ICICI Bank

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

July 1, 2015

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,

With reference to our letter dated June 30, 2015, we hereby further submit the report on the voting results of the Twenty-first Annual General Meeting of ICICI Bank in the format prescribed under Clause 35A of the listing agreement.

Our letter dated June 30, 2015 sent along with the Scrutinizer's Report and the enclosed report under Clause 35A also be treated as compliance under Clause 31(d) of the listing agreement.

Please take the above on record.

Yours faithfully,

P. Sanker

Encl: as above

ICICI Bank

Information pursuant to Clause 35A of the Listing Agreement in relation to Annual General Meeting of ICICI Bank Limited held on June 29, 2015

1. **Date of the AGM: Monday, June 29, 2015**

2. **Total number of shareholders on record date:**

   The Register of Members and Share Transfer Books of the Company were closed from June 6, 2015 to June 29, 2015 (both days inclusive). The beneficiary position at the close of business hours on June 5, 2015 was considered for the purpose of payment of dividend. Total number of shareholders on June 5, 2015 were 836,637.

3. **No. of shareholders present in the meeting either in person or through proxy:**

   Promoters and Promoter Group: Nil
   Public: 435*

   *For the purpose of count where multiple shareholders have given a proxy/authorized representation in favour of one individual, the count with reference to such proxies has been taken as 1 for the purpose of determining count of physical presence at the meeting.

4. **No. of Shareholders attended the meeting through Video Conferencing**

   Promoters and Promoter Group : Not Applicable
   Public : Not Applicable

5. **Agenda-wise**

   Details of the Agenda:

   The details of the resolutions are appended below:

   Mode of Voting:

   The Mode of voting on all resolutions was e-voting (including remote e-voting and electronic voting at the venue). The cut-off date for the purpose of determining shareholders eligible for evoting was June 22, 2015.

In case of ~~Poll/Postal ballot~~/E-voting:

Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the financial statements for the financial year ended March 31, 2015 together with the Reports of the Directors and the Auditors

Promoter/ Public	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	0	0	0	0	0	-	-
Public - Institutional holders	5,311,760,541	3,336,925,152	62.82	3,336,925,152	0	100.00	-
Public- Others	492,253,594	13,678,241	2.78	13,668,782	9,459	99.93	0.07
Total	**5,804,014,135**	**3,350,603,393**	**57.73**	**3,350,593,934**	**9,459**	**100.00**	**0.00**

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Resolution No. 2 – Ordinary Resolution

Declaration of dividend on preference shares

Promoter/ Public	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	0	0	0	0	0	-	-
Public - Institutional holders	5,311,760,541	3,337,168,162	62.83	3,337,168,162	0	100.00	-
Public- Others	492,253,594	13,672,175	2.78	13,632,054	40,121	99.71	0.29
Total	**5,804,014,135**	**3,350,840,337**	**57.73**	**3,350,800,216**	**40,121**	**100.00**	**0.00**

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Resolution No. 3 – Ordinary Resolution

Declaration of dividend on equity shares

Promoter/ Public	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	0	0	0	0	0	-	-
Public - Institutional holders	5,311,760,541	3,337,168,162	62.83	3,337,168,162	0	100.00	-
Public- Others	492,253,594	13,694,253	2.78	13,693,700	553	100.00	0.00
Total	**5,804,014,135**	**3,350,862,415**	**57.73**	**3,350,861,862**	**553**	**100.00**	**0.00**

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Resolution No. 4 – Ordinary Resolution

Re-appointment of Mr. N. S. Kannan who retires by rotation and, being eligible, offers himself for re-appointment

Promoter/ Public	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	0	0	0	0	0	-	-
Public - Institutional holders	5,311,760,541	3,337,168,162	62.83	3,302,582,213	34,585,949	98.96	1.04
Public- Others	492,253,594	13,240,985	2.69	13,204,378	36,607	99.72	0.28
Total	**5,804,014,135**	**3,350,409,147**	**57.73**	**3,315,786,591**	**34,622,556**	**98.97**	**1.03**

Resolution No. 5 – Ordinary Resolution

Ratification of appointment of Statutory Auditors

Promoter/ Public	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	0	0	0	0	0	-	-
Public - Institutional holders	5,311,760,541	3,314,195,310	62.39	3,201,384,543	112,810,767	96.60	3.40
Public- Others	492,253,594	13,684,090	2.78	13,669,368	14,722	99.89	0.11
Total	**5,804,014,135**	**3,327,879,400**	**57.34**	**3,215,053,911**	**112,825,489**	**96.61**	**3.39**

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Resolution No. 6 – Ordinary Resolution

Appointment of Branch Auditors

Promoter/ Public	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	0	0	0	0	0	-	-
Public - Institutional holders	5,311,760,541	3,337,018,432	62.82	3,252,414,650	84,603,782	97.46	2.54
Public-Others	492,253,594	13,688,763	2.78	13,672,994	15,769	99.88	0.12
Total	**5,804,014,135**	**3,350,707,195**	**57.73**	**3,266,087,644**	**84,619,551**	**97.47**	**2.53**

Resolution No. 7 –Special Resolution

Special Resolution for private placement of securities under Section 42 of the Companies Act, 2013.

Promoter/ Public	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	0	0	0	0	0	-	-
Public - Institutional holders	5,311,760,541	3,336,986,422	62.82	3,325,452,687	11,533,735	99.65	0.35
Public- Others	492,253,594	13,682,869	2.78	13,488,071	194,798	98.58	1.42
Total	**5,804,014,135**	**3,350,669,291**	**57.73**	**3,338,940,758**	**11,728,533**	**99.65**	**0.35**

Note: Section 12(2) of the Banking Regulation Act, 1949 caps the voting rights of shareholders of a bank upto 10% of the total voting rights of all shareholders. In line with the same, the shareholding of Deutsche Bank Trust Company Americas (Depositary to the ADS holders) which was 1,684,406,496 equity shares of face value of ₹ 2 each and which formed 29.02% of the total equity shares (5,804,014,135 equity shares of ₹ 2 each) as on the cut-off date i.e. June 22, 2015 was reckoned only to the extent of 580,401,413 equity shares i.e. 10% of the total equity shares for the purpose of electronic voting.

All resolutions were approved with overwhelming majority. All percentage have been rounded off to nearest decimal. The number of shares are as on June 22, 2015.

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