ICICI Bank

P. Sanker
Senior General Manager (Legal)
& Company Secretary

April 25, 2016

Mr. Girish Joshi
Senior General Manager – Listing
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Mr. Hari K.
Vice President
National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir,

Subject: Declaration of results of postal ballot

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the underlying rules, the Bank sought approval of shareholders through postal ballot for the following matters:

1. Appointment of Mr. M. K. Sharma as an Independent Director.
2. Appointment of Mr. M. K. Sharma as Non-Executive (part-time) Chairman.
3. Appointment of Ms. Vishakha Mulye as a Director.
4. Appointment of Ms. Vishakha Mulye as a Wholetime Director (designated as Executive Director).
5. Amendment to the Employees Stock Option Scheme.

The last date for receipt of physical postal ballot forms and for e-voting was April 22, 2016.

Mr. Alwyn D'Souza, Practicing Company Secretary, who was appointed as the scrutiniser for the postal ballot process, has submitted his report on the same dated April 25, 2016. Based on the report, we confirm that all the resolutions as contained in the postal ballot notice dated March 10, 2016 were approved by requisite majority of shareholders. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we enclose the voting results alongwith the scrutinizer's report.

Yours sincerely,

P. Sanker

Encl.: as above

ICICI Bank Limited
ICICI Bank Towers
Bandra-Kurla Complex,
Mumbai 400 051, India

CIN-L65190GJ1994PLC021012
Tel. (+91-22) 2653 7987
Fax (+91-22) 2653 1388
sanker.p@icicibank.com

Regd. Office : "Landmark"
Race Course Circle
Vadodara 390 007, India

Date of the Postal Ballot	Postal Ballot Notice dated March 10, 2016
Total number of shareholders on record date (March 11, 2016)	9,88,816
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group :	Not Applicable
Public :	Not Applicable
No of shareholders who attended the meeting through video conferencing:	
Promoters and Promoter Group :	Not Applicable
Public :	Not Applicable
Agenda-wise disclosure (to be disclosed seperately for each agenda item)	As disclosed below
Whether promoter/promoter group are interested in the agenda resolution	Not applicable

Details of Agenda

Item No.1 - Appointment of Mr. M.K. Sharma as an Independent Director

Resolution required : Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution **Not Applicable**

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [[(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public - Institutional holders	E-Voting	-	3,54,60,32,915	67.37	3,47,31,37,686	7,28,95,229	97.94	2.06
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	24,23,000	0.05	24,23,000	-	100.00	-
	Total	**5,26,35,01,861**	**3,54,84,55,915**	**67.42**	**3,47,55,60,686**	**7,28,95,229**	**97.95**	**2.05**
Public-Others	E-Voting	-	3,33,61,167	6.06	3,32,50,174	1,10,993	99.67	0.33
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	17,53,102	0.32	16,79,866	73,236	95.82	4.18
	Total	**55,05,63,269**	**3,51,14,269**	**6.38**	**3,49,30,040**	**1,84,229**	**99.48**	0.52
Total		**5,81,40,65,130**	**3,58,35,70,184**	**61.64**	**3,51,04,90,726**	**7,30,79,458**	**97.96**	**2.04**

ICICI BANK LIMITED

Item No.2 - Appoitnment of Mr. M.K. Sharma as a Non-Executive (part-time) Chairman

Resolution required : Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution **Not Applicable**

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [[(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public - Institutional holders	E-Voting	-	3,54,60,32,915	67.37	3,48,37,16,498	6,23,16,417	98.24	1.76
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	24,23,000	0.05	24,23,000	-	100.00	-
	Total	**5,26,35,01,861**	**3,54,84,55,915**	**67.42**	**3,48,61,39,498**	**6,23,16,417**	**98.24**	**1.76**
Public-Others	E-Voting	-	3,33,50,948	6.06	3,30,60,585	2,90,363	99.13	0.87
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	17,37,312	0.32	16,38,411	98,901	94.31	5.69
	Total	**55,05,63,269**	**3,50,88,260**	**6.37**	**3,46,98,996**	**3,89,264**	**98.89**	**1.11**
Total		**5,81,40,65,130**	**3,58,35,44,175**	**61.64**	**3,52,08,38,494**	**6,27,05,681**	**98.25**	**1.75**

