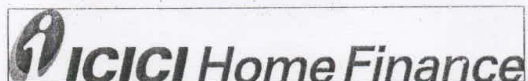


Part B

Shelf Disclosure Document Disclosure as per Schedule I of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and (Amendment) Regulations, 2012 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 (Amendment) Regulations, 2012 and 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/Sep/2014/1 dated September 9, 2014 for private placement of rated, listed, secured redeemable Senior Bonds in nature of Debentures for ₹ 1000 crores to be issued under various tranches.

Private Placement of Secured Redeemable Senior Bonds in the nature of Debentures aggregating to ₹ 125.00 crore with the right to retain over subscription upto ₹ 125.00 crore under multiple options.

Issue Details

Summary of Term Sheet

Option: 1

Security Name	ICICI Home Finance Company Limited - Zero Coupon (8.80% XIRR), November 14, 2016
Issuer	ICICI Home Finance Company Limited
Type of Instrument	Zero Coupon Rated, Listed, Secured Redeemable Senior Bonds in the nature of Debentures
Nature of Instrument	Secured
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	₹ 50.00 crores
Option to retain over subscription (Amount)	Option to retain over subscription upto ₹ 50.00 crores
Objects of the Issue	The funds to be raised through private placement of Bonds under this issue will be used solely to augment Issuer's resources and meet demand for providing housing loans and other loan products and for general corporate purpose as well as to replace the existing liabilities of the Issuer. The funds being raised under current document are not for any specific project.
Details of the utilization of the proceeds	Same as above
Coupon Rate	Zero Coupon (8.80% XIRR)
Step Up / Step Down Coupon Rate	NA
Coupon Payment Frequency	At Maturity
Coupon Payment Dates	November 14, 2016
Coupon Type	Zero Coupon
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	24 months approx. from Deemed Date of Allotment
Redemption Date	November 14, 2016
Redemption Amount	₹ 59,21,46,000 / Amount mobilized out of over-subscription
Redemption Premium	₹ 92,146.00 per bond
Issue Price	₹ 5,00,000.00 per Bond (Rupees Five Lacs Only)
Discount at which security is issued and the effect 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	5 bonds and in multiple of 1 bond thereafter
Issue Timings <ul style="list-style-type: none"> • Issue Opening Date • Issue Closing Date • Pay – in Date • Deemed Date of Allotment 	<ul style="list-style-type: none"> • November 13, 2014 • November 13, 2014 • November 13, 2014 • November 13, 2014
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 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 would be done 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 Secured Redeemable Senior Bonds in the nature of debentures (NCDs) and would be secured by a pari passu charge on immovable property and hypothecation of loan receivables for upto 1.05 times the value of bonds outstanding.
Transaction Documents	<ul style="list-style-type: none"> • Term Sheet (Filed as Part B of Information memorandum IHFC/Sep/2014/1 dated September 9, 2014) • 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	To comprise, <i>among others</i> , the following (with applicable grace/cure periods): <ul style="list-style-type: none"> • Payment default • Breach of covenants, undertakings or other obligations • Breach of representations • 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>The above are indicative and are 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.

Option: 2

Security Name	ICICI Home Finance Company Limited - 8.80% p.a., March 13, 2017
Issuer	ICICI Home Finance Company Limited
Type of Instrument	Coupon Paying Rated, Listed, Secured Redeemable Senior Bonds in the nature of Debentures
Nature of Instrument	Secured
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	₹ 50.00 crores
Option to retain over subscription (Amount)	Option to retain over subscription upto ₹



