

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:4 to Information Memorandum Document No: IHFC/FY20/NCD/2/Dec dated December 21, 2019 for private placement of rated, listed, Unsecured Redeemable Senior Bonds in nature of Debentures for upto ₹ 2,600 crores to be issued under various tranches.

Private Placement of Unsecured Redeemable Senior Bonds in the nature of Debentures under one option.



ICICI Home Finance Company Limited**Issue Details - Summary of Term Sheet****Option 1 (Series – HDBMAY201)**

Security Name	ICICI Home Finance Company Limited – Coupon bearing (7.20% p.a.), September 19, 2022
Issuer	ICICI Home Finance Company Limited
Type of Instrument	Coupon Bearing, Fully Paid, 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 NCDs/Bonds will be listed within 15 days from the date of allotment
Rating of Instrument	AAA by CRISIL, ICRA & CARE
Issue Size	₹ 275.00 crore
Option to retain over subscription	Yes, subject to the over subscription under this option being limited to maximum of ₹ 100.00 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	7.20% p.a.
Step Up/Step Down Coupon Rate	NA
Coupon Payment Frequency	Annually and at maturity
Coupon Payment Date(s)	May 19, 2021, May 19, 2022 and September 19, 2022
Coupon Type	Fixed
Coupon Reset Process	NA
Day Count	Actual/Actual



ICICI Home Finance Company Limited

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 atleast 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.
Face Value per Bond	₹ 5,00,000.00
Issue Price per Bond	₹ 5,00,000.00
Redemption Amount per Bond	₹ 5,00,000.00
Tenor (From Deemed Date of Allotment)	28 months
Redemption Date	September 19, 2022
Redemption Premium	NA
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
Minimum Application and in Multiples of	20 bonds and in multiple of 2 bond thereafter



ICICI Home Finance Company Limited

Issue Timings Issue Opening Date Issue Closing Date Pay – in Date Deemed Date of Allotment	May 18, 2020 May 18, 2020 May 19, 2020 May 19, 2020
Issuance Mode of Instrument	Demat only
Trading Mode of Instrument	Demat only
Settlement Mode of Instrument	RTGS/NEFT
Depository	NSDL & CDSL
Business Day Convention	<p>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.</p> <p>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.</p>
Record Date	15 days prior to each Coupon payment/Put option date/Call option date/Redemption date.
Security	<p>(Unsecured with negative lien)</p> <p>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:</p> <ul style="list-style-type: none"> (i) any charge on the Receivable already in existence as on the date of issue (ii) any charge created on Receivables with prior written consent of the Lender <p>Please read this clause along with additional covenant no. 2 and 3 mentioned below and the application form.</p>



ICICI Home Finance Company Limited

Transaction Documents	Term Sheet (Filed as Part B of Information memorandum IHFC/FY20/NCD/2/Dec dated December 21, 2019) Credit Rating Letters from CRISIL, ICRA & CARE Rating Rationale from CRISIL, 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 period): Payment default with 7 business days of cure period Breach of covenants, undertakings or other obligations Defaults in performance of covenants and conditions as per the transaction documents having 30 days cure period 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.



Cash flow in respect of Unsecured Non-Convertible Debentures of face value of ₹ 5 lakh each being issued under current document			
Option 1 - 7.20% p.a., September 19, 2022			
Cash flow	Date	No of days	Amount in Rupees per Bond
Allotment date	May 19, 2020		500,000.00
1st Coupon	May 19, 2021	365	36,000.00
2nd Coupon	May 19, 2022	365	36,000.00
3rd Coupon	September 19, 2022	123	12,131.51
Principal	September 19, 2022		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.			

Additional covenants

1. 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 buy back 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.
2. The Company is in process of converting all its unsecured negative lien borrowing into secured borrowing which shall be completed within 90 days from date of allotment. Also, the Company proposes to incrementally raise secured borrowings. Accordingly, the aforesaid borrowing under the said issuance would also be converted into secured borrowing within 90 days from date of allotment. Further, the consent of the investor under this issue/ISIN and further issuance under this ISIN is deemed to have been accorded to the Company upon subscription to the issue, that there should not be any restriction to the Company to secure its existing and future indebtedness and in that regard provide future encumbrance to any lender as long as the minimum security cover of 1x is maintained which shall be equivalent in value to the total outstanding NCDs raised under this issue/ISIN. The Company shall also issue a letter to investor in this regard and investor within 2 days of receipt of letter from the Company shall submit the signed copy of the same
3. In case, if the proposed borrowing is not converted into secured borrowing within 90 days from date of allotment, the Company shall pay an additional interest of 0.25% over and above the coupon rate from the date of allotment till such time the proposed borrowing are converted into secured.



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

Additional details	
Manner of Bidding	Open book
Mode of allotment	Uniform price
Mode of settlement	ICCL mechanism

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

Arrangers/advisors to the issue
HDFC Bank Limited Investment Banking, Peninsula Business Park, 4 th Floor, Tower B, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013 Tel no – 022 - 66521455



Appendix

Appendix 1

Debt Equity Ratio

Before the issue of debt securities at March 31, 2020	7.71
After the issue of debt securities (approx) (Assuming subscription of ₹ 5.00 bn)	8.09

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

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

Appendix 4

Trustee Consent Letter