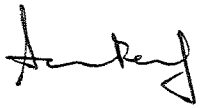
ICICI BANK LIMITED

Item No.3 - Appointment of Ms. Vishakha Mulye as a Director

Resolution required : Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution **Not Applicable**

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [[(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public - Institutional holders	E-Voting	-	3,56,52,36,945	67.74	3,51,33,96,720	5,18,40,225	98.55	1.45
	Poll	-		-	-	-	-	-
	Postal Ballot (if applicable)	-	24,23,000	0.05	24,23,000.00	-	100.00	-
	Total	**5,26,35,01,861**	**3,56,76,59,945**	**67.78**	**3,51,58,19,720**	**5,18,40,225**	**98.55**	**1.45**
Public-Others	E-Voting	-	3,33,54,232	6.06	3,32,37,458	1,16,774	99.65	0.35
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	17,38,740	0.32	16,25,924	1,12,816	93.51	6.49
	Total	**55,05,63,269**	**3,50,92,972**	**6.37**	**3,48,63,382**	**2,29,590**	**99.35**	**0.65**
Total		**5,81,40,65,130**	**3,60,27,52,917**	**61.97**	**3,55,06,83,102**	**5,20,69,815**	**98.55**	**1.45**





Item No.4 - Appoitnment of Ms. Vishakha Mulye as Wholetime Director (designated as Executive Director)

Resolution required : Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution **Not Applicable**

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [[(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Public - Institutional holders	E-Voting	-	3,54,60,32,915	67.37	3,49,88,77,359	4,71,55,556	98.67	1.33
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	24,23,000	0.05	24,23,000	-	100.00	-
	Total	**5,26,35,01,861**	**3,54,84,55,915**	**67.42**	**3,50,13,00,359**	**4,71,55,556**	**98.67**	**1.33**
Public-Others	E-Voting	-	3,33,55,954	6.06	3,32,25,008	1,30,946	99.61	0.39
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	17,30,205	0.31	16,13,569	1,16,636	93.26	6.74
	Total	**55,05,63,269**	**3,50,86,159**	**6.37**	**3,48,38,577**	**2,47,582**	**99.29**	**0.71**
Total		**5,81,40,65,130**	**3,58,35,42,074**	**61.64**	**3,53,61,38,936**	**4,74,03,138**	**98.68**	**1.32**





Item No.5 -Amendent to Employee Stock Option Scheme

Resolution required : Special Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution **Not Applicable**

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [[(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	**-**	**-**	**-**	**-**	**-**	**-**	
Public - Institutional holders	E-Voting	-	3,56,52,36,945	67.74	3,42,05,68,635	14,46,68,310	95.94	4.06
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	24,23,000	0.05	24,23,000	-	100.00	-
	Total	**5,26,35,01,861**	**3,56,76,59,945**	**67.78**	**3,42,29,91,635**	**14,46,68,310**	**95.95**	**4.05**
Public-Others	E-Voting	-	3,33,57,796	6.06	3,29,60,593	3,97,203	98.81	1.19
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	16,72,825	0.30	15,05,995	1,66,830	90.03	9.97
	Total	**55,05,63,269**	**3,50,30,621**	**6.36**	**3,44,66,588**	**5,64,033**	**98.39**	**1.61**
Total		**5,81,40,65,130**	**3,60,26,90,566**	**61.97**	**3,45,74,58,223**	**14,52,32,343**	**95.97**	**4.03**

Percentage figures have been rounded off to nearest decimal.
All the above resolutions have been passed with requisite majority.