	50.00 crores
Objects of the Issue	The funds to be raised through private placement of Bonds under this issue will be used solely to augment Issuer's resources and meet demand for providing housing loans and other loan products and for general corporate purpose as well as to replace the existing liabilities of the Issuer. The funds being raised under current document are not for any specific project.
Details of the utilization of the proceeds	Same as above
Coupon Rate	8.80% p.a.
Step Up / Step Down Coupon Rate	NA
Coupon Payment Frequency	Annual
Coupon Payment Dates	November 13, 2015, November 13, 2016, March 13, 2017
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	28 months from Deemed Date of Allotment
Redemption Date	March 13, 2017
Redemption Amount	₹ 50.00 crores / Amount mobilized out of over-subscription
Redemption Premium	NA
Issue Price	₹ 5,00,000.00 per Bond (Rupees Five Lacs Only)
Discount at which security is issued and the effect 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	5 bonds and in multiple of 1 bond thereafter
Issue Timings <ul style="list-style-type: none"> • Issue Opening Date • Issue Closing Date • Pay – in Date • Deemed Date of Allotment 	<ul style="list-style-type: none"> • November 13, 2014 • November 13, 2014 • November 13, 2014 • November 13, 2014
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 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 would be done 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 Secured Redeemable Senior Bonds in the nature of debentures (NCDs) and would be secured by a pari passu charge on immovable property and hypothecation of loan receivables for upto 1.05 times the value of bonds outstanding.
Transaction Documents	<ul style="list-style-type: none"> • Term Sheet (Filed as Part B of Information memorandum IHFC/Sep/2014/1 dated September 9, 2014) • 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	To comprise, <i>among others</i> , the following (with applicable grace/cure periods): <ul style="list-style-type: none"> • Payment default • Breach of covenants, undertakings or other obligations



ICICI Home Finance Company Limited

	<ul style="list-style-type: none"> • Breach of representations • 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>The above are indicative and are 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.

Option: 3

Security Name	ICICI Home Finance Company Limited - 8.80% p.a., November 15, 2017
Issuer	ICICI Home Finance Company Limited
Type of Instrument	Coupon Paying Rated, Listed, Secured Redeemable Senior Bonds in the nature of Debentures
Nature of Instrument	Secured
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	₹ 25.00 crores
Option to retain over subscription (Amount)	Option to retain over subscription upto ₹ 25.00 crores
Objects of the Issue	The funds to be raised through private placement of Bonds under this issue will be used solely to augment Issuer's resources and meet demand for providing housing loans and other loan products and for general corporate purpose as well as to replace the



ICICI Home Finance Company Limited

	existing liabilities of the Issuer. The funds being raised under current document are not for any specific project.
Details of the utilization of the proceeds	Same as above
Coupon Rate	8.80% p.a.
Step Up / Step Down Coupon Rate	NA
Coupon Payment Frequency	Annual
Coupon Payment Dates	November 13, 2015, November 13, 2016, November 13, 2017, November 15, 2017
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	36 months approx. from Deemed Date of Allotment
Redemption Date	November 15, 2017
Redemption Amount	₹ 25.00 crores / Amount mobilized out of over-subscription
Redemption Premium	NA
Issue Price	₹ 5,00,000.00 per Bond (Rupees Five Lacs Only)
Discount at which security is issued and the effect 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	5 bonds and in multiple of 1 bond thereafter
Issue Timings	<ul style="list-style-type: none"> • Issue Opening Date • Issue Closing Date
	<ul style="list-style-type: none"> • November 13, 2014 • November 13, 2014



<ul style="list-style-type: none"> • Pay – in Date • Deemed Date of Allotment 	<ul style="list-style-type: none"> • November 13, 2014 • November 13, 2014
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 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 would be done 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 Secured Redeemable Senior Bonds in the nature of debentures (NCDs) and would be secured by a pari passu charge on immovable property and hypothecation of loan receivables for upto 1.05 times the value of bonds outstanding.
Transaction Documents	<ul style="list-style-type: none"> • Term Sheet (Filed as Part B of Information memorandum IHFC/Sep/2014/1 dated September 9, 2014) • 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> <ul style="list-style-type: none"> • Payment default • Breach of covenants, undertakings or other obligations • Breach of representations • Issuer ceasing to carry on business • Performance of obligations of Issuer becoming illegal or unlawful • Winding up/Bankruptcy/Dissolution of the Issuer



ICICI Home Finance Company Limited

	<ul style="list-style-type: none"> • Insolvency of the Issuer <p>The above are indicative and are 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.

