Securities Primary Dealership Ltd. ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai – 400020 Tel: 022 22882460/70
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Cash flow in respect of Unsecured Non Convertible Debentures of face value of ₹ 5 lakh each being issued under current document

Option 1 - 8.00% p.a., June 25, 2019			
Cash flow	Date	No of days	Amount in Rupees per Bond
Allotment date	February 1, 2018		500,000.00
1st Coupon	February 1, 2019	365	40,000.00
2nd Coupon	June 25, 2019	144	15,781.00
Principal	June 25, 2019		500,000.00

The above table is illustrative and indicative only. The payment of coupon / premium / interest / maturity amount on due dates will be in accordance and compliance with the provisions of SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013 & subsequent amendments & clarifications if any, applicable tax laws and business day conventions specified in the Term Sheet of the issue.

Appendix

Appendix 1

Debt Equity Ratio

Before the issue of debt securities as at December 31, 2017 (approx.)	4.94
After the issue of debt securities (approx)	5.08

Appendix 2

- Application Form – As Attached
- Bank account details of ICICI Home Finance Co. Ltd. for investor information replicated from the application form
 - Account Name – “ICICI Home Finance Co. Ltd – Bond Issuances”
 - Account Number – 001105019554
 - Account Branch – Andheri Branch
 - IFSC Code – ICIC0000011

Appendix 3

Rating Letters & Rationale – As Attached

Appendix 4

Trustee Consent Letter