Note: Section 12(2) of the Banking Regulation Act, 1949 caps the voting rights of shareholders of a bank upto 10% of the total voting rights of all shareholders. In line with the same, the shareholding of Deutsche Bank Trust Company Americas (Depositary to the ADS holders) which was 1,476,690,148 equity shares and which formed 25.40% of the total equity shares (5,814,065,130 equity shares) as on the record date i.e. March 11, 2016 was reckoned only to the extent of 581,406,513 equity shares i.e. 10% of the total equity shares for the purpose of electronic voting. Hence in the column pertaining to number of shares held, the actual number of shares held by DBTCA i.e. 1,476,690,148 equity shares is included and in the number of votes polled, only 10% of the total number of equity shares i.e 581,406,513 equity shares are reckoned

ICICI BANK LIMITED

ICICI BANK LIMITED

Registered Office: Landmark, Race Course Circle, Vadodara 390 007.

SCRUTINIZER'S REPORT ON POSTAL BALLOT

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.

COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. **Tel**: 022-28125781

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107; **Mob**: 09820465195;

E-mail: alwyn.co@gmail.com ;**Website :** www.alwynjay.com

ALWYN D'SOUZA

ALWYN D'SOUZA & CO.

COMPANY SECRETARIES

Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101. **Tel**: 022-28125781

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107; **Mob**: 09820465195;

E-mail: alwyn.co@gmail.com ;**Website :** www.alwynjay.com

To,

The Chairman
ICICI Bank Limited
Landmark, Race Course Circle
Vadodara 390 007.

Dear Sir,

RE : SCRUTINIZER'S REPORT

I, **Alwyn D'Souza** of Alwyn D'Souza & Co, Company Secretaries appointed as Scrutinizer by the Board of Directors of **ICICI Bank Limited** (Bank) for conducting the Postal Ballot process for seeking members assent/dissent for the following items of business specified in the Notice dated March 10, 2016.

1. Appointment of Mr. M. K. Sharma as an Independent Director.
2. Appointment of Mr. M. K. Sharma as Non-Executive (part-time) Chairman.
3. Appointment of Ms. Vishakha Mulye as a Director.
4. Appointment of Ms. Vishakha Mulye as a Wholetime Director (designated as Executive Director).
5. Amendment to the Employees Stock Option Scheme.

I have carried out the work as Scrutinizer from the close of working hours on **April 22, 2016** to **April 24, 2016.**

My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions contained in the Notice dated 10th March, 2016 based on the reports generated from the electronic voting system of the National Securities Depository Limited (NSDL) and the scrutiny of the physical ballot forms received till 5.00 p.m IST on Friday, April 22, 2016 and reports provided by Registrar and Transfer Agents (RTA) 3i Infotech Limited.

I submit my report as under

1. The Bank has sent emails to the Members whose e-mail ids are registered with the Depository participant/the Bank's Registrar and Transfer Agents as on March 11, 2016 (relevant date/record date) seeking approval by postal ballot including voting by electronic means and for those Members whose e-mail ids are not registered, the Bank completed the dispatch of postal ballot notice along with a postal ballot form and self-addressed, postage pre-paid Business Reply envelope on March 21, 2016.

2. The postal ballot voting process/e-voting period commenced on Thursday, March 24, 2016 (9:00 a.m. IST) and ended on Friday, April 22, 2016 (5:00 p.m. IST).

3. After the time fixed for closing of the e-voting ie, 5.00 p.m IST on Friday, April 22, 2016 the votes were unblocked at 5.14 P.M IST in the presence of two witnesses on the e-voting website of the National Securities Depository Limited, (http://www.evoting.nsdl.com) and a final electronic report was generated by me. The data generated was diligently scrutinized.

4. The physical postal ballot forms received till the time fixed for closing of the Postal Ballot i.e, 5.00 p.m IST, Friday, April 22, 2016 were diligently scrutinized. Verification was done with the support of the Registrar and Transfer Agent of the Bank to check names of the Members, their shareholding and Specimen Signatures registered with RTA/as provided by depositories.

5. The data for the purpose of verification of the number of shares was taken as of March 11, 2016 which was the relevant date (record date) fixed for determining voting rights of the Members entitled to participate in the voting process. Section 12(2) of the Banking Regulation Act, 1949 caps the voting rights of shareholders of a bank upto 10% of the total voting rights of all shareholders. In line with the same, the shareholding of Deutsche Bank Trust Company Americas (Depositary to the ADS holders) which was 1,476,690,148

equity shares and which formed 25.40% of the total equity shares (5,814,065,130 equity shares) as on the record date i.e. March 11, 2016 was reckoned only to the extent of 581,406,513 equity shares i.e. 10% of the total equity shares for the purpose of electronic voting.

