

**P. Sanker**

Senior General Manager (Legal)  
& Company Secretary

June 30, 2017

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

Mr. Avinash Kharkar  
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,

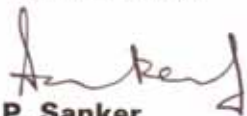
**Sub: Summary of proceedings of the Annual General Meeting & Declaration of Voting results.**

This is further to our letter dated today *vide* which we have submitted the consolidated Report dated June 30, 2017 issued by the Scrutinizer.

Pursuant to Regulation 30 read with Schedule III & Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the below mentioned documents.

1. Summary of the proceedings of the Annual General Meeting.
2. Voting results in the format prescribed under Regulation 44 of SEBI Listing Regulations.

Yours faithfully,



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

Encl: as above

**Date of the AGM****Total number of shareholders on cut off date (June 23, 2017)****No. of shareholders present in the meeting either in person or through proxy**

Promoters and Promoter Group :

Public :

**No of shareholders who attended the meeting through video conferencing:**

Promoters and Promoter Group :

Public :

June 30, 2017

924,855

Not Applicable

496

Not Applicable

Not Applicable

**Agenda-wise disclosure (to be disclosed separately 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 - To receive, consider and adopt the financial statements for the financial year ended March 31, 2017 together with the Reports of the Directors and the Auditors****Resolution required : Ordinary Resolution****Whether promoter/ promoter group are interested in the agenda/ resolution** Not Applicable**Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.**

| 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)<br>[(2)/(1)]*100                    | (4)                      | (5)                    | (6)<br>[(4)/(2)]*100                 | (7)<br>[(5)/(2)]*100               |
| Promoter and Promoter Group    | E-Voting                      | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Institutional holders | E-Voting                      | 5,285,823,156        | 3,939,185,535        | 74.52                                   | 3,939,185,535            | -                      | 100.00                               | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>5,285,823,156</b> | <b>3,939,185,535</b> | <b>74.52</b>                            | <b>3,939,185,535</b>     | -                      | <b>100.00</b>                        | -                                  |
| Public-Others                  | E-Voting                      | 544,022,284          | 67,637,208           | 12.43                                   | 67,634,142               | 3,066                  | 100.00                               | 0.00                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>544,022,284</b>   | <b>67,637,208</b>    | <b>12.43</b>                            | <b>67,634,142</b>        | <b>3,066</b>           | <b>100.00</b>                        | <b>0.00</b>                        |
| <b>Total</b>                   |                               | <b>5,829,845,440</b> | <b>4,006,822,743</b> | <b>68.73</b>                            | <b>4,006,819,677</b>     | <b>3,066</b>           | <b>100.00</b>                        | <b>0.00</b>                        |



