

P. Sanker

Senior General Manager (Legal)
& Company Secretary

June 30, 2017

Mr. Girish Joshi
Senior General Manager – Listing
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Mr. Avinash Kharkar
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,

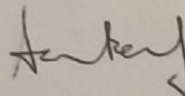
**Sub: Consolidated Report issued by the Scrutinizer pursuant to
Section 108 of the Companies Act, 2013 and Rules thereunder.**

The Twenty-Third Annual General Meeting (AGM) of ICICI Bank Limited was held on June 30, 2017 at 12:00 noon at the Professor Chandravadan Mehta Auditorium, General Education Centre, Opposite D.N. Hall Ground, The Maharaja Sayajirao University, Pratapgunj, Vadodara 390 002, Gujarat, India.

Pursuant to Section 108 of the Companies Act 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), all the Members of the Bank holding shares as on the cut-off date i.e. June 23, 2017, were given the opportunity to exercise their right to vote on the resolutions set out in the Notice of AGM through remote electronic voting (remote e-Voting) during the period commencing from June 27, 2017 9.00 a.m. IST to June 29, 2017, 5.00 p.m. IST.

In line with the said Rules, the Bank had also provided electronic voting facility at the AGM venue to those Members who attended the AGM but could not exercise their vote through remote e-Voting and were holding shares as on the cut-off date i.e. June 23, 2017. The e-voting services were provided through National Securities Depository Limited (NSDL).

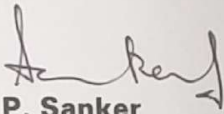
We hereby submit the Consolidated Report dated June 30, 2017 issued by the Scrutinizer Mr. Alwyn D'Souza pursuant to the Act and the Rules.



Please note that below mentioned documents will be sent in due course.

1. Voting results in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Summary of the proceedings of the Annual General Meeting.

Yours faithfully,



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

Encl: as above

ICICI BANK LIMITED

Registered Office: ICICI Bank Tower, Near Chakli Circle, Old Padra Road,
Vadodara 390 007

**Combined Scrutinizer's Report on
Remote e-Voting & Electronic Voting
conducted at the
23rd Annual General Meeting of
ICICI Bank Limited, held on
Friday June 30, 2017**

ALWYN D'SOUZA

**ALWYN D'SOUZA & CO.
COMPANY SECRETARIES**

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 (E), Thane-401107 ; **Tel:**022-28125781 ; **Mob:** 09820465195; 09819334743

Email : alwyn.co@gmail.com **Website:** www.alwynjay.com

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**Combined Scrutinizer's Report on Remote e-Voting & Electronic Voting
conducted at the 23rd Annual General Meeting of ICICI Bank Limited,
held on Friday, June 30, 2017**

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

Sub: **Passing of Resolution(s) through electronic voting pursuant to section
108 of the Companies Act 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended.**

Dear Sir,

I, Alwyn D'souza of M/s. Alwyn D'souza & Co., Company Secretaries, Mumbai, appointed by the Board of Directors of **ICICI Bank Limited** ("the Company") as the Scrutinizer for the Remote e-Voting process as well as to scrutinize the electronic voting conducted at the venue of the Annual General Meeting (AGM) (**hereinafter referred to as "the e-Voting"**) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.



I, submit my report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the electronic voting, provided at the venue) to the Members on the resolutions proposed in the Notice calling the 23rd AGM of the Company was the responsibility of the management. My responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions based on the reports generated from the electronic voting system by the National Securities Depository Limited (NSDL).
- b) The remote e-Voting was concluded on Thursday, June 29, 2017 at 5.00 p.m. IST.
- c) At the 23rd AGM of the Company held on Friday, June 30, 2017, the Chairman at the end of the discussions on the resolution(s) announced that the facility to vote electronically has been provided to facilitate voting for those Members who were present at the Meeting but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- d) The votes were unblocked on June 30, 2017 around 2.17 p.m. in the presence of two witnesses viz., **Mr. Vijay Sonone** residing at 507, E3, Lokdhara Phase III, Lokdhara, Kalyan 421306 and **Mr. Jay D'Souza** residing at H-503, Timber Green Homes, Near Toll Naka, Dahisar (E), Mumbai who are not in the employment of the Company;
- e) I have issued a separate scrutinizer's report dated Friday, June 30, 2017 on the remote e-Voting and voting conducted at venue of the AGM and I hereby submit a consolidated scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 23rd AGM.
- f) The Members holding equity shares as on the "cut-off date" i.e. June 23, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 23rd AGM of the Company. Section 12(2) of the Banking Regulation Act, 1949, as amended, caps the voting rights of shareholders of a bank up to 15% of the total voting rights of all shareholders. Accordingly, although the holding by Deutsche Bank Trust Company Americas (Depositary to the ADS holders) was 1,463,169,334 equity shares of face value Rs. 2/- each which formed 25.10% of the total equity shares (5,829,845,440 equity shares of Rs. 2/- each) as on the cut-off date (i.e. June 23, 2017), for the purpose of votes only 874,476,816 equity shares forming 15% of the total equity shares has been taken into account to determine the votes cast through e-Voting.
- g) The results of the Remote e-Voting together with that of the voting conducted at venue of the AGM by way of electronic voting are as under:

1. **RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:**

To receive, consider and adopt the financial statements for the financial year ended March 31, 2017 together with the Reports of the Directors and the Auditors.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3,001	400,68,13,536	-
Electronic voting at the AGM	12	6,141	-
TOTAL	3,013	400,68,19,677	100.000

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	14	3,066	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	14	3,066	0.000

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 100.000
Percentage of votes cast against : 0.000

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2. RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:

To declare dividend on preference shares.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,873	400,70,71,134	-
Electronic voting at the AGM	12	6,141	-
TOTAL	2,885	400,70,77,275	99.998

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	132	67,171	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	132	67,171	0.002

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 99.998

Percentage of votes cast against : 0.002

3. **RESOLUTION NO.3 AS A ORDINARY RESOLUTION:**

To declare dividend on equity shares.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	3,018	400,71,25,719	-
Electronic voting at the AGM	12	6,141	-
TOTAL	3,030	400,71,31,860	100.000

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	8	6,461	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	8	6,461	0.000

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 100.000

Percentage of votes cast against : 0.000



4. **RESOLUTION NO.4 AS AN ORDINARY RESOLUTION:**

To appoint a director in place of Ms. Vishakha Mulye (DIN: 00203578), who retires by rotation and, being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,839	394,85,32,938	-
Electronic voting at the AGM	12	6,141	-
TOTAL	2,851	394,85,39,079	98.553

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	150	5,79,60,069	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	150	5,79,60,069	1.447

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 98.553

Percentage of votes cast against : 1.447



5. **RESOLUTION NO.5 AS AN ORDINARY RESOLUTION:**

Ratification of appointment of M/S B S R & Co. LLP, Chartered Accountants (Registration No. 101248W) as statutory auditors of the Company.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,818	380,96,43,329	-
Electronic voting at the AGM	12	6,141	-
TOTAL	2,830	380,96,49,470	96.159

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	156	15,21,54,353	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	156	15,21,54,353	3.841

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 96.159

Percentage of votes cast against : 3.841

6. RESOLUTION NO.6 AS AN ORDINARY RESOLUTION:

Appointment of Branch Auditors pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,877	390,99,72,185	-
Electronic voting at the AGM	12	6,141	-
TOTAL	2,889	390,99,78,326	98.709

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	84	5,11,51,170	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	84	5,11,51,170	1.291

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 98.709

Percentage of votes cast against : 1.291



7. RESOLUTION NO. 7 AS AN ORDINARY RESOLUTION:

Appointment of Mr. Anup Bagchi, (DIN: 00105962) as a Director of the Bank.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,849	394,88,70,989	-
Electronic voting at the AGM	12	6,141	-
TOTAL	2,861	394,88,77,130	98.561

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	120	576,52,300	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	120	576,52,300	1.439

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 98.561

Percentage of votes cast against : 1.439



8. **RESOLUTION NO.8 AS AN ORDINARY RESOLUTION:**

Appointment of Mr. Anup Bagchi, (DIN: 00105962) as a Wholetime Director (designated as Executive Director) of the Bank.

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,829	392,32,88,232	-
Electronic voting at the AGM	12	6,141	-
TOTAL	2,841	392,32,94,373	99.030

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

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	116	3,84,47,670	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	116	3,84,47,670	0.970

(iii) **Invalid** votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 99.030

Percentage of votes cast against : 0.970

9. **RESOLUTION NO.9 AS A SPECIAL RESOLUTION:**

Authority to the Board of Directors to borrow by way of issue of non-convertible securities including but not limited to bonds and non-convertible debentures in one or more tranches of upto ₹ 25,000 crores (Rupees Twenty Five Thousand crores) on a private placement basis.

(ii) Voted in favour of the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2,870	400,61,14,989	-
Electronic voting at the AGM	12	6,141	-
TOTAL	2,882	400,61,21,130	99.975

(ii) Voted against the resolution:

Particulars of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	125	10,14,744	-
Electronic voting at the AGM	Nil	Nil	Nil
TOTAL	125	10,14,744	0.025

(iii) Invalid votes:

Particulars of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote e-Voting	Nil	Nil
Electronic voting at the AGM	Nil	Nil
TOTAL	Nil	Nil

Percentage of votes cast in favour: 99.975

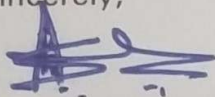
Percentage of votes cast against : 0.025

Based on the foregoing, all the above Resolutions 1 to 9 as also mentioned in the AGM Notice of the Company dated May 15, 2017 were passed under Remote e-voting and electronic voting conducted at AGM with the requisite majority.

All the relevant records of e-Voting will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 23rd Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary for safe keeping.

Thanking you,

Sincerely,



Alwyn D'souza

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary

Place: Vadodara

Date: June 30, 2017