6. In cases where the Members who have exercised their vote in physical as well as electronic mode, the vote by electronic mode only has been considered as specified in the instructions to the Postal Ballot Form.

The results of the scrutiny of the above postal ballot voting including voting by electronic means in respect to passing of resolutions contained in the Postal Ballot Notice dated March 10, 2016 through postal ballot are as under.

A. ITEM NO.1: ORDINARY RESOLUTION

Appointment of Mr. M. K. Sharma as an Independent Director.

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2832	4,102,866	0.11
E-voting	4030	3,506,387,860	97.85
TOTAL	**6862**	**3,510,490,726**	**97.96**

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	145	73,236	0.00
E-voting	273	73,006,222	2.04
TOTAL	**418**	**73,079,458**	**2.04**

(iii) **Invalid** votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	194	109,230
E-voting	Nil	Nil
TOTAL	**194**	**109,230**

B. ITEM NO.2: ORDINARY RESOLUTION

Appointment of Mr. M. K. Sharma as Non-Executive (part-time) Chairman.

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2725	4,061,411	0.11
E-voting	3932	3,516,777,083	98.14
TOTAL	**6657**	**3,520,838,494**	**98.25**

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	202	98,901	0.00
E-voting	353	62,606,780	1.75
TOTAL	**555**	**62,705,681**	**1.75**

(iii) **Invalid** votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	244	125315
E-voting	Nil	Nil
TOTAL	**244**	**125315**

C. ITEM NO.3: ORDINARY RESOLUTION

Appointment of Ms. Vishakha Mulye as a Director.

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2826	4,048,924	0.11
E-voting	4048	3,546,634,178	98.44
TOTAL	**6874**	**3,550,683,102**	**98.55**

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	117	112,816	0.01
E-voting	259	51,956,999	1.44
TOTAL	**376**	**52,069,815**	**1.45**

(iii) **Invalid** votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	228	123401
E-voting	Nil	Nil
TOTAL	**228**	**123401**

D. ITEM NO.4: ORDINARY RESOLUTION

Appointment of Ms. Vishakha Mulye as a Wholetime Director (designated as Executive Director).

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2765	4,036,569	0.11
E-voting	3984	3,532,102,367	98.56
TOTAL	**6749**	**3,536,138,936**	**98.68**

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	151	116,636	0.00
E-voting	313	47,286,502	1.32
TOTAL	**464**	**47403138**	**1.32**

(iii) **Invalid** votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	255	133116
E-voting	Nil	Nil
TOTAL	**255**	**133116**

E. ITEM NO.5: SPECIAL RESOLUTION

Amendment to the Employees Stock Option Scheme

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2619	3,928,995	0.11
E-voting	3756	3,453,529,228	95.86
TOTAL	**6375**	**3,457,458,223**	**95.97**

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

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	221	166,830	0.00
E-voting	592	145,065,513	4.03
TOTAL	**813**	**145,232,343**	**4.03**

(iii) **Invalid** votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	331	188,617
E-voting	Nil	Nil
TOTAL	**331**	**188,617**

Based on the foregoing, all the above Resolutions were passed with requisite majority.

The relevant records relating to the electronic voting alongwith the physical postal ballot forms shall remain in my safe custody and will be handed over to the Company Secretary for preserving safely after the consideration of results and the Chairman approves and signs the Minutes.

Alwyn D'souza
F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary

Mumbai dated 25th April, 2016

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depository Limited (htpp//www.evoting.nsdl.com) in our presence at 5.14 P.M. on April 22, 2016 at the office of the Scrutinizer at B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107.

Mr.Binod Singh
1/402, Beena Kumari Co.op Hsg Soc. Nr. C D Garden, M P Road, Mulund East, Mumbai 400081

Angel

Ms. Jelphine Angel
A-102, Suyash CHS Ltd, Damodar Nagar, Virar West 401 303