**Item No.2 - To declare dividend on preference shares**

**Resolution required : Ordinary Resolution**

**Whether promoter/ promoter**

**group are interested in the Not Applicable**

**agenda/ resolution**

**Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.**

| Category                             | Mode of Voting                   | No. of shares held   | No of votes Polled   | % of Votes<br>Polled on<br>outstanding<br>shares | No. of Votes - in<br>favour | No. of Votes -<br>against | % of Votes in<br>favour on<br>votes polled | % of Votes<br>against on<br>votes polled |
|--------------------------------------|----------------------------------|----------------------|----------------------|--------------------------------------------------|-----------------------------|---------------------------|--------------------------------------------|------------------------------------------|
|                                      |                                  | (1)                  | (2)                  | (3)<br>[(2)/(1)]*100                             | (4)                         | (5)                       | (6)<br>[(4)/(2)]*100                       | (7)<br>[(5)/(2)]*100                     |
| Promoter and<br>Promoter<br>Group    | E-Voting                         | -                    | -                    | -                                                | -                           | -                         | -                                          | -                                        |
|                                      | Poll                             | -                    | -                    | -                                                | -                           | -                         | -                                          | -                                        |
|                                      | Postal Ballot (if<br>applicable) | -                    | -                    | -                                                | -                           | -                         | -                                          | -                                        |
|                                      | <b>Total</b>                     | -                    | -                    | -                                                | -                           | -                         | -                                          | -                                        |
| Public -<br>Institutional<br>holders | E-Voting                         | 5,285,823,156        | 3,939,508,812        | 74.53                                            | 3,939,508,812               | -                         | 100.00                                     | -                                        |
|                                      | Poll                             | -                    | -                    | -                                                | -                           | -                         | -                                          | -                                        |
|                                      | Postal Ballot (if<br>applicable) | -                    | -                    | -                                                | -                           | -                         | -                                          | -                                        |
|                                      | <b>Total</b>                     | <b>5,285,823,156</b> | <b>3,939,508,812</b> | <b>74.53</b>                                     | <b>3,939,508,812</b>        | -                         | <b>100.00</b>                              | -                                        |
| Public-Others                        | E-Voting                         | 544,022,284          | 67,635,634           | 12.43                                            | 67,568,463                  | 67,171                    | 99.90                                      | 0.10                                     |
|                                      | Poll                             | -                    | -                    | -                                                | -                           | -                         | -                                          | -                                        |
|                                      | Postal Ballot (if<br>applicable) | -                    | -                    | -                                                | -                           | -                         | -                                          | -                                        |
|                                      | <b>Total</b>                     | <b>544,022,284</b>   | <b>67,635,634</b>    | <b>12.43</b>                                     | <b>67,568,463</b>           | <b>67,171</b>             | <b>99.90</b>                               | <b>0.10</b>                              |
| <b>Total</b>                         |                                  | <b>5,829,845,440</b> | <b>4,007,144,446</b> | <b>68.74</b>                                     | <b>4,007,077,275</b>        | <b>67,171</b>             | <b>100.00</b>                              | <b>0.00</b>                              |



Item No.3 - To declare dividend on equity shares.

Resolution required : Ordinary Resolution

Whether promoter/ promoter

group are interested in the Not Applicable

agenda/ resolution

Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.

| 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)<br>[(2)/(1)]*100                    | (4)                      | (5)                    | (6)<br>[(4)/(2)]*100                 | (7)<br>[(5)/(2)]*100               |
| Promoter and Promoter Group    | E-Voting                      | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Institutional holders | E-Voting                      | 5,285,823,156        | 3,939,505,812        | 74.53                                   | 3,939,505,812            | -                      | 100.00                               | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>5,285,823,156</b> | <b>3,939,505,812</b> | <b>74.53</b>                            | <b>3,939,505,812</b>     | -                      | <b>100.00</b>                        | -                                  |
| Public-Others                  | E-Voting                      | 544,022,284          | 67,632,509           | 12.43                                   | 67,626,048               | 6,461                  | 99.99                                | 0.01                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>544,022,284</b>   | <b>67,632,509</b>    | <b>12.43</b>                            | <b>67,626,048</b>        | <b>6,461</b>           | <b>99.99</b>                         | <b>0.01</b>                        |
| <b>Total</b>                   |                               | <b>5,829,845,440</b> | <b>4,007,138,321</b> | <b>68.73</b>                            | <b>4,007,131,860</b>     | <b>6,461</b>           | <b>100.00</b>                        | <b>0.00</b>                        |



Item No.4 - To appoint a director in place of Ms. Vishakha Mulye (DIN: 00203578), who retires by rotation and, being eligible, offers herself for re-appointment.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/ resolution Not Applicable

Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.