Arrangers to the Issue

Derivium Tradition Securities (India) Pvt Ltd. Eucharistic Congress III, 10 Flr, 5 Convent Road, Colaba, Mumbai - 400039. Tel: +9122 66064600 Fax: +9122 66064601 www.deriviumcap.com	ICICI Bank Limited ICICI Bank Towers Bandra Kurla Complex Mumbai - 400051 Tel: +9122 26531414 Fax: +9122 26531063 www.icicibank.com	ICICI Securities Primary Dealership Limited ICICI Centre, H.T. Parekh Marg, Churchgate Mumbai - 400020 Tel: +9122 22882460/70 Fax: +9122 22882312 www.icicisecuritiespd.com
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Trustee to the Issue

IDBI Trusteeship Services Ltd.
 Asian Building, Ground Floor,
 17, R. Kamani Marg, Ballard Estate,
 Mumbai 400 001.
 Tel. No.: 022 40807005
 Fax No.: 022 66311776

Appendix

Appendix 1

Debt Equity Ratio

Before the issue of debt securities as at October 31, 2014 (approx.)	3.90
After the issue of debt securities (approx)	4.05

Appendix 2

Application Form – As Attached

Appendix 3

Rating Letters & Rationale – As Attached

- As part of its annual surveillance, ICRA has reaffirmed the AAA rating of ICICI Home Finance Senior Bond programme through its letter dated November 5, 2014. Additionally ICRA has assigned AAA rating to Senior Bonds programme of ₹ 2000 crore thereby taking the total rated limit of Senior Bonds to ₹ 8500 crore. The rating letters issued in this regard are enclosed in Appendix 3.

Appendix 4

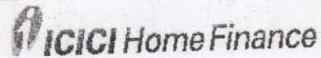
Trustee Consent Letter

Appendix 5

- Mr. S. Santhanakrishnan (DIN – 00032049) has been appointed as additional Director on the Board of the Company w.e.f. October 16, 2014. The updated list of the Board of Directors is enclosed as annexure.
- Cash flow in respect of Debentures of face value of ₹ 5 lakh for all options.



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HDZNV141 HDBNV142 HDBNV143

Serial No.

ICICI HOME FINANCE COMPANY LIMITED

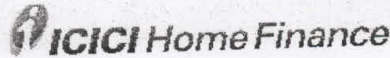
Regd. Office: ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400051
Corp. Office: ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400051

**ICICI HOME FINANCE BONDS
APPLICATION FORM
FOR SECURED REDEEMABLE SENIOR BONDS IN THE NATURE OF DEBENTURES
RATINGS - "ICRA AAA" BY ICRA & "CARE AAA" BY CARE**

Arranger's Stamp	Date of Receipt			Time of Receipt
Instrument Details	Option 1	Option 2	Option 3	Status (Please Tick one)
Series	HDZNV141	HDBNV142	HDBNV143	Body Corporate
Tick The Series Applied In				Banks
Face Value per bond in ₹	5,00,000/-	5,00,000/-	5,00,000/-	Insurance Companies
Issue Price per bond in ₹ (a)	5,00,000/-	5,00,000/-	5,00,000/-	Gratuity / Provident / Superannuation Fund
Redemption Price per bond in ₹	5,92,146/-	5,00,000/-	5,00,000/-	Financial Institutions
Interest Rate	8.80% XIRR	8.80% p.a	8.80% p.a	Mutual Funds
Maturity Date	14-Nov-16	13-Mar-17	15-Nov-17	Society
No. of bonds applied for in figures (b)				FI / NRI
No. of bonds applied for in words				Others (Specify)
The application shall be for a minimum of 5 bonds and in multiples of 1 bond thereafter.				
Amount Payable				
(a*b) ₹ in figures				
(a*b) ₹ in words				
Investor Information				
Name of the Applicant				
Address				
Contact Person				Email ID
Tel. No.				Fax No.
Payment Details				
Name of Bank				Account No.
Branch (Address)				RTGS details (IFSC Code)
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)				Cheque / DD No.
Total Amount Paid (₹ Words)				Dated
Total Bonds Applied (Figures)				Drawn on (Bank Name & Branch)
Total Bonds Applied (Words)				



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HDZNV141 HDBNV142 HDBNV143

Serial No.

