

November 29, 2024

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: Postal Ballot – Scrutinizer’s Report and Voting Results

This has reference to our earlier letter dated October 30, 2024 in respect of Postal Ballot Notice dated October 26, 2024. We hereby submit the below-mentioned documents:

1. Scrutinizer’s Report dated November 29, 2024 (the Report) issued pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder.
2. Voting results in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which will also be submitted in XBRL mode in due course.

Based on the Report, we confirm that the special resolution for appointment of Mr. Punit Sood (DIN: 00033799) as an Independent Director with effect from October 1, 2024 as contained in the Postal Ballot Notice has been passed by the Members with requisite majority.

You are requested to please take the above on record.

**Yours sincerely,
For ICICI Bank Limited**

**Prachiti Lalingkar
Company Secretary**

Encl: as above

Copy to –

- (i) New York Stock Exchange (NYSE)
- (ii) Singapore Stock Exchange

- (iii) SIX Swiss Exchange Ltd.
- (iv) Japan Securities Dealers Association

To,
The Chairman
ICICI BANK LIMITED
ICICI Bank Tower,
Near Chakli Circle,
Old Padra Road,
Vadodara 390 007

Dear Sir,

Sub: Report of Scrutinizer

I, P. N. Parikh, of M/s Parikh Parekh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Andheri (West), Mumbai - 400053, have been appointed as the Scrutinizer to scrutinize the evoting process for the Postal Ballot through electronic voting ('remote e-voting') conducted by the Company in respect of the following Special Resolution:

1. Appointment of Mr. Punit Sood (DIN: 00033799) as an Independent Director with effect from October 1, 2024

pursuant to the Postal Ballot Notice dated October 26, 2024, issued under Section 110 read with Section 108 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 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the 'Rules'), read with General Circular No. 14/2020 dated April 08, 2020; General Circular No. 17/2020 dated April 13, 2020 and other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), and pursuant to other applicable laws and regulations.

In terms of the MCA Circulars, the Postal Ballot Notice dated October 26, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, in electronic form only to those Members whose e-mail addresses were registered with the Company/Depositories/Registrar and Share Transfer Agent and whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Monday, October 28, 2024** ('Cut-Off date').

The Company had availed the remote e-voting facility offered by KFin Technologies Limited (“KFintech”) for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the ‘Cut-Off’ date of **Monday, October 28, 2024** were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on **Thursday, October 31, 2024, at 9:00 a.m. (IST) and ended on Friday, November 29, 2024, at 5:00 p.m. (IST)**. The remote e-voting module was disabled by KFintech thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of KFintech and have maintained a register in which necessary entries have been made in accordance with the Rules.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, Rules made thereunder and the MCA Circulars relating to remote e-voting on the Resolution contained in the Postal Ballot Notice.

My responsibility as scrutinizer for the postal ballot through remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolution.

I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date i.e. Monday, October 28, 2024 and as per the Register of Members of the Company/List of Beneficial Owners of the Company as received from the depositories/Company’s Registrar and Share Transfer Agent.

Further, I would also like to mention that Shareholders who have split their votes into Assent as well as Dissent in respect of each DP ID/Client ID or Folio No., while their votes are taken as cast, they have been counted only once for the purpose of their presence, which has been mentioned under the head Assent.

I now submit my Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

Resolution 1: Special Resolution

Appointment of Mr. Punit Sood (DIN: 00033799) as an Independent Director with effect from October 1, 2024

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7247	6,02,65,51,929	99.78

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
315	1,33,38,022	0.22

(iii) **Invalid** votes:

Number of members voted whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Signature:

Pravinchandra Nahalchandra Parikh
Digitally signed by Pravinchandra Nahalchandra Parikh
Date: 2024.11.29 18:57:57 +05'30'

Name: P. N. Parikh

Scrutinizer

FCS: 327 CP: 1228

UDIN: F000327F003145854

Dated: 29.11.2024

Place: Mumbai

Countersigned by:

Prachiti Deepak Lalingkar
Digitally signed by Prachiti Deepak Lalingkar
DN: c=IN, o=Personal, title=6341, pseudonym=98813eefac848b2b17e0e59172c7914,
2.5.4.2b=76d78889006da749bc25a02883b18a0753ac896115eadd556dc74ee541a, postalCode=400025, st=Maharashtra, serialNumber=7096c2170031fc58228623675893eb927808f12ee59140e545a386f, a8876, cn=Prachiti Deepak Lalingkar
Date: 2024.11.29 19:24:14 +05'30'

Prachiti Lalingkar
Company Secretary
ICICI Bank Limited
Membership No.: A20744

General information about company

Scrip code	532174
NSE Symbol	ICICIBANK
MSEI Symbol	NOTLISTED
ISIN	INE090A01021
Name of the company	ICICI BANK LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-11-2024
Start time of the meeting	
End time of the meeting	

Scrutinizer Details

Name of the Scrutinizer	Mr. P.N. Parikh
Firms Name	Parikh Parekh & Associates
Qualification	CS
Membership Number	327
Date of Board Meeting in which appointed	26-10-2024
Date of Issuance of Report to the company	29-11-2024

Voting results

Record date	28-10-2024
Total number of shareholders on record date	1927554
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Textual Information(1)

Text Block

Textual Information(1)

(1) The voting rights in respect of equity shares transferred to Investor Education and Protection Fund and Unclaimed Shares Suspense Account are frozen. (2) The holders of American Depository Receipts (ADRs) do not have voting rights. In accordance with the government approval, Deutsche Bank Trust Company Americas, depository for ADR holders, exercises the voting rights on the underlying shares in accordance with the directions of the Board of Directors of the Bank.

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Punit Sood (DIN: 00033799) as an Independent Director with effect from October 1, 2024				
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	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	5151354498	4688619922	91.0172	4675357771	13262151	99.7171	0.2829
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5151354498	4688619922	91.0172	4675357771	13262151	99.7171
Public- Non Institutions	E-Voting	1897298614	1351270029	71.2207	1351194158	75871	99.9944	0.0056
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1897298614	1351270029	71.2207	1351194158	75871	99.9944
Total		7048653112	6039889951	85.6886	6026551929	13338022	99.7792	0.2208
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	