| 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)<br>[(2)/(1)]*100                    | (4)                      | (5)                    | (6)<br>[(4)/(2)]*100                 | (7)<br>[(5)/(2)]*100               |
| Promoter and Promoter Group    | E-Voting                      | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Institutional holders | E-Voting                      | 5,285,823,156        | 3,938,869,486        | 74.52                                   | 3,880,963,448            | 57,906,038             | 98.53                                | 1.47                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>5,285,823,156</b> | <b>3,938,869,486</b> | <b>74.52</b>                            | <b>3,880,963,448</b>     | <b>57,906,038</b>      | <b>98.53</b>                         | <b>1.47</b>                        |
| Public-Others                  | E-Voting                      | 544,022,284          | 67,629,662           | 12.43                                   | 67,575,631               | 54,031                 | 99.92                                | 0.08                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>544,022,284</b>   | <b>67,629,662</b>    | <b>12.43</b>                            | <b>67,575,631</b>        | <b>54,031</b>          | <b>99.92</b>                         | <b>0.08</b>                        |
| <b>Total</b>                   |                               | <b>5,829,845,440</b> | <b>4,006,499,148</b> | <b>68.72</b>                            | <b>3,948,539,079</b>     | <b>57,960,069</b>      | <b>98.55</b>                         | <b>1.45</b>                        |



**Item No.5 - Appointment of M/S. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W) as statutory auditors of the Company.**

**Resolution required : Ordinary Resolution**

**Whether promoter/ promoter**

**group are interested in the Not Applicable**

**agenda/ resolution**

**Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.**

| 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)<br>[(2)/(1)]*100                    | (4)                      | (5)                    | (6)<br>[(4)/(2)]*100                 | (7)<br>[(5)/(2)]*100               |
| Promoter and Promoter Group    | E-Voting                      | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Institutional holders | E-Voting                      | 5,285,823,156        | 3,894,184,313        | 73.67                                   | 3,742,048,216            | 152,136,097            | 96.09                                | 3.91                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>5,285,823,156</b> | <b>3,894,184,313</b> | <b>73.67</b>                            | <b>3,742,048,216</b>     | <b>152,136,097</b>     | <b>96.09</b>                         | <b>3.91</b>                        |
| Public-Others                  | E-Voting                      | 544,022,284          | 67,619,510           | 12.43                                   | 67,601,254               | 18,256                 | 99.97                                | 0.03                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>544,022,284</b>   | <b>67,619,510</b>    | <b>12.43</b>                            | <b>67,601,254</b>        | <b>18,256</b>          | <b>99.97</b>                         | <b>0.03</b>                        |
| <b>Total</b>                   |                               | <b>5,829,845,440</b> | <b>3,961,803,823</b> | <b>67.96</b>                            | <b>3,809,649,470</b>     | <b>152,154,353</b>     | <b>96.16</b>                         | <b>3.84</b>                        |

**Item No.6 - Appointment of Branch Auditors pursuant to the provisions of Section 143 (8) and other applicable provisions, if any, of the Companies Act, 2013.**

**Resolution required : Ordinary Resolution**

**Whether promoter/ promoter**

**group are interested in the Not Applicable**

**agenda/ resolution**

**Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.**

| 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)<br>[(2)/(1)]*100                    | (4)                      | (5)                    | (6)<br>[(4)/(2)]*100                 | (7)<br>[(5)/(2)]*100               |
| Promoter and Promoter Group    | E-Voting                      | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Institutional holders | E-Voting                      | 5,285,823,156        | 3,893,512,938        | 73.66                                   | 3,842,377,835            | 51,135,103             | 98.69                                | 1.31                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>5,285,823,156</b> | <b>3,893,512,938</b> | <b>73.66</b>                            | <b>3,842,377,835</b>     | <b>51,135,103</b>      | <b>98.69</b>                         | <b>1.31</b>                        |
| Public-Others                  | E-Voting                      | 544,022,284          | 67,616,558           | 12.43                                   | 67,600,491               | 16,067                 | 99.98                                | 0.02                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>544,022,284</b>   | <b>67,616,558</b>    | <b>12.43</b>                            | <b>67,600,491</b>        | <b>16,067</b>          | <b>99.98</b>                         | <b>0.02</b>                        |
| <b>Total</b>                   |                               | <b>5,829,845,440</b> | <b>3,961,129,496</b> | <b>67.95</b>                            | <b>3,909,978,326</b>     | <b>51,151,170</b>      | <b>98.71</b>                         | <b>1.29</b>                        |