Instructions:

1. Please read the terms and conditions before filling this form.
2. The deal being a negotiated deal, this application form will be filled in as agreed.
3. Applicants can make payments through RTGS / Cheque(s)/Demand Draft(s) (DD) drawn on any bank including a Co-operative bank which is situated at and is a member/sub-member of the Bankers Clearing House located at places where ICICI Bank Branches are located. For applications from other places, the Applicant is requested to send the duly completed application form either by hand delivery or by Registered Post with Acknowledgment Due along with the amount by way of a DD only to any of the Arrangers at the addresses given in this form.
4. The Cheque(s)/DD(s) should be drawn in favour of "ICICI Home Finance Co. Ltd – Bond Issuances". For fund transfer through RTGS, the funds have to be transferred to IFSC code number: "ICIC000011" before 2 p.m. with bank account number: 001105019554, Andheri Branch.
5. Applications complete in all respects can be submitted at any of the ICICI Home Finance Branches or to the Lead Arranger.
6. The forms should be completed in block letters in English as per the instructions contained herein and in the Information Memorandum and are liable to be rejected if not so completed.

For Terms and Conditions refer to the Part B Supplement 2 of Shelf Disclosure Document (Information Memorandum) No: IHFC/Sep/2014/1 as per Schedule 1 of SEBI (Issue & Listing of Debt Securities) (Amendment) Regulations 2012 filed with Bombay Stock Exchange on September 9, 2014.

Tax Status of Applicant (Tick)

Non - Exempt	Exempt
For Exempted Applicants (Please Tick One) -	
Certificate u/s. 197 of the Income Tax Act, 1961 Recognition Certificate	Form 15G / Form 15H Exemption u/s. 10 of Income Tax act 1961 Any other proof (give details)

Bondholder(s) / the resident investor(s) submits a valid self-declaration in prescribed Form 15G (other than a co-operative society, company and firm) or Form 15H (Only for Senior Citizens aged 65 years and more), as the case may be / Exemption Certificate from all investors under section 197 (1) of the Income Tax Act, 1961 from the assessing officer/ any other documentary evidence under the relevant provisions of the Act, tax would be deducted at nil/lower rate for the relevant financial year, as the case may be, in accordance with the provisions of prevailing tax laws as may be amended from time to time. In terms of Section 197A, Form 15G will not be taken into cognizance for the purpose of TDS exemption, in case total interest likely to be credited / paid exceeds maximum amount which is not chargeable to tax. Form 15H can be furnished by resident senior citizens for claiming TDS exemption even if total interest likely to be credited / paid exceeds maximum amount which is not chargeable to tax. All bondholders where the investor(s) as a specified entity, whose income is unconditionally exempt under Section 10 of the Act and is not statutorily required to file return of income under section 139 of the Act, no tax would be deducted at source for specified entities subject to proof of such exemption being submitted by the depositor in terms of Central Board of Direct Taxes (CBDT) Circular No. 4/2002 dated July 16, 2002. Recognized employee's provident fund / approved superannuation / gratuity funds exempt under section 10(25), hospital / university / other institution exempt under section 10 (23C) (iiiab) or 10 (23C) (iiiac) of the act are illustrative examples of specified entities under the said CBDT circular. The bondholder should submit form 15G/ Form 15H (as the case may be) / Exemption certificate issued by the competent income tax authority under section 197(1) of the Act every financial year (if applicable & 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 customers to furnish their PAN to IHFCL if tax at source / tds is required to be deducted. Otherwise, IHFCL shall be bound to deduct tax at source at higher tax rates as per the prevailing provisions prescribed under Chapter XVII-B of the Act. If the investor is providing a self declaration in Form 15 / Form 15H, the PAN shall be disclosed properly as per prevailing provision specified under section 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 under Section 193 of the Income-tax Act, 1961. 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 ICICI Home Finance Company Limited 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.

We hereby declare and confirm that the Trust / Society / Company is authorised to subscribe to the bonds. The person/s signing this application is the authorised signatory / signatories and are authorised to issue any and every instruction with regard to any action under this subscription. Any change in the authority of the signatories/Introduction of new signatories shall be informed to ICICI Home Finance promptly.

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, we hereby agree to abide by the same.

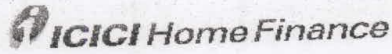
	Name(s) of Authorised Signatories	Signature(s)
1		
2		
3		
4		

Issue Programme:

Issue Opens on	Thursday, November 13, 2014
Issue Closes on (latest closing date)	Thursday, November 13, 2014
Pay-in Date	Thursday, November 13, 2014
Deemed Date of Allotment	Thursday, November 13, 2014



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HDZNV141 HDBNV142 HDBNV143

Serial No

(To be filled in by the Applicant)

ICICI HOME FINANCE COMPANY LIMITED

Regd. Office: ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400051
Corp. Office: ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400051

Acknowledgment Slip

ICICI
HOME
FINANCE
Stamp & Date

Date : _____

Received from _____

vide cheque / DD No./ RTGS _____ dated _____

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

being application amount for ICICI Home Finance Bonds. (subject to realization of cheque/demand draft)

Documents attached/Status (Please tick):

Completed Application Form
Copy of PAN Card/ No.

