



## ICICI BANK LIMITED

CIN-L65190GJ1994PLC021012

**Registered Office:** Landmark, Race Course Circle, Vadodara 390 007, **Ph:** 0265-3263701

**Corporate Office:** ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051

**Ph:** 022-26538900, **Fax:** 022-26531230, **Website:** [www.icicibank.com](http://www.icicibank.com), **Email:** [investor@icicibank.com](mailto:investor@icicibank.com)

## **NOTICE TO MEMBERS**

Members of the Company are hereby informed that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the consent of Members is being sought for passing the following Resolutions by way of Postal Ballot including voting by electronic means (e-voting):

1. Ordinary Resolution for appointment of Mr. M. K. Sharma as an Independent Director.
2. Ordinary Resolution for appointment of Mr. M. K. Sharma as a Non-Executive (part-time) Chairman.
3. Ordinary Resolution for appointment of Ms. Vishakha Mulye as a Director.
4. Ordinary Resolution for appointment of Ms. Vishakha Mulye as a Wholetime Director (designated as Executive Director).
5. Special Resolution for amendment to Employees Stock Option Scheme.

The Members whose name appears on the Register of Members/List of Beneficial Owners as on March 11, 2016 ("Relevant date") will be considered for the purpose of voting. Any person who is not a Member as on the Relevant date should treat this Notice for information purposes only.

Members are informed that the Bank has sent e-mail to the Members whose e-mail ids are registered with the Bank as on March 11, 2016, seeking approval by postal ballot including voting by electronic means and for those Members whose e-mail ids are not registered, the Bank completed the dispatch of postal ballot notice along with a postal ballot form and self-addressed, postage pre-paid Business Reply envelope on March 21, 2016. The Postal Ballot Notice and Postal Ballot Forms are also available on the website of the Bank ([www.icicibank.com](http://www.icicibank.com)).

The e-voting facility is being provided to all Members holding shares as on relevant date through the services of National Securities Depository Limited (NSDL). The e-voting period commences on Thursday, March 24, 2016 (9:00 a.m. IST) and ends on Friday, April 22, 2016 (5:00 p.m. IST). During this period Members of the Company holding shares in physical or dematerialised form as on Relevant date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. The Login ID and Password have been provided both in the Form, as also in the e-mail to enable Members to use e-voting facility. Members who have already used the facility of e-voting earlier may use their existing Login ID and Password. Mr. Alwyn D'Souza of Alwyn D'souza & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

Members who are exercising their votes through physical ballot should ensure that the duly completed forms should reach the Scrutinizer not later than 5:00 p.m. IST on April 22, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

Members who have not received the postal ballot form may send a request to the Company or to 3i Infotech Limited, Registrar and Transfer Agent (RTA), at Tower No. 5, 3rd Floor, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai 400 703 quoting their Folio No./DP ID and Client ID for obtaining a duplicate form. Please contact the RTA for any difficulty in connection with voting by postal ballot at the above address or on Tel No. 022-67928000 or by e-mail at [investor@icicibank.com](mailto:investor@icicibank.com).

In case of any queries for e-voting, you may also refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact on the NSDL toll free no. 1800 222 990.

The result of postal ballot shall be declared on Monday, April 25, 2016 on or before 5.00 p.m. IST and be displayed at the Registered Office as well as the Corporate Office of the Company and communicated to the Stock Exchanges and would also be displayed on the Bank's website at [www.icicibank.com](http://www.icicibank.com) and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in).

For and on behalf of the Board of Directors  
Sd/-

**P. Sanker**

Senior General Manager (Legal)  
& Company Secretary

**Place : Mumbai**

**Date : March 22, 2016**