**Item No.7 - Appointment of Mr. Anup Bagchi, (DIN: 00105962) as a Director of the Bank.**

**Resolution required : Ordinary Resolution**

**Whether promoter/ promoter**

**group are interested in the Not Applicable**

**agenda/ resolution**

**Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.**

| 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)<br>$[(2)/(1)] * 100$                | (4)                      | (5)                    | (6)<br>$[(4)/(2)] * 100$             | (7)<br>$[(5)/(2)] * 100$           |
| Promoter and Promoter Group    | E-Voting                      | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Institutional holders | E-Voting                      | 5,285,823,156        | 3,938,911,486        | 74.52                                   | 3,881,301,703            | 57,609,783             | 98.54                                | 1.46                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>5,285,823,156</b> | <b>3,938,911,486</b> | <b>74.52</b>                            | <b>3,881,301,703</b>     | <b>57,609,783</b>      | <b>98.54</b>                         | <b>1.46</b>                        |
| Public-Others                  | E-Voting                      | 544,022,284          | 67,617,944           | 12.43                                   | 67,575,427               | 42,517                 | 99.94                                | 0.06                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>544,022,284</b>   | <b>67,617,944</b>    | <b>12.43</b>                            | <b>67,575,427</b>        | <b>42,517</b>          | <b>99.94</b>                         | <b>0.06</b>                        |
| <b>Total</b>                   |                               | <b>5,829,845,440</b> | <b>4,006,529,430</b> | <b>68.72</b>                            | <b>3,948,877,130</b>     | <b>57,652,300</b>      | <b>98.56</b>                         | <b>1.44</b>                        |

**Item No.8 - Appointment of Mr. Anup Bagchi (DIN: 00105962) as a Wholtime Director (designated as Executive Director) of the Bank.**

**Resolution required : Ordinary Resolution**

**Whether promoter/ promoter**

**group are interested in the Not Applicable**

**agenda/ resolution**

**Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.**

| 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)<br>$[(2)/(1)] * 100$                | (4)                      | (5)                    | (6)<br>$[(4)/(2)] * 100$             | (7)<br>$[(5)/(2)] * 100$           |
| Promoter and Promoter Group    | E-Voting                      | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Institutional holders | E-Voting                      | 5,285,823,156        | 3,894,121,075        | 73.67                                   | 3,855,728,944            | 38,392,131             | 99.01                                | 0.99                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>5,285,823,156</b> | <b>3,894,121,075</b> | <b>73.67</b>                            | <b>3,855,728,944</b>     | <b>38,392,131</b>      | <b>99.01</b>                         | <b>0.99</b>                        |
| Public-Others                  | E-Voting                      | 544,022,284          | 67,620,968           | 12.43                                   | 67,565,429               | 55,539                 | 99.92                                | 0.08                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>544,022,284</b>   | <b>67,620,968</b>    | <b>12.43</b>                            | <b>67,565,429</b>        | <b>55,539</b>          | <b>99.92</b>                         | <b>0.08</b>                        |
| <b>Total</b>                   |                               | <b>5,829,845,440</b> | <b>3,961,742,043</b> | <b>67.96</b>                            | <b>3,923,294,373</b>     | <b>38,447,670</b>      | <b>99.03</b>                         | <b>0.97</b>                        |



**Item No. 9 - Authority to the Board of Directors to borrow by way of issue of non-convertible securities including but not limited to bonds and non-convertible debentures in one or more tranches of upto ₹ 25,000 crores on a private placement basis.**

