ICICI Bank

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

May 15, 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,

Sub: Code of practices and procedure for fair disclosure of Unpublished Price Sensitive Information under the SEBI (Prohibition of Insider Trading) Regulation, 2015

Pursuant to Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, please find enclosed ICICI Bank Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information for your reference and records.

The above code has also been uploaded on the website of the company.

Yours faithfully,

P. Sanker

Encl : as above

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This Code is called ICICI Bank Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information **("Code")** and is framed based on the principles of fair disclosure outlined in the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 and would be effective May 15, 2015.

A. Designation and Role of Chief Investor Relations Officer

1. The General Manager in charge of Investor Relations shall be the Chief Investor Relations Officer **("CIRO")** for the purpose of the Code. The CIRO shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information **("UPSI").**
2. In the temporary absence of the CIRO for any reason whatsoever, the Managing Director & Chief Executive Officer shall nominate any other official of the Bank to be responsible for dissemination of information and disclosure of UPSI.

B. Disclosures under the Code

3. The CIRO shall ensure:
   (i) prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
   (ii) uniform and universal dissemination of UPSI to avoid selective disclosure; and
   (iii) prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to ensure that this information is made generally available.

4. It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the CIRO may consult such officials within the Bank to ensure the correctness and credibility of the UPSI.

5. The CIRO shall authorise disclosure or dissemination of UPSI (i) by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (ii) on the official website to ensure official confirmation and documentation; and (iii) in any other manner as may be decided by the CIRO to facilitate uniform and universal dissemination of UPSI.

6. All communications of UPSI with the stock exchange shall be approved by the CIRO and communicated through appropriate personnel under his direction.

7. The CIRO shall also be responsible for overseeing the contents of UPSI to be posted on the website of ICICI Bank for the purposes of this Code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the CIRO.

8. To facilitate timely disclosure of UPSI, all employees, designated persons or insiders will be required to communicate any UPSI to the CIRO as soon as credible and concrete information comes into being.

C. General obligation of preserving UPSI

9. All employees, directors and insiders of ICICI Bank are required to ensure that handling of all UPSI, including onward communication, is done on a need-to-know basis and in line with the any other applicable codes, policies and procedures of ICICI Bank, including, specifically, this Code and the Insider Trading Code.

D. Information Shared with Specific Persons

10. Employees, directors and insiders shall ensure that any information shared with analysts and research personnel is not UPSI and is generally available.

11. The CIRO shall also develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

E. Market Rumours

12. The CIRO shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumours by regulatory authorities.

Note: Words not defined herein shall have the meaning as per the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015