Tax Exemption Certificate
Copy of MAPIN No.

For all further correspondence please contact the Registrar at:

3I INFOTECH LIMITED,
Unit: Private Placement Bonds,
Tower 5, 3rd to 6th Floor, International Infotech Park,
Vashi, Navi Mumbai 400 703
Tel : (022) 6792 8000, 67928323
Fax (022) 6792 8099, 67928098





ICRA Limited

CONFIDENTIAL

November 07, 2014

Mr. Pankaj Jain
Chief Financial Officer
ICICI Home Finance Company Limited
ICICI Bank Towers
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir,

Re: ICRA Credit Rating for Rs. 8,500 crore Long Term Senior Bonds of ICICI Home Finance Company Limited

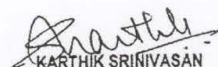
This is with reference to our earlier rating communication letter Ref No. 2014-15/MUM/1053 dated November 05, 2014 communicating the decision of the Rating Committee of assigning "[ICRA]AAA" (pronounced as ICRA triple A) rating with Stable Outlook to Rs 2,000 crores of Long Term Senior Bonds and Ref No. 2014-15/MUM/1049 dated November 05, 2014 communicating the decision of the Rating Committee of ICRA to reaffirm the long-term rating of "[ICRA]AAA" (Stable) to Rs 6,500 crores of Long Term Senior Bonds.

We hereby confirm that the "[ICRA]AAA" rating with Stable Outlook assigned to the captioned programme stands. 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 other terms and conditions for the credit rating of the aforesaid instrument shall remain the same as per the aforementioned letters.

With regards,

Yours sincerely,
for ICRA Limited


KARTHIK SRINIVASAN
Senior Vice President &
Co-Head Financial Sector Ratings


KALPESH GADA
Senior Vice President

CERTIFIED TRUE COPY

For ICICI Home Finance Company Ltd.


Authorised Signatory



ICRA Limited

CONFIDENTIAL

Ref No: 2014-15/MUM/1053
November 5, 2014

Mr. Pankaj Jain
Chief Financial Officer
ICICI Home Finance Company Limited
ICICI Bank Towers
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir,

Re: ICRA Credit Rating for the Rs 2,000 crora Long Term Senior Bonds of ICICI Home Finance Company Limited

Please refer to your Rating Requisition dated October 27, 2014 for carrying out the rating of the aforesaid Non Convertible Debenture Programme. The Rating Committee of ICRA, after due consideration, has assigned a "[ICRA]AAA" (pronounced as ICRA triple A) rating with **Stable Outlook** to the captioned Bonds Programme. 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. In any of your publicity material or other document wherever you are using our above rating, it should be stated as "[ICRA]AAA with Stable Outlook

We would appreciate if you can sign on the duplicate copy of this letter and send it to us within 7 days from the date of this letter as confirmation about the use of the assigned rating. The rationale for assigning the above rating will be sent to you on receipt of your confirmation about the use of our rating, as above. Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and confirmed to use by you, it would be subject to our review and may result in change in the rating assigned.


ICRA reserves the right to suspend, withdraw or revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you. The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds to be issued by you. If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter communicating the rating, the same would stand withdrawn unless revalidated before the expiry of 3 months.

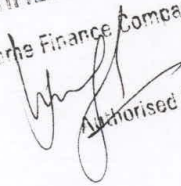
You are required to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also required to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). You are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

With kind regards,

Yours sincerely,
for ICRA Limited


KARTHIK SRINIVASAN
Senior Vice President &
Co-Head Financial Sector Ratings

VERIFIED TRUE COPY
For ICICI Home Finance Company Ltd.

