ICICI Bank

October 26, 2017

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, 1st Floor
Dalal Street
Mumbai 400 001

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,

Auditor's Certificate- allotment of shares under ICICI Bank Employees Stock Option Scheme 2000 (ESOS) during the quarter ended September 30, 2017.

We forward herewith a certificate dated October 25, 2017 issued by BSR & Co. LLP Statutory Auditors of the Bank stating that the Bank had received the amounts from the applicants prior to the allotment of equity shares under the ESOS during the quarter ended September 30, 2017.

Yours faithfully,

Srividya

Srividya Shetty
Manager

Encl. : a/a.

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

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B S R & Co. LLP
Chartered Accountants

5th Floor, Lodha Excelus,
Apollo Mills Compound
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Private and confidential

The Board of Directors
ICICI Bank Limited
ICICI Towers
Bandra – Kurla Complex
Bandra (East)
MUMBAI 400 051

25 October 2017

Dear Sirs

Certification of payment received in connection with the allotment of equity shares of ICICI Bank Limited under ICICI Bank Employees Stock Option Scheme – 2000 for the quarter ended 30 September 2017

1. This certificate is issued in accordance with the terms of our engagement letter dated 18 September 2017 and the request letter provided to us by ICICI Bank Limited (the 'Bank') dated 3 October 2017, whereby the Bank is required to submit a certificate to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE'), certifying that the Bank has received the application / allotment monies from the applicants of the shares of the Bank under ICICI Bank Employees Stock Option Scheme – 2000 ('ESOS Scheme') for the period from 1 July 2017 to 30 September 2017. Pursuant to the above requirements, the Bank has prepared a statement of allotment of equity shares issued under ESOS Scheme from 1 July 2017 to 30 September 2017 for which the monies have been received by the Bank (the 'Statement'). The Statement has been annexed to this certificate, which has been initialed by us for identification purposes only.

Management's responsibility for the Statement

2. The preparation of the accompanying Statement is the responsibility of management of the Bank including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance and of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

3. The Bank's management is also responsible for ensuring that the Bank complies with the requirements of NSE and BSE and for providing all relevant information to NSE and BSE.

Auditor's responsibility

4. We have not performed an audit, the objective of which would be expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such an opinion.

5. For the purpose of this certificate, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that the accompanying Statement is not prepared as per the requirements of NSE and BSE:

   a) We have verified the approval of two directors of the Bank, authorized jointly to allot equity shares of the Bank under ESOS Scheme to the applicants;

   b) We have verified the approval received from NSE and BSE for the listing of shares; and

   c) We have verified the bank statement of account no. 003605000680 titled as 'ICICI Bank – ESOS A/C' maintained with ICICI Bank Limited for receipt of monies with respect to allotment of equity shares issued under ESOS Scheme from 1 July 2017 to 30 September 2017.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the independence and other ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

8. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the Statement is not prepared as per the requirements of NSE and BSE.

Restriction of use

9. This certificate is addressed to and provided to the Board of Directors of the Bank solely in connection with the above mentioned purpose and for submission to NSE and BSE and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

V. Venkataramanan

Venkataramanan Vishwanath
Partner
Membership No: 113156

Mumbai
25 October 2017