

Walker Chandiook & Co LLP

Board of Directors
ICICI Bank Limited
ICICI Bank Towers
Bandra Kurla Complex
Mumbai 400 051

Walker Chandiook & Co LLP
16th floor, Tower II,
Indiabulls Finance Centre,
SB Marg, Prabhadevi (W)
Mumbai – 400 013
India
T +91 22 6626 2699
F +91 22 6626 2601

For the kind attention of Mr Rakesh Jha, Chief Financial Officer

Dear Sirs,

Sub: Letter of consent for appointment as auditors of ICICI Bank Limited

We thank you for your e-mail seeking our consent for appointment as auditors of **ICICI Bank Limited** ("the Bank"). We hereby consent to our appointment as auditors of the Bank pursuant to the provisions of Section 139 of the Chapter X of the Companies Act, 2013. Kindly note that this consent is subject to satisfactory compliance with the applicable laws and regulations and completion of our internal client and engagement acceptance formalities.

Yours faithfully,
For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Sudhir N. Pillai
Partner
Membership No.: 105782

Place: Mumbai
Date: 04 May 2020



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Certificate

[Pursuant to the provisions of Section 139 of the Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014]

Board of Directors
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For the kind attention of Mr Rakesh Jha, Chief Financial Officer

Dear Sirs,

In connection with appointment of Walker Chandiook & Co LLP ("the Firm"), Chartered Accountants as auditors of **ICICI Bank Limited** ("the Bank") in accordance with the provisions of the Companies Act, 2013 ("the Act") and rules and regulations made thereunder, we are pleased to confirm that:

- (a) we are eligible to be appointed as auditors, and we have not incurred any disqualifications under the Act;
- (b) we are not disqualified for appointment under the provisions of the Chartered Accountants Act, 1949 and the rules and regulations made thereunder;
- (c) the proposed appointment is as per the term provided under the Act;
- (d) the proposed appointment is within the limits laid down by or under the authority of the Act;
- (e) to the best of our knowledge as on the date of this certificate, except for the matters stated in Appendix A hereto, there are no pending proceedings against us or any of our partner(s) with respect to professional matters of conduct; and
- (f) we satisfy other criteria as provided under Section 141 of the Act.

Yours faithfully,
For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



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Appendix A

[Pursuant to the provisions of Section 139 of the Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014]

Three partners of the Firm are defendants in disciplinary proceedings pending with respect to professional matters of conduct under the Chartered Accountants Act, 1949. Proceedings in these matters are pending and no final determination of their guilt or otherwise has been made so far under the disciplinary process laid down under the Chartered Accountants (Procedure of Investigation of Professional and Other Misconduct and Conduct of Cases) Rules, 2007.

Yours faithfully,
For **Walker Chandiook & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013



Sudhir N. Pillai
Partner
Membership No.: 105782

Place: Mumbai
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