Authorised Signatory


KALPESH GADA
Senior Vice President



ICRA Limited

CONFIDENTIAL

Ref No: 2014-15/MUM/1049
November 5, 2014

Mr. Pankaj Jain
Chief Financial Officer
ICICI Home Finance Company Limited
ICICI Bank Towers
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir,

Re : Surveillance of ICRA- assigned Credit Rating for Long Term Senior Bonds of Rs. 6500 crore of ICICI Home Finance Company Limited

Programme	Amount Issued till 31-Oct-14	Outstanding Amount as on 31-Oct-14
Long Term Senior Bond Rs. 6500 crore	Rs. 4988 crore	Rs. 1877 crore

As you would be aware, in terms of the mandate letter received from the clients, ICRA is required to review all its ratings, on an annual basis, or as and when the circumstances so warrant.

The Rating Committee of ICRA, after due consideration, has reaffirmed the "[ICRA]AAA" (pronounced ICRA triple A) rating with a Stable outlook to your aforesaid Bonds Programme of Rs. 6500 crores. 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.

ICRA reserves the right to suspend, withdraw or revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the instruments issued by you.


You are required to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also required to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s).

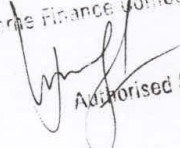
You are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

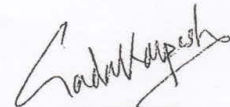
We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification.

With kind regards,

Yours faithfully,
For ICRA Limited


KARTHIK SRINIVASAN
Senior Vice President &
Co-Head Financial Sector Ratings

CERTIFIED TRUE COPY
For ICICI Home Finance Company Ltd.

Authorised Signatory


KALPESH GADA
Senior Vice President



Celebrating Two Decades of Analytical Excellence

Mr. Pankaj Jain
Chief Financial Officer
ICICI Home Finance Company Ltd.
ICICI Bank Towers,
Bandra Kurla Complex,
Mumbai - 400 051.

June 27, 2014

Confidential

Dear Sir,


Credit rating for outstanding Debt Instruments

On a review of recent developments including operational and financial performance of your company for FY14, our Rating Committee has reviewed the following rating:

Instrument	Rated Amount (Rs. crore)	Amount Raised (As on June 27, 2014)	Amount Outstanding (As on June 27, 2014)	Rating ²	Remarks
Fixed Deposits	2,000	883	236.25*	CARE AAA(FD) (Triple A (Fixed Deposits))	Reaffirmed
Senior Bonds	5,200	1,405.70	940.30	CARE AAA (Triple A)	Reaffirmed
Subordinate Bonds	165	Nil	Nil	CARE AAA (Triple A)	Reaffirmed

*Outstanding as on May 31, 2014

2. The rationale for the rating will be communicated to you separately.
3. 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.
4. CARE reserves the right to suspend/withdraw/revise the rating assigned on the basis of new information or in the event of failure on the part of the company to furnish such information, material or clarifications as may be required by CARE. CARE shall also be

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

CREDIT ANALYSIS & RESEARCH LTD.

IN 77180MH180 10071001



Celebrating Two Decades of Analytical Excellence

entitled to publicize/disseminate such suspension / withdrawal / revision in the assigned rating in any manner considered appropriate by it, without reference to you.

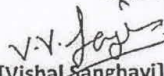
5. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.
 6. CARE ratings are **not** recommendations to buy, sell, or hold any securities.
- If you need any clarification, you are welcome to approach us in this regard.

Thanking you,


[Abhishek Gupta]

Manager
abhishek.gupta@careratings.com

Yours faithfully,


[Vishal Sanghavi]

Senior Manager
vishal.sanghavi@careratings.com

Encl.: As above

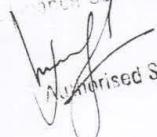
Disclaimer

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 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 assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating 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.

CERTIFIED TRUE COPY

For ICICI Home Finance Company Ltd.


Authorised Signatory

CARE/HO/RL/2014-15/1055

Mr. Pankaj Jain
Chief Financial Officer
ICICI Home Finance Company Ltd.
ICICI Bank Towers
Bandra Kurla Complex
Mumbai - 400 051

October 22, 2014

Confidential

Dear Sir,

Credit Rating for Senior Bonds

Please refer to our letter dated June 27, 2014 and your request for revalidation of the rating assigned to the Senior Bonds of your company, for a limit of Rs.5,200 crore.

