

JAI PRAKASH R. SINGH & ASSOCIATES

Company Secretaries

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SCRUTINIZER REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3) xi of Companies (Management and Administration) Rule 2014]

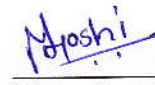
To
The Chairman
ICICI HOME FINANCE COMPANY LIMITED
ICICI Bank Towers, Bandra-Kurla Complex,
Mumbai -400051.

15th Annual General Meeting of the Equity Shareholders of ICICI HOME FINANCE COMPANY LIMITED, to be held on Friday, June 27, 2014 at 11 a.m. at the registered office of the Company at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai -400051.

Dear Sir,

1. I, Jaiprakash Singh, Company Secretary in whole time practice, have been appointed by Board of Directors of ICICI HOME FINANCE COMPANY LIMITED (the Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of Companies Act, 2013 read with Rule 20(3) xi of Companies (Management and Administration) Rule 2014 on resolutions contained in the Notice to 15th Annual General Meeting (AGM) of the members of the Company to be held on Friday, June 27, 2014 at 11 a.m. at the registered office of the Company at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai -400051.
2. The Management of the Company is responsible to ensure the compliance of the Companies Act, 2013, and Rule relating to voting through electronic means on the resolutions contained in the Notice to 15th Annual General Meeting (AGM) of the members of the Company. My responsibility as Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the Reports generated from the e-voting system provided by NSDL, the authorised agency to provide e-voting facility engaged by the Company.
3. Further to the above, I submit my report as under:
 - (i) The e-voting period remained open from Monday, 23rd June, 2014 (9 a.m.) to Tuesday, 24th June, 2014 (6 p.m.)
 - (ii) The Members of the Company as on the "cut off" date, i.e. 23rd June, 2014 were entitled to vote on the resolutions (Resolution no.1 to 10 as set out in the Notice of 15 AGM of the Company).
 - (iii) The votes cast were unlocked on 25.06.2014 in presence of 2 witnesses Mr. Mahipal Singh and Mr. Mayur Joshi who are not in the employment of the Company.


Mahipal Singh


Mayur Joshi



- (iv) Thereafter, the details containing *interalia* list of Equity Share Holders, who voted "for", "against" each of the resolution that were put to vote, were generated from the e-voting result of NSDL website i.e www.evoting.nsdl.com and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon .

- (i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
7	1098749500	99.99

- (ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

- (iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2:-

Ordinary Resolution to declare final dividend on equity shares.

- (i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
7	1098749500	99.99

- (ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0



(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3:-

Ordinary Resolution to confirm the interim dividend on equity shares

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
7	1098749500	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4:-

Ordinary Resolution to appoint a Director in place of Shri Rajiv Sabharwal (DIN: 00057333), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
7	1098749500	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0



(iii) **Invalid** votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 5:-

Ordinary Resolution to appoint S R Batliboi & Co LLP, Chartered Accountants firm, as Statutory Auditors for 3 years and fix their remuneration

(i) Voted **in favour** of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
7	1098749500	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
0	0	0

(iii) Invalid Votes

Total Number Of Members Whose Votes Were Declared Invalid	Total Number Of Votes Cast By Them
0	0

Item No.6:-

Ordinary Resolution To Appoint Mr S Santhanakrishnan (Din: 00005069) As An Independent Director.

(i) Voted **In Favour** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
7	1098749500	99.99

(ii) Voted **against** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
0	0	0



(iii) Invalid votes

Total number of members whose Votes were declared invalid	Number Of Votes Cast By Them
0	0

Item No.7:-

Ordinary Resolution To Appoint Mr Dileep Choksi (Din: 00016322) As An Independent Director.

(i) Voted **In Favour** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
7	1098749500	99.99

(ii) Voted **against** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
0	0	0

(iii) Invalid Votes

Total Number Of Members Whose Votes Were Declared Invalid	Number Of Votes Cast By Them
0	0

Item No.8:-

Special Resolution under section 13 of Companies Act,2013 for amendment of object clause in Memorandum of Association of the Company

(i) Voted **In Favour** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
7	1098749500	99.99

(ii) Voted **against** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
0	0	0



(iii) Invalid Votes

Total Number Of Members Whose Votes Were Declared Invalid	Number Of Votes Cast By Them
0	0

Item No.9:-

Special Resolution for members consent under section 180(1)(c) for borrowing limit up to Rs.200 billion.

(i) Voted **In Favour** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
7	1098749500	99.99

(ii) Voted **against** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
0	0	0

(iii) Invalid Votes

Total number of members whose Votes were declared invalid	Number Of Votes Cast By Them
0	0

Item No.10:-

Special Resolution to approve offer or invitation to subscribe to Non-Convertible Debentures on private placement under section 42 and section 71 of the Companies Act,2013.

(i) Voted **In Favour** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
7	1098749500	99.99

(ii) Voted **against** Of The Resolution:

Number Of Members Voted	Number Of Votes Cast By Them	% Of Total Number Of Valid Votes Cast (Favour And Against)
0	0	0

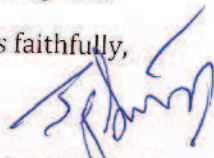


(iii) Invalid Votes

Total number of members whose Votes were declared invalid	Number Of Votes Cast By Them
0	0

Thanking You,

Yours faithfully,



Jaiprakash R Singh
Practicing Company Secretaries
Membership No. F 7391
Place: Mumbai
Date: 25/06/2014

