



August 9, 2020

BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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

Dear Sir/Madam,

Sub.: Scrutinizer's report in respect of Postal Ballot

This has reference to our earlier letter dated July 9, 2020 in respect of Postal Ballot Notice dated July 8, 2020. We wish to inform you that Mr. Alwyn D'Souza of Alwyn D'Souza & Co., Practicing Company Secretaries, who was appointed as the scrutinizer for the postal ballot process, has submitted his report dated August 9, 2020 which is enclosed herewith. Based on the report, we confirm that the special resolution as contained in the Postal Ballot Notice dated July 8, 2020 was passed by the Members with requisite majority.

The voting results in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be sent in due course.

Thanking you,

Yours faithfully,
For ICICI Bank Limited

Ranganath Athreya
Company Secretary

Encl: as above

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

Tel.: (91-22) 2653 1414
Fax: (91-22) 2653 1122
Website www.icicibank.com
CIN.: L65190GJ1994PLC021012

Regd. Office: ICICI Bank Tower,
Near Chakli Circle,
Old Padra Road
Vadodara 390007. India

ICICI BANK LIMITED

Registered Office: ICICI Bank Tower, Near Chakli Circle, Old Padra Road,
Vadodara 390007, Gujarat, India

SCRUTINIZER'S REPORT ON POSTAL BALLOT

ALWYN D'SOUZA **Alwyn D'Souza & Co.**

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.683/2020]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

**Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;**

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

ALWYN D'SOUZA
Alwyn D'Souza & Co.

Company Secretaries

[Firm Registration No: S2003MH061200] [Peer Review Certificate No.683/2020]

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower,
Mira Road (East), Thane-401107; Tel: 022-79629822; Mob: 09820465195;

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

To,
The Chairman
ICICI Bank Limited
ICICI Bank Tower,
Near Chakli Circle,
Old Padra Road,
Vadodara 390007

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 the purpose of scrutinizing the Postal Ballot e-voting process for seeking members assent/dissent on the resolution as specified in the Postal Notice dated July 8, 2020.

I have carried out the work as Scrutinizer from the close of the remote e-voting period i.e., 5:00 P. M. IST on Sunday, August 9, 2020.

The management of the Bank is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the various circulars issued by the Ministry of Corporate Affairs, Government of India relating to Postal Ballot. My responsibility as the scrutinizer is restricted to make a scrutinizer report of the votes cast in favour / against on the resolution contained in the Postal Ballot Notice dated July 8, 2020 based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorised agency to provide remote e-voting facilities, engaged by the Bank for the purpose.

I submit my report as under:

1. The Postal Ballot is held in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (the "Rules") read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars").
2. The Bank has on July 9, 2020 sent Postal Ballot Notice through electronic mode to the members whose e-mail ids were registered with the Bank, Registrar and Transfer Agents (RTA) or Central Depository Services (India) Limited ("CDSL")/ National Securities Depository Limited (NSDL) as on Friday, July 3, 2020. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. The Bank has on July 11, 2020 published an advertisement in Financial Express (all editions), Business Standard (all editions), Vadodara Samachar (Baroda edition) and Indian Express (Baroda edition).
4. The Remote e-voting facility was provided by NSDL. The Postal Ballot remote e-voting period commenced on Saturday, July 11, 2020, at 9:00 A.M. IST and ended on Sunday, August 9, 2020 at 5:00 P.M. IST.
5. After the time fixed for closing of the e-voting i.e., 5.00 P.M. IST on Sunday, August 9, 2020 the votes were unblocked at 5.02 P.M IST in the presence of two witnesses who are not in the employment of the Bank, on the e-voting website of NSDL (<https://www.evoting.nsdl.com>) and a final electronic report was generated by me. The data generated was diligently scrutinized.

6. The data for the purpose of verification of the number of shares was taken as of Friday, July 3, 2020 which was the relevant date (cut-off date) fixed for determining voting rights of the Members entitled to participate in the voting process.
7. The results of the remote e-voting in respect to passing of resolution contained in the Postal Ballot Notice dated July 8, 2020 are as under:

RESOLUTION NO. 1: SPECIAL RESOLUTION

Authorize capital raising through issuance of equity shares and/or equity linked securities

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
7561	4894439751	99.80

(ii) Voted against the resolution:

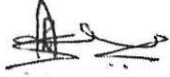
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
351	9898991	0.20

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

Based on the foregoing, the above Resolution was passed with requisite majority.

The relevant records relating to the e-voting 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
Practising Company Secretary
FCS No.5559, CP No.5137
Alwyn D'Souza & Co
Company Secretaries
[UDIN : FO05559B000564623]

Mumbai, August 9, 2020

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the National Securities Depository Limited (<https://www.evoting.nsdl.com>) in our presence at 5.02 P.M. IST on August 9, 2020.

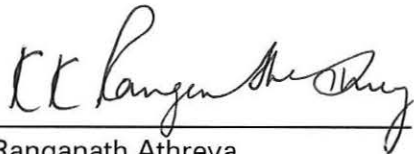


Edlon Dsouza
Flat No.214, Shram Saphalya, Station Road, Sheetal Nagar, Mira Road East, Thane 401107



Krishnakant Adagale
Row House No.18, Mansi Row Co.op Hsg Soc Ltd, Kashigaon, Mira Road East, Thane 401107

Countersigned by:
For ICICI Bank Limited



Ranganath Athreya
Company Secretary
ACS: 7356

Mumbai, August 9, 2020