2. The following rating has been reviewed

Instrument/Facility	Amount Rated (Rs. crore)	Amount Raised (Rs. crore)	Amount Outstanding as on October 21, 2014 (Rs. crore)	Amount unutilized (Rs. crore)	Rating ¹	Remarks
Senior Bonds	5,200	1,605.70	800	3,594.3	CARE AAA (Triple A)	Reaffirmed

3. Please arrange to get the rating revalidated, in case the proposed issue is not made within six months from the date of this letter.
4. Please inform us the details of issue [date of issue, name of investor, amount issued, interest rate, date of maturity, etc.] as soon as it has been placed.
5. 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.
6. CARE reserves the right to suspend / withdraw / revise the rating assigned on the basis of new information or in the event of failure on the part of the company to furnish such information, material and clarifications as may be required by CARE. CARE shall also be entitled to publicize / disseminate such suspension, withdrawal /

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

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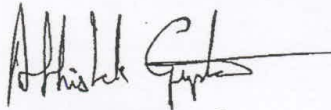
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For ICICI Home Finance Company Ltd.
Authorized Signatory

CARE shall also be entitled to publicize / disseminate such suspension / withdrawal / revision in the assigned rating in any manner considered appropriate by it, without any reference to you.

7. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.
8. 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,

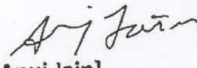


[Abhishek Gupta]

Manager

Abhishek.gupta@careratings.com

Yours faithfully,



[Anuj Jain]

AGM

Anuj.jain@careratings.com

Encl.: As above

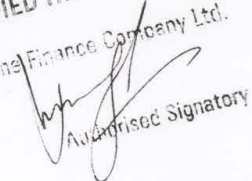
Disclaimer

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 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 assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating 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.

CERTIFIED TRUE COPY

For ICICI Home Finance Company Ltd.



Authorized Signatory

IDBI Trusteeship Services Ltd.



No.1630/ITSL/OPR/2014-15/DEB/310
August 11, 2014

Regd. Office :
Asian Building, Ground Floor,
17, R. Kamani Marg, Ballard Estate,
Mumbai - 400 001.

Mr. Vikas Miglani,
Chief Manager Treasury,
ICICI Home Finance Ltd.
ICICI Bank Towers, Bandra Kurla Complex,
Mumbai - 400 051.

Dear Sir,

Umbrella Consent to act as Debenture Trustee for Listed Secured Non-Convertible Debentures (NCDs) aggregating Rs.1000 crore to be issued in one or more tranches through Shelf Disclosure Document.

This is with reference to your mail dated 11.08.2014 regarding appointment of IDBI Trusteeship Services Ltd. (ITSL) as Debenture Trustee for the Company's proposed Listed Secured Non-convertible Debentures aggregating Rs.1000 crore to be issued in one or more tranches through Shelf Disclosure Document.

In this connection, we confirm our acceptance to act as Debenture Trustee for the same, subject to the company agreeing the conditions as set out in annexure A.


We are also agreeable for inclusion of our name as trustees in the Company's offer document / disclosure document / listing application / any other document to be filed with SEBI / ROC / the Stock Exchange(s) or any other authority as required.

ICICI Home Finance Limited shall enter into Debenture Trustee Agreement for the said issue of the NCDs.

Thanking you,

Yours faithfully,
For IDBI Trusteeship Services Limited


Authorized Signatory

CERTIFIED TRUE COPY
For ICICI Home Finance Company Ltd.

Authorized Signatory

Appendix 5 A

Names, addresses, DIN and occupations of the Directors:

