ICICI Bank

July 29, 2016

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,

Auditor's Certificate- allotment of shares under ICICI Bank Employees Stock Option Scheme 2000 (ESOS) during the quarter ended June 30, 2016.

We forward herewith a certificate dated July 29, 2016 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 June 30, 2016.

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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Chartered Accountants

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Private and confidential

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

29 July 2016

Dear Sirs

Certification of payment received in connection with the allotment of equity shares to the employees of ICICI Bank Limited ('the Bank') under the Employees' Stock Option Scheme - 2000 ('ESOS') for the quarter ended 30 June 2016

In accordance with your request letter dated 20 July 2016, we understand that the Bank is required to submit to the National Stock Exchange of India Limited ('NSE') and the Bombay Stock Exchange Limited ('BSE'), a certificate from the Bank's statutory auditors stating that payment has been received in connection with the allotment of equity shares to the Bank's employees under the ESOS, as set out in the annexure to this certificate and in respect of which the allotment procedures have been completed during the quarter ended 30 June 2016.

The Bank's management takes full and exclusive responsibility for the preparation of the annexure and compliance with the ESOS. Our responsibility is to report based on the work done.

We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India.

In this regard, for the purposes of this certificate, we have agreed the total of the bank receipts aggregating to ₹34,16,43,344 (Rupees Thirty Four crores Sixteen lakhs Forty Three thousand Three hundred Forty Four only) to the books of account maintained by the Bank. This amount represents the payment received by the Bank for the allotment of equity shares during the quarter ended 30 June 2016.

We planned and performed our work, on a test basis, to obtain reasonable assurance that the annexure is free from material misstatement. On the basis of the information and explanations provided to us and the above specific procedure performed by us in connection with this certificate, we certify that the Bank has received an amount aggregating to ₹34,16,43,344 (Rupees Thirty Four crores Sixteen lakhs Forty Three thousand Three hundred Forty Four only) from the employees towards the allotment of equity shares to them under the ESOS for the quarter ended 30 June 2016. The amount so received has been computed as per the details set out in the annexure to this certificate, which is stamped by us for identification purposes only. Refer Annexure A for list of equity shares allotted during the quarter ended 30 June 2016.

This certificate has been issued solely in connection with the above mentioned purpose. It must not be copied, disclosed, quoted or circulated, or referred to, in correspondence or discussion, in whole or in part or distributed to anyone other than the NSE and the BSE without our prior written consent.

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



Venkataramanan Vishwanath
Partner
Membership No: 113156