**Resolution required : Special Resolution**

**Whether promoter/ promoter**

**group are interested in the Not Applicable**

**agenda/ resolution**

**Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.**

| 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)<br>$[(2)/(1)] * 100$                | (4)                      | (5)                    | (6)<br>$[(4)/(2)] * 100$             | (7)<br>$[(5)/(2)] * 100$           |
| Promoter and Promoter Group    | E-Voting                      | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
| Public - Institutional holders | E-Voting                      | 5,285,823,156        | 3,939,508,812        | 74.53                                   | 3,938,558,392            | 950,420                | 99.98                                | 0.02                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>5,285,823,156</b> | <b>3,939,508,812</b> | <b>74.53</b>                            | <b>3,938,558,392</b>     | <b>950,420</b>         | <b>99.98</b>                         | <b>0.02</b>                        |
| Public-Others                  | E-Voting                      | 544,022,284          | 67,627,062           | 12.43                                   | 67,562,738               | 64,324                 | 99.90                                | 0.10                               |
|                                | Poll                          | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | Postal Ballot (if applicable) | -                    | -                    | -                                       | -                        | -                      | -                                    | -                                  |
|                                | <b>Total</b>                  | <b>544,022,284</b>   | <b>67,627,062</b>    | <b>12.43</b>                            | <b>67,562,738</b>        | <b>64,324</b>          | <b>99.90</b>                         | <b>0.10</b>                        |
| <b>Total</b>                   |                               | <b>5,829,845,440</b> | <b>4,007,135,874</b> | <b>68.73</b>                            | <b>4,006,121,130</b>     | <b>1,014,744</b>       | <b>99.97</b>                         | <b>0.03</b>                        |

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 15% of the total voting rights of all shareholders. In line with the same, the shareholding of Deutsche Bank Trust Company Americas (DBTCA)(Depositary to the ADS holders) which was 1,463,169,334 equity shares and which formed 25.10% of the total equity shares (5,829,845,440 equity shares) as on the cut off date i.e. June 23, 2017 was reckoned only to the extent of 874,476,816 equity shares i.e. 15% 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. 1,463,169,334 equity shares is included and in the number of votes polled, only 15% of the total number of equity shares i.e 874,476,816 equity shares are reckoned

FOR ICICI BANK LIMITED

V. Shanthi

SHANTHI VENKATESAN

DEPUTY GENERAL MANAGER



## **Summary of proceedings of the Twenty-Third Annual General Meeting of ICICI Bank Limited held on Friday, June 30, 2017**

The Twenty-Third Annual General Meeting (AGM) of the Members of the Bank was held on Friday, June 30, 2017 at 12.00 noon at Professor Chandravadan Mehta Auditorium, General Education Centre, Opposite D.N. Hall Ground, The Maharaja Sayajirao University, Pratapgunj, Vadodara 390 002, Gujarat, India.

Mr. M. K. Sharma, Non-Executive (part-time) Chairman of the Bank, chaired the meeting.

The Meeting was attended by 496 members in person, by proxy and through authorised representatives.

The following Directors were present:

1. Mr. M. K. Sharma, Chairman
2. Mr. Dileep Choksi, non-executive Independent Director
3. Mr. Homi Khusrookhan, non-executive Independent Director and Chairman of the Audit Committee, Stakeholders Relationship Committee and Board Governance, Remuneration & Nomination Committee
4. Dr. Tushaar Shah, non-executive Independent Director
5. Ms. Chanda Kochhar, Managing Director & CEO
6. Mr. N. S. Kannan, Executive Director
7. Ms. Vishakha Mulye, Executive Director
8. Mr. Vijay Chandok, Executive Director
9. Mr. Anup Bagchi, Executive Director

Mr. V. K. Sharma & Mr. V. Sridar, non-executive Independent Directors and Mr. Amit Agrawal, government nominee Director could not attend the AGM due to their other unavoidable prior commitments.

