

**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/Dec/FY19/8 dated December 11, 2018 for private placement of rated, listed, Unsecured Redeemable Senior Bonds in nature of Debentures for upto ₹ 5000 crores to be issued under various tranches.**

**Private Placement of Unsecured Redeemable Senior Bonds in the nature of Debentures under one or more options.**



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**Issue Details  
Summary Term Sheet**

**Option 1**

Security Name	ICICI Home Finance Company Limited – Coupon bearing (9.10% p.a.), December 24, 2021
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	BSE Ltd. 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	₹ 155 crore
Option to retain over subscription	Yes subject to the total subscription under this option being limited to maximum of ₹ 160 crore.
Objects of the Issue	The funds to be raised through private placement of bonds under this issue will be used for onward lending to customer and 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	9.10% p.a.
Step Up/Step Down Coupon Rate	NA
Coupon Payment Frequency	Annually & on maturity
Coupon Payment Date(s)	December 24, 2019, December 24, 2020 & December 24, 2021
Coupon Type	Fixed
Coupon Reset Process	NA
Day Count	Actual/Actual



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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	36 months from Deemed Date of Allotment
Redemption Date	December 24, 2021
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 the effective yield as a result of such discount	NA
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	December 21, 2018
Issue Closing Date	December 21, 2018
Pay – in Date	December 24, 2018
Deemed Date of Allotment	December 24, 2018
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 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

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**ICICI Home Finance Company Limited**

	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 non-convertible debentures ("NCDs") and hence, security is not applicable. However the Company hereby confirms, that it shall not create any security on receivables of the Borrower that are equivalent in value to the total outstanding NCDs raised under the proposed issue. However, this restriction shall not be applicable to: <ul style="list-style-type: none"> <li>(i) any charge on the Receivable already in existence as on the date of issue</li> <li>(ii) any charge created on Receivables with prior written consent of the Lender.</li> </ul>
Transaction Documents	Term Sheet (Filed as Part B of Information memorandum IHFC/Dec/FY19/8 dated December 11, 2018) Credit Rating Letters from ICRA & CARE Rating Rationale from ICRA & CARE Application Form Shelf IM
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



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	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.

**Cash flow in respect of Unsecured Non Convertible Debentures of face value of ₹ 5 lakh each being issued under current document**

Option 1 - 9.10% p.a., December 24, 2021			
Cash flow	Date	No of days	Amount in rupees per Bond
Allotment date	December 24, 2018		500,000.00
1st Coupon	December 24, 2019	365	45,500.00
2 <sup>nd</sup> Coupon	December 24, 2020	366	45,500.00
3 <sup>rd</sup> Coupon	December 24, 2021	365	45,500.00
Principal	December 24, 2021		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 clarification vide circular CIR/IMD/DF-1/122/2016 dated November 11, 2016, applicable tax laws and business day conventions specified in the Term Sheet of the issue.

**Addition covenants**

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.

If in case the NCDs/Bonds are subscribed by SEBI registered Foreign Institutional Investor(s) (FII) /sub-accounts of FII, and if these subscribed NCDs/Bonds are not listed within 15 days from the deemed date of allotment, then the Company would buyback the bonds from the respective FIIs/sub-accounts at par value/issue value whichever is lower, as per RBI circular RBI/2011-12/423 Circular No 89 dated March 01, 2012.



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**ICICI Home Finance Company Limited****Note**

The Company would comply with the provisions of Circular no. SEBI/HO/DDHS/CIR/P/2018/05 dated January 5, 2018 including any amendments issued by Securities and Exchange Board of India from time to time and the guidelines issued by the stock exchanges in relation to electronic book mechanism

<b>Additional details</b>	
Manner of Bidding	Open book
Mode of allotment	Uniform yield
Mode of settlement	ICCL mechanism

<b>Trustee to the issue</b>	
<b>Registered address</b>	<b>Corporate and communication address</b>
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

<b>Registrar to the issue</b>	
<b>Registered, corporate and communication address</b>	
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	

<b>Proposed arrangers/advisors to the issue</b>	
ICICI Bank Limited ICICI Bank Towers, Bandra Kurla Complex, Bandra East, Mumbai – 400051 Tel: 022 40088980	
ICICI Securities Primary Dealership Limited ICICI Centre, H.T.Parekh Marg, Churchgate, Mumbai – 400020 Tel: 022 22882460/70	
Derivium Tradition Securities (India) Pvt. Limited Eucharistic Congress III, 10 Floor, 5 Convent Road, Colaba, Mumbai – 400039 Tel: 022 66064600	



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**Proposed arrangers/advisors to the issue**

LKP Securities Limited  
203 Embassy Centre,  
Nariman Point,  
Mumbai – 400021  
Tel: 022 66306555

5.51	10.10.2018
5.51	10.10.2018

Appendix 2

2. Appointment letter - As attached

3. Copy of agreement

Designated bank account at Indian Clearing Corporation Limited

4. Copy of

5. Copy of

6. Copy of

7. Copy of

8. Copy of

9. Copy of

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18. Designated bank account at ICICI Home Finance Company Limited

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**Appendix**

**Appendix 1**

**Debt Equity Ratio**

Before the issue of debt securities at September 30, 2018 (approx.)	5.21
After the issue of debt securities (approx)	5.71

**Appendix 2**

- Application Form – As Attached

**Details of settlement**

**Designated bank account of Indian Clearing Corporation Limited**

**ICICI Bank**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD

Account Number: ICCLEB

IFSC Code: ICIC0000106

Mode: NEFT/RTGS

**YES Bank**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD

Account Number: ICCLEB

IFSC Code: YESB0CMSNOC

Mode: NEFT/RTGS

**HDFC Bank**

Beneficiary Name: INDIAN CLEARING CORPORATION LTD

Account Number: ICCLEB

IFSC Code: HDFC0000060

Mode: NEFT/RTGS

**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

For ICICI Home Finance Company Ltd.



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## Appendix 4

## Trustee Consent Letter



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