Name, Designation and DIN	Age	Address	Occupation	Director of the Company since	Particulars of other directorships
Mr. Rajiv Sabharwal Chairman DIN- 00057333	48	Y-1301, Callalilly, Nahar's Amrit Shakti, Off. Saki Vihar Road, Chandivali, Andheri - East Mumbai 400072 Maharashtra.	Company Executive	April 8, 2010	Public Limited Companies: <ul style="list-style-type: none"> • ICICI Bank Ltd. • ICICI Prudential Life Insurance Co. Ltd. • ICICI Foundation for Inclusive Growth Private Companies & Firm - Nil
Mr. Maninder Juneja Vice Chairman DIN- 02680016	48	D- 1002, Mayfair Meridian, Ceasar Road, Amboli, Andheri - West, Mumbai 400058 Maharashtra	Company Executive	April 8, 2010	Public Limited Companies - <ul style="list-style-type: none"> • Credit Information Bureau (India) Limited • National Payments Corporation of India Private Companies & Firm - Nil
Mr Dileep Choksi Independent Director DIN- 00016322	64	E/7, Sea Face Park, 50, Bhulabhai Desai Road, Mumbai 400026 Maharashtra	Chartered Accountant	September 25, 2009	Public Limited Companies <ul style="list-style-type: none"> • ICICI Lombard General Insurance Co. Ltd. • Datamatics Global Service Limited • Lupin Limited • ICICI Bank Limited • Hexaware Technology Ltd. • AIA Engineering Limited • Swaraj Engines Ltd. • Arvind Ltd. Private Companies <ul style="list-style-type: none"> • Mafatlal Cipherspace Private Limited • Incube Ventures Private Ltd. Firm - Nil
Mr S Santhanakrishnan Independent Director DIN- 00005069	69	Flat G 5, Block II, Prime Terrace,150, L B Road, Tiruvanmiyur, Chennai	Director	July 24, 2008	Public Limited Companies <ul style="list-style-type: none"> • Easy Access Financial Services Limited • Reliance Capital Trustee Company Limited • TVS Credit Services Ltd. • Sundaram Clayton Ltd.



		600 041 Tamilnadu			<ul style="list-style-type: none"> • Axiom Cardages Ltd. • Essar Steel India Ltd. (as Nominee of SBI) Private Companies & Firm - Nil
Mr. S. SANTHANAKRISHNAN (Independent Director) DIN- 00032049	64	New No. 24, Unnamalai Ammal Street, T Nagar, Chennai - 600017	Director	October 16, 2014	Public Limited Companies <ul style="list-style-type: none"> • IDBI Federal Life Insurance Company Limited • Extensible Business Reporting Language (XBRL) India • Tata Reality and Infrastructure Limited • Tata Housing Development Co Limited • The Catholic Syrian Bank Limited • Tata Coffee Limited • Tata Global Beverages Limited • The Eight O' Clock Coffee Company • Consolidated Coffee INC Private Companies <ul style="list-style-type: none"> • Sands Chembur Properties Private Limited • S&S Business Solutions (P) Limited • PKF Consulting Private Limited • Sands BKC Properties Private Limited • PKF Sridhar & Santhanam LLP • Sridhar & Santhanam LLP Firm <ul style="list-style-type: none"> • PKF Sridhar & Santhanam, CA
Mr. Rohit Salhotra Managing Director & CEO DIN- 03580929	48	102, Mansarovar, Mount Pleasant Road, Malabar Hill, Mumbai - 400006, Maharashtra	Managing Director & CEO	May 02, 2012	Public Limited Companies - Nil Private Companies & Firm - Nil



Appendix 5 B

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

Option 1 - 8.80% ICICI HFC ZCB 2016 (14 November 2016)			
Cash flow	Date	No of days in coupon period	Amount in Rupees
Cumulative Coupon	Monday, November 14, 2016	732	92,146
Principal	Monday, November 14, 2016		500,000

Option 2 - 8.80% ICICI HFC 2017 (13 March 2017)			
Cash flow	Date	No of days in coupon period	Amount in Rupees
1st coupon	Friday, November 13, 2015	365	44,000
2nd coupon	Sunday, November 13, 2016	366	44,000
3rd coupon	Monday, March 13, 2017	120	14,466
Principal	Monday, March 13, 2017		500,000

Option 3 - 8.80% ICICI HFC 2017 (15 November 2017)			
Cash flow	Date	No of days in coupon period	Amount in Rupees
1st coupon	Friday, November 13, 2015	365	44,000
2nd coupon	Sunday, November 13, 2016	366	44,000
3rd coupon	Monday, November 13, 2017	365	44,000
4th coupon	Wednesday, November 15, 2017	2	241
Principal	Wednesday, November 15, 2017		500,000

The above table is illustrative and indicative only. The coupon payment on due dates and principal payment on maturity dates will be in accordance and compliance with the provisions of SEBI Circular CIR/IMD/DF/18/2013 dated October 29, 2013, applicable tax laws and business day conventions specified in the terms of the issue.