Mr. Rakesh Jha, Chief Financial Officer, Mr. P. Sanker, Senior General Manager (Legal) & Company Secretary and Mr. Ranganath Athreya, General Manager and Joint Company Secretary were present at the Meeting.

The requisite quorum as per Companies Act, 2013 (CA2013) being present, the Chairman declared the Meeting to be in order and welcomed the Members. The Chairman thereafter introduced all the Directors and informed that the register of proxies, instruments of proxy and inspection documents were open for inspection by the Members till the conclusion of the Meeting. He informed the Members that as required under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, a certificate from the statutory auditors of the Bank, stating that the Employee Stock Option Scheme of the Bank has been implemented in accordance with the said regulations, has been obtained by the Bank and was placed at the Meeting.

With the consent of the Members present, the Notice convening the Twenty-Third AGM was taken as read. The Chairman informed the Members that there were no adverse qualifications, observations or comments of the auditors. He then requested Mr. P. Sanker to read out the key segments of the Auditors Report. Mr. Sanker read the key segments of the Auditors Report and with the consent of the Members present, the rest of the Auditors Report was taken as read.

An audio visual presentation was then screened for the benefit of the Members.

The Chairman then invited members to ask their queries. The Chairman responded to some of the queries and requested Ms. Kochhar to respond to the other queries/suggestions of Members.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the CA2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Bank had extended the Remote e-Voting facility to the members of the Bank in respect of the business to be transacted at the AGM as set out in the notice of AGM dated May 15, 2017. The Chairman further informed that the Remote e-Voting facility had commenced at 9.00 a.m. IST on Tuesday, June 27, 2017 and ended on 5.00 p.m. IST on Thursday, June 29, 2017. The Chairman also informed that to facilitate the members who could not cast their votes through Remote e-Voting, the Bank had provided the facility for electronic voting at the AGM venue.

The Chairman informed the Members that the Board had appointed Mr. Alwyn D'souza of Alwyn D'Souza & Co., Company Secretaries as the scrutinizer to scrutinize the remote e-voting process and electronic voting at the AGM, in a fair and transparent manner.

The Chairman authorised Mr. P. Sanker to declare the results of the remote e-voting as well as electronic voting done at the AGM venue through announcing the results to the stock exchanges as well as by hosting the results on the website alongwith the scrutinizer's report and these would be recorded as part of the proceedings of the AGM. The Chairman then thanked the Members for their co-operation and suggestions and declared the meeting as closed.

The following items of business were transacted through remote e-Voting and through electronic voting at the AGM venue:

**Ordinary Business:**

1. To receive, consider and adopt the financial Statements for the financial year ended March 31, 2017 together with the Reports of the Directors and the Auditors.

2. To declare dividend on preference shares.
3. To declare dividend on equity shares.
4. To appoint a director in place of Ms. Vishakha Mulye (DIN: 00203578), who retires by rotation and, being eligible, offers herself for re-appointment.
5. Appointment of M/s. B S R & Co. LLP, Chartered Accountants (Registration No. 101248W) as statutory auditors for the year ending March 31, 2018.
6. Appointment of branch auditors pursuant to the provisions of Section 143(8) and other applicable provisions, if any of the Companies Act, 2013.

**Special Business:**

7. Appointment of Mr. Anup Bagchi (DIN: 00105962) as a Director of the Bank.
8. Appointment of Mr. Anup Bagchi (DIN: 00105962) as a Wholetime Director (designated as Executive Director) of the Bank.
9. Authority to the Board of Directors to borrow by way of issue of non-convertible securities including but not limited to bonds and non-convertible debentures in one or more tranches of upto ₹ 25,000 crores on a private placement basis.

Basis the consolidated Scrutinizer's report dated June 30, 2017, all resolutions as set out in the Notice of the AGM dated May 15, 2017 were passed by the Members with requisite majority.

**For ICICI Bank Limited**

**Sd/-**

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